



global invacom
completing the picture

GLOBAL INVACOM GROUP LIMITED
(formerly known as Radiance Group Limited)
(Company Registration Number: 200202428H)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of the shareholders (the "Shareholders") of Global Invacom Group Limited (the "Company") will be held at 8 Temasek Boulevard, #20-03 Suntec Tower Three, Singapore 038988 on 17 September 2013 at 11.00 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

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 26 August 2013.

AS ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1: THE PROPOSED TERMINATION OF THE GLOBAL INVACOM GROUP EMPLOYEE SHARE OPTION SCHEME

That, subject to and contingent upon the passing of Ordinary Resolution 2:

- (a) the termination of the Existing ESOS be and is hereby approved; and
- (b) 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 2: THE PROPOSED ADOPTION OF THE GLOBAL INVACOM SHARE OPTION SCHEME 2013

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

- (a) the New ESOS be and is hereby approved and adopted;
- (b) the Directors be and are hereby authorised:
 - (i) to establish and administer the New ESOS;
 - (ii) to modify and/or amend the New ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the New ESOS and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New ESOS;
 - (iii) to grant Options in accordance with the rules of the New ESOS and to allot and issue or deliver from time to time such number of new Shares or Treasury Shares required pursuant to the exercise of the Options under the New ESOS; and
 - (iv) 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: THE PROPOSED GRANT OF OPTIONS AT A DISCOUNT UNDER THE GLOBAL INVACOM SHARE OPTION SCHEME 2013

That, subject to and contingent upon the passing of Ordinary Resolution 2, the Directors be and are hereby authorised to grant Options in accordance with the rules of the New ESOS with exercise prices set at a discount to the Market Price, provided that such discount does not exceed the relevant limits set by the SGX-ST.

ORDINARY RESOLUTION 4: THE PROPOSED ADOPTION OF THE GLOBAL INVACOM PERFORMANCE SHARE PLAN 2013

That:

- (a) the Global Invacom PSP be and is hereby approved and adopted;
- (b) the Directors be and are hereby authorised:
 - (i) to establish and administer the Global Invacom PSP;
 - (ii) to modify and/or amend the Global Invacom PSP from time to time provided that such modifications and/or amendments are effected in accordance with the rules of the Global Invacom PSP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Global Invacom PSP;
 - (iii) to grant Awards in accordance with the rules of the Global Invacom PSP and to allot and issue or deliver from time to time such number of new Shares or Treasury Shares required pursuant to the vesting of the Awards under the Global Invacom PSP; and
 - (iv) 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 5: THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

That, subject to and contingent upon the passing of Special Resolutions 1 and 2:

- (a) for the purposes of sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (i) market purchases (each an "Market Purchase") on the SGX-ST; and/or
 - (ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they may, in their absolute discretion, deem fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,
 and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable (the "Share Buyback Mandate");
- (b) the Directors of the Company may impose such terms and conditions which are not inconsistent with the Share Buyback Mandate, the listing rules of the SGX-ST and the Companies Act, as they consider fit and in the interests of the Company in connection with or in relation to any equal access scheme(s);
- (c) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the absolute discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (d) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
 - (i) the date on which the next annual general meeting of the Company ("AGM") is held or is required by law to be held;
 - (ii) the date on which the share buybacks are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by the Company in general meeting; and
- (e) in this Resolution:

"**Prescribed Limit**" means the number of issued Shares representing not more than 10% of the total number of issued Shares (ascertained as at the date of the last AGM held before the passing of this Resolution or as at the date of passing of this Resolution, whichever is higher, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares shall be taken to be the total number of Shares as altered (excluding any treasury shares that may be held by the Company from time to time));

"**Relevant Period**" means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of passing of this Resolution; and

"**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,

where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer (as defined hereinafter) pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five day period;

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

"**market day**" means a day on which the SGX-ST is open for trading in securities; and the Directors of the Company and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they/he/she may consider necessary, desirable or expedient to give effect to the transactions contemplated by this Resolution.

AS SPECIAL RESOLUTIONS

SPECIAL RESOLUTION 1: THE PROPOSED ADOPTION OF NEW MEMORANDUM OF ASSOCIATION OF THE COMPANY

That:

- (a) the clauses contained in the New Memorandum of the Company as contained in Appendix C of the circular dated 26 August 2013 issued by the Company to its Shareholders and submitted to this EGM and, for the purpose of identification, subscribed to by the Chairman thereof, be approved and adopted as the Memorandum of Association of the Company in substitution for, and to the exclusion of, the existing Memorandum of Association of the Company; and
- (b) the Directors of the Company and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they/he/she may consider necessary, desirable or expedient to give effect to the transactions contemplated by this Resolution.

SPECIAL RESOLUTION 2: THE PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

That:

- (a) the regulations of the Company contained in the New Articles of the Company as contained in Appendix D of the circular dated 26 August 2013 issued by the Company to its Shareholders and submitted to this EGM and, for the purpose of identification, subscribed to by the Chairman thereof, be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company; and
- (b) the Directors of the Company and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they/he/she may consider necessary, desirable or expedient to give effect to the transactions contemplated by this Resolution.

BY ORDER OF THE BOARD

Yvonne Choo

Company Secretary

Singapore

26 August 2013

Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A member 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 member of the Company.
2. 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 forty-eight (48) hours before the time fixed for holding the EGM in order to be entitled to attend and to vote at the EGM.
3. A Depositor's name must appear on the Depository Register maintained by CDP as at forty-eight (48) hours before the time fixed for holding the EGM in order to be entitled to attend and vote at the EGM.