ARMARDA GROUP LIMITED

First Quarter Financial Statement And Dividend Announcement Financial statements on combined results of the Group for the three months ended 30 June 2012 ("3M 30 June 2012"). These figures have not been audited.

PART I - INFORMATION REQUIRED FOR ANNOUNCEMENTS OF QUARTERLY (Q1, Q2 & Q3), HALF-YEAR AND FULL YEAR RESULTS

1(a)(i) An income statement (for the group) together with a comparative statement for the corresponding period of the immediately preceding financial year

ARMARDA GROUP LIMITED CONSOLIDATED INCOME STATEMENT FOR THE PERIOD ENDED 30 JUNE 2012 (Expressed in Hong Kong thousand dollars)

	Three Months Ended	Three Months Ended	
	30.6.2012	30.6.2011	Change %
Revenue	3,856	6,410	-40%
Other income	210	181	16%
Staff costs	(1,904)	(2,146)	-11%
Depreciation	(136)	(185)	-26%
Amortisation of intangible assets	(186)	(2,298)	-92%
Cost of goods sold	(2,966)	(3,940)	-25%
Subcontracting fees	(182)	(1,750)	-90%
Other expenses	(9,408)	(4,508)	109%
Finance costs	(175)	(9)	1844%
Share of profit / (loss) of associate	353	(265)	N/A
Loss before taxation	(10,538)	(8,510)	24%
Income tax credit / (expense)	(8)	12_	N/A
Loss for the period	(10,546)	(8,498)	24%
Attributable to:			
Equity shareholders of the Company	(10,546)	(8,218)	28%
Non-controlling interest	-	(440)	N/A
Loss for the period	(10,546)	(8,658)	22%

N/A: Not applicable

1(a)(ii) A consolidated statement (for the group) of comprehensive income together with a comparative statement for the corresponding period of the immediately preceding financial year

ARMARDA GROUP LIMITED CONSOLIDATED COMPREHENSIVE INCOME STATEMENT FOR THE PERIOD ENDED 30 JUNE 2012

(Expressed in Hong Kong thousand dollars)

	Three Months Ended	Three Months Ended	
	30.6.2012	30.6.2011	Change %
Loss for the period	(10,546)	(8,658)	22%
Other comprehensive income			
Exchange differences on translating foreign operations	-	688	N/A
Share of cash flow hedges of associate			N/A
Total comprehensive loss for the period	(10,546)	(7,970)	32%
Total comprehensive loss attributable to			
Equity shareholders of the Company	(10,546)	(7,530)	40%
Non-controlling interest	-	(440)	N/A
Total comprehensive loss for the period	(10,546)	(7,970)	32%

1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year

	ARMARDA GROU			
	AS AT 30 JUN			
(Fy	pressed in Hong Kong		<u>.</u>	
(Ex	pressed in Florig Rong	g triousaria dollars	•)	
	The C	Froup	The Co	mpany
	As at	As at	As at	As at
	30.6.2012	31.3.2012	30.6.2012	31.3.2012
Non-current assets				
Investment in subsidiaries	-	-	-	-
Interest in an associate	27,849	27,496	-	-
Property, plant and equipment	4,114	4,250	-	-
Investment properties	5,765	5,765	-	-
Intangible assets	4,092	4,278	-	-
Amounts due from subsidiaries	-	-	73,426	60,486
Other investments	2,837	2,837	- , , ,	
Other assets	973	973	-	-
			70.400	00.400
	45,630	45,599	73,426	60,486
0				
Current assets		00.000		0.1.1
Trade and other receivables	59,827	66,820	111	211
Cash and cash equivalents	19,678	13,089	4	4
	79,505	79,909	115	215
Current liabilities				
Obligations under finance lease	385	436	-	-
Short term loan from bank	5,519	5,519	-	-
Trade and other payables, and acc		17,401	3,209	3,008
Taxation payable	469	469	-	-
. ,	17,264	23,825	3,209	3,008
			5,255	
Net current assets / (liabilities)	62,241	56,084	(3,094)	(2,793
Non-current liabilities				
Obligations under finance lease	-	-	-	-
Deferred tax liabilities	1,291	1,291	-	-
	1,291	1,291		-
Net assets	106,580	100,392	70,332	57,693
Not about	100,000	100,002	10,002	01,000
Total equity				
Share capital	61,232	56,432	61,232	56,432
Reserves	45,348	43,960	9,100	1,261
Total equity attributable to equity				
shareholders of the Company	106,580	100,392	70,332	57,693
Non-controlling interest	-	-	-	-
	106,580	100,392	70,332	57,693

