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GLOBAL INVACOM GROUP LIMITED
(Incorporated in Singapore)
(Company Registration No: 200202428H)

ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF RAVEN MANUFACTURING LIMITED

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

1. INTRODUCTION

The Board of Directors of Global Invacom Group Limited (the "**Company**") wishes to announce that the Company's wholly-owned subsidiary, Global Invacom Holdings Limited ("**GIHL**"), had on 26 November 2013 entered into an unconditional share purchase agreement (the "**SPA**") with Raven Group Limited (the "**Vendor**"), in relation to the acquisition (the "**Acquisition**") of the entire issued and paid-up share capital of Raven Manufacturing Limited ("**RML**"). The completion of the Acquisition ("**Completion**") took place on 26 November 2013 (the "**Completion Date**") and the name of RML was changed to Global Invacom Manufacturing (UK) Limited on the same date.

2. INFORMATION ON RML

RML is a company incorporated and registered in England and Wales with the principal activities of the manufacture and supply of antennas and related products for the satellite industry and manufacture of metal pressings and sub assemblies for the UK automotive industry. RML recorded revenue of £5.56 million (approximately US$8.89 million) in its latest financial year ended 31 December 2012.

3. RATIONALE FOR THE ACQUISITION

The directors of the Company are of the view that the Acquisition is in the best interests of the Company, its subsidiaries and associated company (together, the "**Group**") as they believe bringing a fully owned UK manufacturing facility into the Group will provide new growth opportunities and opportunities to access greater volume savings in the production of antennas and related products for the satellite industry.

4. KEY TERMS OF THE ACQUISITION

4.1 Sale and Purchase

Pursuant to the SPA, GIHL shall acquire the entire issued and paid-up share capital of RML as at the Completion Date for a cash consideration of £1.98 million (approximately US$3.18 million) (the "**Consideration**"). The Consideration will be adjusted for the estimated net asset value of RML as at the Completion Date with a final adjustment being carried out after the Completion Date.

4.2 Consideration for the Acquisition

The Consideration was arrived at after arm's length negotiations, on a "willing buyer willing seller" basis, based on the estimated net asset value of RML as at the Completion Date.

The Consideration has been fully satisfied by way of the sum of £1,978,226 paid in cash to the Vendor under the understanding and agreement amongst GIHL and the Vendor that £148,367 amounting to 7.5% of the Consideration (the "**Retention**") shall be deposited in an escrow bank account jointly operated by GIHL's lawyers and the Vendor's lawyers. The Retention shall be held in the escrow bank account until its release in accordance with the terms of the SPA.

In the event that there is no adjustment to the Consideration either agreed by the parties or determined by an independent expert in accordance with the SPA, £49,456 of the Retention amounting to approximately 2.5% of the Consideration will be released to the Vendor on the date falling three (3) months from the Completion Date or if the matter has been referred to an independent expert prior to the 3 month anniversary of Completion, then within 5 Business Days of his decision.

The remaining Retention amounting to approximately 5% of the Consideration will be held in the escrow account for a period of 18 months from Completion. In the event that there are no warranty or indemnity claims or claims under the tax covenants brought by GIHL against the Vendor during this period, the remaining Retention will be released to the Vendor on the date falling eighteen (18) months from the Completion Date.

If a claim is successfully made against the Vendor in accordance with the SPA, the claim shall be satisfied by the release of the amount of such claim from the escrow bank account and paid to GIHL.

4.3 Other Salient Terms

(a) The Vendor has granted the Group an irrevocable, perpetual paid-up, royalty free licence of certain intellectual property rights subsisting in the design, tooling, manufacturing and supply processes relating to the products supplied to customers of RML.

(b) GIHL and the Vendor shall supply certain transitional services to each other post-Completion to ensure a smooth transition of RML's business.

(c) The Vendor has given several non-competition covenants which include, *inter alia*, a restriction against having any business dealings with customers who at Completion or during the period of twelve (12) months immediately preceding the Completion Date who accounted for over 5% of the annual turnover of RML for a period of three (3) years from the Completion Date and a restriction against soliciting orders from customers or suppliers or enticing away employees of RML.

(d) Raven Antenna Systems Inc (a parent undertaking of the Vendor) and RML shall enter into a supply agreement whereby RML will continue to supply agreed products to Raven Antenna Systems Inc in line with the terms of such supply agreement.

