



global invacom
completing the picture

GLOBAL INVACOM 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 The National University of Singapore Society, Suntec City Guild House, 3 Temasek Boulevard, #02-401/402 Suntec City Mall, Singapore 038983 on 19 August 2015 at 11.00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without modification:

Unless the context otherwise requires, all terms used herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 30 July 2015 ("Circular").

AS AN ORDINARY RESOLUTION

THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF SATELLITE ACQUISITION CORPORATION (THE "TARGET") FROM SATELLITE HOLDINGS LLC FOR AN AGGREGATE CONSIDERATION OF:

- (I) THE TRANSFER OF 27,957,828 TREASURY SHARES; AND**
- (II) PAYMENT OF AN AMOUNT EQUAL TO 0.5554 TIMES OF THE REVENUE IN EXCESS OF US\$52,284,000 EARNED BY THE TARGET AND/OR ITS SUBSIDIARIES DURING THE PERIOD COMMENCING ON 1 JUNE 2015 AND ENDING ON 31 MAY 2016, UP TO A MAXIMUM OF US\$5,000,000.**

That the Proposed Acquisition be and is hereby approved and that authority be and is hereby given to the Directors to:

- (a) carry out and implement the Proposed Acquisition in accordance with the Share Purchase Agreement; and
- (b) complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they or he may consider necessary, desirable or expedient to give effect to or carrying into effect this Resolution.

BY ORDER OF THE BOARD

Gwendolin Lee Soo Fern
Company Secretary

Singapore
4 August 2015

Notes:

- (1) A member of the Company entitled to attend and vote at the EGM of the Company may appoint not more than two (2) proxies to attend and vote in his/her 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) Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
- (3) The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
- (4) If a proxy is to be appointed, the instrument appointing a proxy must be duly 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 appointed for the holding of the EGM.
- (5) A Depositor's name must appear on the Depository Register maintained by CDP not less than forty-eight (48) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM as CDP's proxy.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.