1(b)(ii) Aggregate amount of group's borrowings and debt securities

Amount repayable in one year or less, or on demand

	As at 30.6.2012 In HK\$'000			1.3.2012 (\$'000
	Secured	Unsecured	Secured	Unsecured
Hire Purchase	385	-	436	-
Bank Loans	5,519	-	5,519	-

Amount repayable after one year

	As at 30.6.2012 In HK\$'000			1.3.2012 \$'000
	Secured Unsecured		Secured	Unsecured
Hire Purchase	=	=	=	-
Bank Loans	-	-	-	-

Details of any collateral

The bank loans are secured by the Group's leasehold property in PRC.

The hire purchase loans are secured by the Group's motor vehicles.

1(c) A cash flow statement (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year

ARMARDA GROUP LIMITED CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 30 JUNE 2012

(Expressed in Hong Kong thousand dollars)

	Three Months Ended	Three Months Ended	
	30.6.2012	30.6.2011	
Cash flows from operating activities			
Loss before taxation	(10,546)	(8,670)	
Adjustment for :			
Interest income / (expense)	11	(3)	
Share of (profit) / loss of an associate	(353)	265	
Finance costs	175	9	
Depreciation	136	185	
Amortisation of intangible assets	186	2,298	
Foreign exchange (gain) / loss	-	478	
	(10,391)	(5,438)	
Decrease / (increase) in trade and other receivables	6,993	13,218	
Increase / (decrease) in other payables and accruals	(3,510)	60	
	(6,908)	7,840	
Interest received	(11)	3	
Interest paid	(175)	(9)	
Income taxes paid	-	-	
Net cash generated from / (used in) operating activ	rities (7,094)	7,834	
Cash flows from investing activities			
Acquisition of non-controlling interest	-	(17,500)	
Net cash generated from used in investing activitie	es -	(17,500)	
Cash flows from financing activities			
Repayment of finance lease obligations	(51)	(51)	
Net proceeds from issue of new shares, net of issue		(01)	
Net cash generated from / (used in) financing activ		(51)	
		,	
Net increase / (decrease) in cash and cash equival	ents 6,589	(9,717)	
Cash and cash equivalents at beginning of the peri	od 13,089	21,624	
Effect of exchange rate fluctuations on cash and	-	-	
cash equivalent			
Cash and cash equivalents at end of the period	19,678	11,907	
An analysis of cash and cash equivalents as follow	16 .		
Cash at bank and in hand	19,678	11,907	
Guori at bank and in naffa	13,070	11,907	

1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii)changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year