4.4 Undertakings, Representations and Warranties

The Acquisition is subject to such further undertakings, representations and warranties from the Vendor as are customary for transactions of similar nature.

5. FINANCIAL EFFECTS OF THE ACQUISITION

The book value and net tangible asset value of the entire issued and paid-up share capital of RML as at 31 December 2012 was approximately £2.99 million and £2.93 million respectively.

The *proforma* financial effects of the Acquisition on the Group are set out below.

The objective of the financial effects is to illustrate what the historical information might have been had the Acquisition been completed at an earlier date. However, such information is not necessarily indicative of the results of operations or the related effects in the financial position that would have been attained had the Acquisition been completed at the earlier date.

The *proforma* financial effects in this section are based on the audited consolidated financial statements of the Group and the audited financial statements of RML for the financial year ended 31 December 2012 ("**FY2012**"). The financial effects of the Acquisition and the relative figures for the Acquisition computed on the bases set out in Rule 1006 of the Listing Manual have been prepared based on the following assumptions and anticipated events:

(a) for the purpose of computing the net tangible asset per share of the Group after the Acquisition, it is assumed that the Acquisition had been completed at the end of FY2012;

(b) for the purpose of computing the earnings and earnings per share of the Group after the Acquisition, it is assumed that the Acquisition had been completed at the beginning of FY2012; and

(c) an average exchange rate of £1 = US$1.599 and closing exchange rate of £1 = US$1.616 has been assumed.

5.1 Net Tangible Assets Per Share

Assuming that the Acquisition had been completed at the end of FY2012, the Acquisition would have had the following effects on the consolidated net tangible assets ("**NTA**") per share of the Group:

	Before the Acquisition	**After the Acquisition**
NTA of the Group as at 31 December 2012 (US$'000)	49,223	50,779
Number of issued shares ('000)	229,997	229,997
NTA per share (US cents)	21.40	22.08

5.2 Earnings Per Share

Assuming that the Acquisition had been completed at the beginning of FY2012, the Acquisition would have had the following effects on earnings per share of the Group:

	Before the Acquisition	**After the Acquisition**
Net loss of the Group for FY2012 (US$'000)	(17,756)	(18,617)
Weighted average number of shares ('000)	105,682	105,682
Loss per share (US cents)	(16.80)	(17.62)

6. DISCLOSEABLE TRANSACTION UNDER CHAPTER 10 OF THE LISTING MANUAL

Based on the audited consolidated financial statements of the Group and the audited financial statements of RML for FY2012, the relative figures for the Acquisition computed on the bases set out in Rule 1006(a) to (d) of the Listing Manual are as follows:

Rule 1006(a)	
Net asset value of the assets to be disposed of	Not applicable
Net asset value of the Group (US$'000)	54,669
Size of relative figure	Not applicable

Rule 1006(b)	
Net profit/(loss)[(1)] attributable to the acquired assets (US$'000)	(861)
Net profit/(loss) of the Group (US$'000)	(18,674)
Size of relative figure	4.61%

Rule 1006(c)	
Aggregate value of consideration[(2)] to be given (US$'000)	3,185
Company's market capitalisation as at 26 November 2013[(3)] (US$'000)	35,380
Size of relative figure	9.00%

Rule 1006(d)	
Number of equity securities to be issued by the Company as consideration ('000)	Not applicable
Number of equity securities in issue ('000)	227,182
Size of relative figure	Not applicable

Notes:

(1) Under Rule 1002(3)(b) of the Listing Manual, net profit/(loss) is defined as profit or loss before income tax, minority interests and extraordinary items.

(2) Based on cash consideration of £1,978,226 at an exchange rate of £1 = US$1.61

(3) The market capitalisation of US$35.38 million is derived from the volume weighted average price of S$0.1949 per share as at 26 November 2013 at an exchange rate of US$1 = S$1.2515, being the last traded market day prior to the trading in the shares of the Company being halted (*Source: Bloomberg L.P.).*

As the relative figure under Rule 1006(c) exceeds 5% but does not exceed 20%, the Acquisition constitutes a "Discloseable Transaction" under the provisions of Rule 1010 of the Listing Manual and does not require the approval of shareholders of the Company.

7. SERVICE CONTRACTS

No service contract is proposed to be entered into with any person to be appointed to the Board of the Company in connection with the Acquisition.

8. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the directors or the controlling shareholders of the Company has any interest, direct or indirect, in the Acquisition.

9. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SPA is 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

27 November 2013