



RADIANCE GROUP LIMITED
(Company Registration No.: 200202428H)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Radiance Group Limited (the "Company") will be held at 3 Temasek Boulevard #02-161, Suntec City Mall (e-Life@Suntec), Singapore 038983 on 15 June 2012 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modification:

All capitalised terms in this Notice which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 16 May 2012.

AS ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1: ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF GIHL

THAT, subject to and contingent upon the passing of Ordinary Resolution 3:

- approval be and is hereby given for the proposed acquisition by the Company of the entire issued and paid-up share capital of GIHL from the Vendors on the terms and subject to the conditions set out in the Sale and Purchase Agreement (as amended, modified or supplemented from time to time) (the "Acquisition"), being a reverse takeover transaction for the purposes of Chapter 10 of the Listing Manual and an interested person transaction for the purposes of Chapter 9 of the Listing Manual;
- authority be and is hereby given to the Directors to carry out and implement the Acquisition in accordance with the Sale and Purchase Agreement (as amended, modified or supplemented from time to time); and
- the Non-Executive Directors be and are hereby authorised to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purpose of or in connection with the Acquisition and the Sale and Purchase Agreement (as amended, modified or supplemented from time to time) to give effect to this resolution as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 2: SHARE CONSOLIDATION

THAT, subject to and contingent upon the passing of Ordinary Resolutions 1 and 3:

- the consolidation of every four (4) existing Shares into one (1) Consolidated Share at the Books Closure Date to be determined by the Directors be and is hereby approved;
- any fraction of a Consolidated Share which may arise from the consolidation pursuant to paragraph (a) above shall be disregarded, and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company; and
- the Directors be and are hereby authorised to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of or to give effect to this resolution as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 3: ALLOTMENT AND ISSUE OF CONSIDERATION SHARES TO THE VENDORS

THAT, subject to and contingent upon the passing of Ordinary Resolution 1, authority be and is hereby given to the Directors:

- to allot and issue to the Vendors (or their respective nominees) an aggregate of 122,515,189 Consideration Shares, credited as fully paid-up, at an issue price of S\$0.3087 each on the terms and subject to the conditions set out in the Sale and Purchase Agreement (as amended, modified or supplemented from time to time); and
- to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of or to give effect to this resolution as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 4: COMPLIANCE PLACEMENT

THAT, subject to and contingent upon the passing of Ordinary Resolutions 1 and 3 and pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore:

- authority be and is hereby given to the Directors, in connection with the Compliance Placement, to allot and issue up to 41,539,000 Placement Shares at an issue price to be determined at the absolute discretion of the Directors and on such terms and conditions as the Directors may decide in their absolute discretion; and
- the Directors and each of them be authorised and empowered to do all such acts and things (including executing such documents as may be required) as they/he may consider necessary, desirable or expedient to effect and implement the foregoing.

ORDINARY RESOLUTION 5: NEW GENERAL SHARE ISSUE MANDATE

THAT, subject to and contingent upon the passing of Ordinary Resolutions 1 and 3 and pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore and the listing rules of the Listing Manual, the resolution passed by Shareholders as Ordinary Resolution 6 at the Annual General Meeting of the Company held on 25 April 2012 be and is hereby revoked AND THAT the Directors be and are hereby authorised to:

- allot and issue Shares whether by way of rights, bonus or otherwise; and/or
- make or grant offers, agreements or options (collectively "Instruments") that might or would require Shares to be issued during the continuance of such authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to, provided that the adjustment(s) does not give the holder a benefit that a Shareholder does not receive) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and

- issue Shares in pursuance of any Instruments made or granted by the Board while such authority was in force, notwithstanding that such issue of Shares pursuant to such Instruments may occur after the expiration of such authority.

