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

PROPOSED SECONDARY LISTING ON THE AIM MARKET OF THE LONDON STOCK EXCHANGE – RECEIPT OF IN-PRINCIPLE APPROVAL FROM THE SINGAPORE EXCHANGE SECURITIES TRADING 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.

All capitalised terms used and not defined herein shall have the same meanings given to them in the announcement dated 4 February 2014 in relation to the Potential AIM Listing.

1. INTRODUCTION

The Board refers to its announcement dated 4 February 2014 (the "**Announcement**") in relation to the Potential AIM Listing of its Shares on the AIM market of the London Stock Exchange and the Placing to be held in conjunction with the Potential AIM Listing.

Further to its Announcement, the Company had made an additional listing application to the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 22 April 2014, for the listing and quotation for up to 54,000,000 new ordinary shares in the capital of the Company (the "**New Shares**") to be issued pursuant to the Placing in connection with the Potential AIM Listing.

The Board is pleased to announce that the Company has, on 22 May 2014, received clearance from the SGX-ST for the circular to be despatched to Shareholders (the "**Circular**") and in-principle approval from the SGX-ST for the listing of and quotation for the New Shares (the "**In-Principle Approval**"). Please refer to paragraph 3 of this announcement for further information on SGX-ST's In-Principle Approval.

2. INFORMATION ON THE POTENTIAL AIM LISTING AND PLACING

2.1. The Nominated Adviser and the Joint Brokers

As disclosed in the Announcement, the Company has appointed finnCap Ltd ("**finnCap**") as its nominated adviser to the Potential AIM Listing.

In order to be eligible for the admission of shares to trading on AIM, an AIM applicant must appoint and retain a nominated adviser who will be responsible to the London Stock Exchange for assessing the appropriateness of the AIM applicant for AIM and advising and guiding the AIM applicant on its responsibilities under the AIM Rules both in respect of its application for admission of its shares to trading on AIM and its continuing obligations on an ongoing basis.

The Company has also appointed finnCap and Mirabaud Securities LLP ("**Mirabaud**") as joint brokers to the Placing (the "**Joint Brokers**").

2.2. Structure of the Placing

The Company intends to raise a maximum of US$15.0 million (equivalent to approximately S$18.9 million) depending on, *inter alia*, demand for the Placing, the prevailing market price of the Shares on the SGX-ST and overall market sentiment. The maximum of US$15.0 million (equivalent to approximately S$18.9 million) to be raised from the Placing was arrived at based on the Company's funding requirements to expand the business of the Group and pursue new investment opportunities through, *inter alia*, future mergers and acquisitions, and for general working capital purposes.

Based on the maximum intended to be raised, the Company may issue up to 54,000,000 New Shares which represent up to approximately 23.3% of the existing issued share capital, at the placing price which shall range from S$0.35 to S$0.60 ("**Placing Price**"). The maximum number of New Shares to be issued was arrived at by dividing S$18.9 million by the minimum placing price (i.e. S$0.35).

Accordingly, this maximum number of New Shares and the Placing Price range are being sought to give the Company sufficient flexibility in its fundraising efforts, albeit that the Company will only seek to raise funds on such terms and at such a price as the Board consider is in the best interest of the existing Shareholders.

The Placing Price will be determined by the Company with the advice and guidance of the Joint Brokers through a book-building process after taking into consideration, *inter alia*, the demand for the Placing and the prevailing market price of the Shares closer to the date of commencement of the Placing.

The exact Placing Price and the number of New Shares to be issued are subject to changes and cannot be ascertained at this juncture. Based on the proposed structure of the Placing, the New Shares may comprise up to approximately 23.3% of the existing issued share capital and 18.9% of the enlarged issued share capital of the Company immediately after the Placing.

The Company will determine the exact Placing structure and details of the Placing (including the actual number of New Shares to be issued and the Placing Price) closer to the launch of the Placing, having regard to, *inter alia*, the demand for the Placing, the prevailing market price of the Shares on the SGX-ST and overall market sentiment.

The Company will announce the exact Placing structure and details of the Placing (including the actual number of New Shares to be issued and the Placing Price) and the completion of the Placing, as soon as possible after the information is available.

2.3. Placing Price

The Company requires certain flexibility in determining the Placing Price in order to successfully complete the Placing. Accordingly, the Placing Price is proposed to be within a range of S$0.35 to S$0.60. The range was determined by the Company based on the trading pattern of the Shares on the SGX-ST in the 12 months prior to the date of this announcement; the perceived investor appetite for the Shares; and the need for flexibility in order to complete the Placing.

The Placing Price at which the New Shares will be issued pursuant to the Placing will be determined by the Company with the advice and guidance of Joint Brokers closer to the date of completion of the Placing.

