



GLOBAL INVACOM GROUP LIMITED
(formerly known as Radiance Group Limited)
(Incorporated in Singapore)
(Company Registration No: 200202428H)

PROPOSED PLACEMENT OF UP TO 64,788,000 ORDINARY SHARES IN THE CAPITAL OF GLOBAL INVACOM GROUP LIMITED COMPRISING OF 41,539,000 NEW ORDINARY SHARES IN CONNECTION WITH THE PROPOSED COMPLIANCE PLACEMENT FOR THE PURPOSE OF MEETING THE SHAREHOLDING SPREAD AND DISTRIBUTION REQUIREMENTS OF THE LISTING MANUAL AND UP TO 23,249,000 ORDINARY SHARES OFFERED BY VISTRA CORPORATE SERVICES LIMITED AS AN UPSIZE OPTION

DMG & Partners Securities Pte Ltd (“DMG”) was the financial adviser to Global Invacom Group Limited in relation to the acquisition of Global Invacom Holdings Limited. DMG assumes no responsibility for the contents of this announcement.

All capitalised terms not defined herein shall bear the same meaning as set out in the Company’s offer information statement dated 31 July 2012 (“Offer Information Statement”).

The Board of Directors (the “**Board**”) of Global Invacom Group Limited (the “**Company**”) refers to the Offer Information Statement.

1. The Placement

The Board wishes to announce that the Company has entered into three placement agreements (the “**Placement Agreements**”) with (i) OCBC Securities Private Limited (“**OSPL**”), (ii) Religare Capital Markets (Singapore) Pte. Limited (“**Religare**”) and (iii) UOB Kay Hian Private Limited (“**UOBKH**”) in relation to the Placement.

Under the Placement Agreements,

- (i) OSPL has agreed to procure subscriptions for 11,693,000 Placement Shares,
- (ii) Religare has agreed to procure subscriptions for 9,081,000 Placement Shares, and
- (iii) UOBKH has agreed to procure subscriptions for 20,700,000 Placement Shares,

on a best efforts basis, on the terms and subject to the conditions of the respective Placement Agreements.

The Company has also entered into a subscription agreement (the “**Subscription Agreement**”) with Lei Dong pursuant to which the Company has agreed to allot and issue 65,000 Placement Shares in relation to the Placement. Lei Dong is an employee of the Company’s indirectly wholly-owned subsidiary, Global Invacom Limited, and is not a person to whom the Company is prohibited from issuing shares as provided by Rule 812 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

2. **Issue Price**

The Placement Shares shall be issued at an issue price of S\$0.3087 per Placement Share (the “**Issue Price**”).

The Issue Price represents a discount of approximately 18.5% to the weighted average price of S\$0.379 for trades done on the SGX-ST on 9 July 2012, being the last traded market day prior to the suspension of trading in the Shares.

The Company shall pay to OSPL, Religare and UOBKH such placement commission as specified in the respective Placement Agreements.

3. **Placement Shares**

The Placement Shares will be allotted and issued pursuant to the mandate granted to the Directors of the Company to allot and issue up to 41,539,000 Placement Shares for the purposes of the Placement, passed by the shareholders of the Company by way of ordinary resolution at the extraordinary general meeting of the Company held on 15 June 2012.

Approval-in-principle has been obtained from the SGX-ST for permission to deal in, and for the listing of and quotation of the Placement Shares on the Official List of the STX-ST. The approval-in-principle granted by the SGX-ST to the Company for the listing of and quotation for the Placement Shares is not to be taken as an indication of the merits of the Company, its subsidiaries, its associated company, the Placement and the Placement Shares.

The Placement Shares, when allotted and issued, will rank *pari passu* in all respects with the existing issued shares of the Company (“**Shares**”), save that they shall not rank for any entitlements, distributions, dividends or rights (if any), the record date in respect of which falls prior to the date of issue of the Placement Shares.

4. **Conditions Precedent**

Completion of the Placement is conditional upon, *inter alia*, the receipt of confirmation from the SGX-ST that the suspension of dealing in the Shares on the SGX-ST will be or has been lifted.

5. **Financial Effects of the Placement**

As at the date of this Announcement, the issued and paid-up share capital of the Company is S\$66.4 million comprising 188,458,035 Shares. When completed, assuming 41,539,000 Placement Shares are placed out at the Issue Price, the Placement will increase the existing issued and paid-up share capital of the Company to approximately S\$78.7 million comprising 229,997,035 Shares.

The Placement Shares will represent approximately 18.1% of the enlarged issued share capital of the Company immediately after the completion of the Placement. Based on the “Reporting Auditors’ Report on the Unaudited Proforma Consolidated Financial Statements of the Enlarged Group for the Financial Years Ended 31 December 2009, 2010 and 2011” in Appendix B of the Company’s circular dated 16 May 2012 (the “**Circular**”), the Group’s Net Asset Value per Share would decrease from 29.60 cents to 28.23 cents and the Group’s Earnings per Share would decrease from 6.30 cents to 5.16 cents.

It should be noted that such financial effects are purely for illustrative purposes only and do not purport to be indicative or a projection of the actual results and financial position of the Company and the Group after completion of the Placement. The illustrated financial effects of the Placement have been prepared based on the “Reporting Auditors’ Report on the Unaudited Proforma Consolidated Financial Statements of the Enlarged Group for the Financial Years Ended 31 December 2009, 2010 and 2011” in Appendix B of the Circular. Please refer to the Circular for information on, *inter alia*, the basis of presentation and

preparation of such financial statements. A copy of the Circular can be found on the website of the SGX-ST, <http://www.sgx.com>.

6. Use of Proceeds

Assuming 41,539,000 Placement Shares are placed out at the Issue Price, the Company expects to receive net proceeds of approximately S\$9.2 million (after deducting the relevant placement commissions and estimated expenses) ("**Net Proceeds**") from the Placement. The Company intends to utilise the Net Proceeds for the purposes set out below and in the following order of priority:

- (i) S\$7.0 million to finance investment and acquisition activities;
- (ii) S\$2.0 million for research and development; and
- (iii) the balance of approximately S\$156,000 for general working capital purposes.

As announced on 4 August 2012, the Company intends to utilise £3.52 million (approximately S\$6.9 million, using an exchange rate of £1 = S\$1.951) of the Net Proceeds allocated to finance investment and acquisition activities, to fund the acquisition of The Waveguide Solution Limited.

7. Suspension of Trading

Trading of the Shares has been suspended since 10 July 2012. Trading is expected to resume upon completion of the Placement and confirmation that the Company has met the shareholding spread and distribution requirements under Rule 210(1)(a) of the Listing Manual. The Company will make further announcements on the resumption of trading in due course.

8. Interests of Directors and Substantial Shareholders

None of the Directors or substantial shareholders of the Company or their associates has any interest, direct or indirect, in the Placement (other than through their shareholdings in the Company).

9. Documents Available for Inspection

Copies of the Placement Agreements and the Subscription Agreement are available for inspection during normal business hours at the registered office of the Company for three (3) months from the date of this announcement.

BY ORDER OF THE BOARD

Anthony Brian Taylor
Executive Chairman

13 September 2012