Provided That:

- the aggregate number of Shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the issued share capital (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (e) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to Shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 20% of the issued share capital (excluding treasury shares) of the Company (as calculated in accordance with sub-paragraph (e) below);
- (subject to such manner of calculation as may be prescribed by the SGX-ST), the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this resolution is passed, after adjusting for:
 - the Consideration Shares to be issued pursuant to the passing of Ordinary Resolution 2 above;
 - the Placement Shares to be issued pursuant to the passing of Ordinary Resolution 3 above;
 - new Shares arising from the conversion or exercise of any convertible securities or share options which are outstanding or subsisting at the time this resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of the Shares;
- in exercising the authority conferred by this resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- unless revoked or varied by the Company in general meeting, the authority so conferred shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

ORDINARY RESOLUTION 6: TERMINATION OF THE RADIANCE ELECTRONICS SHARE OPTION SCHEME 2003

THAT, subject to and contingent upon the passing of Ordinary Resolutions 1 and 3:

- the termination of the Existing ESOS be and is hereby approved; and
- the Directors be and are hereby authorised to do any act or thing (including executing such documents as may be required) or take such steps as may be necessary to facilitate or as may be incidental to or in connection with the termination of the Existing ESOS.

ORDINARY RESOLUTION 7: ADOPTION OF THE GLOBAL INVACOM GROUP EMPLOYEE SHARE OPTION SCHEME

THAT, subject to and contingent upon the passing of Ordinary Resolutions 1 and 3:

- the New ESOS be and is hereby adopted;
- the Board of Directors of the Company be and is hereby authorised:
 - to establish and administer the New ESOS;
 - to modify and/or amend the New ESOS from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New ESOS and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New ESOS;
 - to offer and grant Options in accordance with the provisions of the New ESOS and pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore, to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the Options under the New ESOS, provided always that the total number of new Shares issued and issuable pursuant to the New ESOS shall not exceed 15% of the total number of issued Shares of the Company from time to time;
 - subject to the same being allowed by law, to apply any Shares purchased under any share purchase mandate toward the satisfaction of Shares to be granted upon the exercise of the Options; and
 - to complete and do all acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient for the purposes of or to give effect to this resolution as they think fit and in the interests of the Company.

AS SPECIAL RESOLUTION

SPECIAL RESOLUTION: CHANGE IN NAME OF THE COMPANY

THAT, subject to and contingent upon the passing of Ordinary Resolutions 1 and 3 and the Acquisition being completed, the name of the Company be changed from "Radiance Group Limited" to "Global Invacom Group Limited" and that the name "Radiance Group Limited" be replaced by "Global Invacom Group Limited" wherever the earlier name appears in the Memorandum and Articles of Association of the Company and that the Directors be and are hereby authorised to complete and do all such acts and things as they may consider necessary, desirable or expedient to give effect to this resolution.

Shareholders should note that:

- Ordinary Resolutions 1 and 3 are inter-conditional upon each other; and**
- Ordinary Resolutions 2, 4, 5, 6 and 7 and the Special Resolution are conditional upon the passing of Ordinary Resolutions 1 and 3.**

This means that:

- if Ordinary Resolution 3 is not passed, Ordinary Resolution 1 would not be passed;**
- if Ordinary Resolution 1 is not passed, Ordinary Resolution 3 would not be passed; and**
- if any of Ordinary Resolutions 1 and 3 are not passed, Ordinary Resolutions 2, 4, 5, 6 and 7 and the Special Resolution would not be passed.**

BY ORDER OF THE BOARD

Yvonne Choo, FCIS
Lim Keng San Shirley, FCIS
Company Secretaries

Singapore
16 May 2012

Notes:

- A Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his stead. A Shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Shareholder of the Company.
- The Proxy Form must be deposited at the registered office of the Company at 8 Temasek Boulevard, #20-03 Suntec Tower Three, Singapore 038988 not less than 48 hours before the time fixed for holding the EGM in order to be entitled to attend and to vote at the EGM.
- A Depositor's name must appear on the Depository Register maintained by CDP as at 48 hours before the time fixed for holding the EGM in order to be entitled to attend and vote at the EGM.