In determining the Placing Price, the Company, with the advice and guidance of Joint Brokers, will take into consideration, *inter alia*, the demand for the Placing, the prevailing market price of the Shares on the SGX-ST and overall market sentiment.

2.4. Use of Proceeds

The maximum amount of gross proceeds from the Placing would be US$15.0 million (approximately S$18.9 million). However, the Company anticipates that the actual amount to be

raised from the Placing will be approximately US$10.0 million (equivalent to approximately S$12.6 million). Assuming that the Company raises US$10.0 million (equivalent to approximately S$12.6 million), the net proceeds from the Placing would be approximately US$8.1 million (after deducting the estimated commissions, professional fees and miscellaneous expenses (including out-of-pocket expenses) estimated to be payable by the Company in relation to the Placing).

The Board presently intends to apply such net proceeds as follows:

Proposed uses	**Estimated Percentage Utilisation of Net Proceeds (based on the assumption that gross proceeds of US$10.0 million is raised from the Placing)**
Expand business and development and exploration of new investment opportunities (including possible mergers and acquisitions)	90%
General corporate and working capital purposes	10%

In the event that the Company raises more than US$10.0 million from the Placing, any additional net proceeds over and above US$8.1 million will be utilised for general corporate and working capital purposes. Assuming the Company raises US$15.0 million from the Placing, the net proceeds from the Placing would be approximately US$12.8 million (after deducting the estimated commissions, professional fees and miscellaneous expenses (including out-of-pocket expenses) estimated to be payable by the Company in relation to the Placing), and the additional net proceeds of US$4.7 million over and above US$8.1 million will be utilised for general corporate and working capital purposes.

As and when the net proceeds from the Placing are materially disbursed, the Company will make the appropriate announcements as may be required, on the SGXNet. The Company will also provide a status update on the use of proceeds in its future annual report(s).

Pending the deployment of the net proceeds raised from the Placing, such proceeds may be deposited with banks and/or financial institutions, used for investment in short-term money markets instruments and/or marketable securities, as the Directors may deem appropriate in the interests of the Company.

3. SGX-ST'S IN-PRINCIPLE APPROVAL

The In-Principle Approval for the listing and quotation of the New Shares is subject to the following:

(a) compliance with the SGX-ST's listing requirements;

(b) shareholders' approval for the Placing;

(c) a written undertaking from the Company that it will comply with Listing Rule 704(30) and Listing Rule 1207(20) in relation to the use of the proceeds from the proposed Placing and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report;

(d) a written undertaking from the Company that it will comply with Listing Rule 803;

(e) a written undertaking from the Joint Brokers that it will ensure that the Company will comply with Listing Rule 803;

(f) a written confirmation from the Company that it will not issue the New Shares to persons prohibited under Listing Rule 812(1); and

(g) a written confirmation from the Joint Brokers that the New Shares will not be placed out to persons under Listing Rule 812(1).

The SGX-ST's In-Principle Approval is not to be taken as an indication of the merits of the Placing, the Potential AIM Listing, the New Shares, the Company and/or its subsidiaries.
The SGX-ST's clearance of the Circular does not imply that the Companies Act (Chapter 50) of Singapore and any amendments thereof, or any other statutory requirements have been complied with.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in the Circular.

4. APPROVALS REQUIRED

The Placing is conditional upon the following:

(a) Shareholders' approval of the Placing;

(b) the placing agreement to be entered into between the Company, the Directors and the Joint Brokers (the "**Placing Agreement**") being entered into;

(c) the Placing Agreement becoming unconditional and not being terminated in accordance with its terms; and

(d) the determination of the Placing Price by agreement between the Company and the Joint Brokers.

5. CIRCULAR TO SHAREHOLDERS

The Company will convene an extraordinary general meeting (the "**EGM**") to obtain the Shareholders' approval for, amongst others, the Placing to be carried out in conjunction with the Potential AIM Listing and the proposed adoption of new articles of association of the Company. A circular to shareholders (the "**Circular**") containing information on, *inter alia*:

(a) the Potential AIM Listing and the Placing;

(b) use of proceeds of the Placing; and

(c) the date and time of the EGM as well as the notice of the EGM,

will be despatched to the Shareholders in due course.

6. CAUTIONARY STATEMENT

The Board wishes to highlight to shareholders of the Company (the "**Shareholders**") that the Potential AIM Listing and the Placing will involve extensive preparatory work and that such preparatory work may involve an uncertain time frame.

In addition, the Potential AIM Listing and the Placing are subject to, amongst others, the approvals of the relevant authorities and of the Shareholders at an extraordinary general meeting and there is no assurance that the approval of the relevant authorities will be granted and/or the approval of the Shareholders will be obtained.

Further, the Board may, notwithstanding that all requisite regulatory approvals and Shareholders' approval have 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.

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

23 May 2014