



## GLOBAL INVACOM GROUP LIMITED

(Incorporated in Singapore)  
(Company Registration No: 200202428H)

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### PROPOSED ADMISSION TO TRADING ON THE AIM MARKET OF THE LONDON STOCK EXCHANGE – DETERMINATION OF NUMBER OF NEW SHARES AND PLACING PRICE

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*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 refers to its announcements dated 4 February 2014, 23 May 2014 and 26 June 2014 (the “**Announcements**”) and its circular to Shareholders dated 4 June 2014 (the “**Circular**”) in relation to the Potential AIM Listing of the Company’s Shares on the AIM market of the London Stock Exchange and the Placing to be held in conjunction with the Potential AIM Listing.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Announcements and the Circular.

#### 2. DETERMINATION OF NUMBER OF NEW SHARES AND PLACING PRICE

The Board wishes to announce that the Company has determined that the number of New Shares which shall be issued by the Company pursuant to the Placing is 44,600,000 and the Placing Price shall be 19.75 U.K. pence (equivalent to approximately S\$0.42). The number of New Shares to be issued represents 19.2 per cent. of the existing issued share capital and 16.1 per cent. of the enlarged issued share capital of the Company immediately after the Placing (excluding treasury shares).

The number of New Shares to be issued pursuant to the Placing and the Placing Price was arrived at with the advice and guidance of the Joint Brokers through a book-building process after taking into consideration the demand for the Placing and the prevailing market price of the Shares on the SGX-ST.

The New Shares will be placed with institutional and other investors in the United Kingdom.

#### 3. PLACING AGREEMENT

In conjunction with the Placing, the Company has entered into a placing agreement (the “**Placing Agreement**”) with finnCap, Mirabaud and the directors of the Company. Under the Placing Agreement, finnCap and Mirabaud have agreed, as agent of the Company, to use their reasonable endeavours to procure subscribers for 44,600,000 New Shares at a Placing Price of 19.75 U.K. pence per Share, on the terms and subject to the conditions of the Placing Agreement.

Under the Placing Agreement, finnCap and Mirabaud (together, the “**Joint Brokers**”) are entitled to the following commissions from the Company:

- (a) a commission equivalent to 5.0 per cent. on the aggregate value of the Placing Price of the New Shares raised from investors introduced by the respective Joint Brokers; and
- (b) a commission equivalent to 1.0 per cent. on the aggregate value of the Placing Price of the New Shares raised from investors introduced by the Company, such commission to be shared equally between the Joint Brokers.

The New Shares will be placed with institutional and other investors in the United Kingdom.

#### 4. **VENDOR PLACING AGREEMENT**

The Company has also entered into three placing agreements (the “**Vendor Placing Agreements**”) with finnCap, Mirabaud and each of the following existing shareholders of the Company: Choo Kok Chong, Ngo Kun Long and Teo Shih Wee, (together, the “**Vendors**”). Under the Vendor Placing Agreements, finnCap and Mirabaud have agreed, as agent of the Vendors, to use their reasonable endeavours to procure purchasers for 15,000,000 existing Shares of the Company (the “**Vendor Shares**”) at a price of 19.75 U.K. pence per Share, on the terms and subject to the conditions of the Vendor Placing Agreements.

The Vendors have offered for purchase the following number of Vendor Shares:

<b>Vendor</b>	<b>Number of Vendor Shares</b>
Choo Kok Chong	4,690,000
Ngo Kun Long	5,044,000
Teo Shih Wee	5,266,000

The Vendor Placing Agreements are conditional upon, *inter alia*, the Placing Agreement becoming unconditional while the Placing Agreement is conditional upon, *inter alia*, the Vendor Placing Agreements becoming unconditional.

The Vendor Shares will be purchased by institutional and other investors in the United Kingdom.

#### 5. **CAUTIONARY STATEMENT**

The Board wishes to highlight to the Shareholders that the Board may, notwithstanding that Shareholders’ approval has been obtained, decide not to proceed with the Potential AIM Listing and the Placing, if after assessing various factors including the prevailing general economic and capital market conditions, the Board deems that it is not in the best interests of the Group to proceed with the same.

**As such, there is no certainty or assurance that the Potential AIM Listing and the Placing will materialise. Shareholders and other investors are reminded to exercise caution while dealing in the Shares. In the event that Shareholders and other investors are in doubt when dealing in the Shares, they should consult their stockbrokers, bank managers, solicitors, accounts or other professional advisers.**

#### 6. **DOCUMENTS FOR INSPECTION**

Copies of the Placing Agreement and the Vendor Placing Agreements 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.

**7. FURTHER INFORMATION**

The Company will make further announcements as and when there are material updates in relation to the Potential AIM Listing and the Placing.

**BY ORDER OF THE BOARD**

Anthony Brian Taylor  
Executive Chairman

26 June 2014