The Group											
			Foreign	Share-		_				Retained	
			Exchange	Based	PRC	Re-			Non-	Earnings /	
	Share	Share	Translation	Capital	Statutory	Valuation	Other	Contributed		(Accum.	Total
	Capital HK\$'000	Premium HK\$'000	Reserve HK\$'000	Reserve HK\$'000	Reserve HK\$'000	Reserve HK\$'000	Reserves HK\$'000	Surplus HK\$'000	Interest HK\$'000	Losses) HK\$'000	Equity HK\$'000
At 1 April 2012	56,432	159,991	31,806	20,174	5,863	1,561	(49,466)	43,348	-	(169,317)	100,392
Issuance of 96,000,000 new	4,800	13,658	-	-	-	-	-	-	-	-	18,458
ordinary shares Share issuance expenses	_	(1,724)			_	_	_	_			(1,724)
Net loss for the quarter from	-	-	-	-	-	-	-	-	-	(10,546)	(10,546)
1.4.2012 to 30.6.2012											
At 30 June 2012	61,232	171,925	31,806	20,174	5,863	1,561	(49,466)	43,348	-	(179,863)	106,580
The Group											
			Foreign	Share-						Retained	
	01	01	Exchange	Based	PRC	Re-	0.1	0	Non-	Earnings /	T-1-1
	Share	Share	Translation Reserve	Capital	Statutory	Valuation Reserve	Other	Contributed		(Accum.	Total
	Capital HK\$'000	Premium HK\$'000	HK\$'000	Reserve HK\$'000	Reserve HK\$'000	HK\$'000	Reserves HK\$'000	Surplus HK\$'000	Interest HK\$'000	Losses) HK\$'000	Equity HK\$'000
At 1 April 2011	53,932	149,064	28,148	12,544	5,863	98	(19,027)	43,348	933	(127,078)	147,825
Exchange difference on translation of	-	-	688	-	-	-	-	-	-	-	688
financial statements of foreign entities Issuance of 50,000,000 new ordinary	2,500	10,933				_	(30,440)		(493)	_	(17,500)
shares for RFID 25% interest acquired	2,500	10,933	-	-	-	-	(30,440)	-		-	,
Net loss for the quarter from 1.4.2011 to 30.6.2011	-	-	-	-	-	-	-	-	(440)	(8,218)	(8,658)
At 30 June 2011	56,432	159,997	28,836	12,544	5,863	98	(49,467)	43,348	-	(135,296)	122,355
				-							
The Company			Foreign	Share-						Retained	
			Exchange	Based	PRC	Re-				Earnings /	
	Share	Share	Translation	Capital	Statutory	Valuation	Other	Contributed		(Accum.	Total
	Capital	Premium	Reserve	Reserve	Reserve	Reserve	Reserves	Surplus		Losses)	Equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		HK\$'000	HK\$'000
At 1 April 2012	56,432	159,991	-	20,174	-	-	-	43,348	-	(222,252)	57,693
Issuance of 96,000,000 new ordinary shares	4,800	13,658	-	-	-	-	-	-	-	-	18,458
Share issuance expenses	-	(1,724)	-	-	-	-	-	-	-	-	(1,724)
Net loss for the quarter from	-	-	-	-	-	-	-	-		(4,095)	(4,095)
1.4.2012 to 30.6.2012											
At 30 June 2012	61,232	171,925	-	20,174	-	-	-	43,348		(226,347)	70,332
The Company											
			Foreign	Share-		_				Retained	
	۵.	۵.	Exchange	Based	PRC	Re-	L			Earnings /	
	Share Capital	Share Premium	Translation Reserve	Capital Reserve	Statutory Reserve	Valuation Reserve	Other Reserves	Contributed Surplus		(Accum. Losses)	Total Equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		HK\$'000	HK\$'000
At 1 April 2011	53,932	149,064	-	12,544	-	-	-	43,348		(111,653)	147,235
Issuance of 50,000,000 new	2,500	10,933	-	-	-	-	-	-		-	13,433
shares for RFID 25% interest										(20 540)	(20 5 40)
Net loss for the quarter from 1.4.2011 to 30.6.2011	-	-	-	-	-	-	-	-		(38,540)	(38,540)

1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State also the number of shares that may be issued on conversion of all the outstanding convertibles as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.

The Company entered into a sales and purchase agreement on 28 March 2011 to acquire 45% equity interest in China Satellite Mobile Communications Group Limited (the "Proposed Acquisition") with total consideration amounting to HK\$454.5 million, in combination of loan notes of HK\$45 million and HK\$409.5 million fully paid-up ordinary shares of HK\$0.05 each in the capital of the Company, representing 920,000,000 shares at HK\$0.445 each (the "Consideration Shares"). The proposed acquisition was approved by shareholders in a general meeting which was held on 21 December 2011. In addition, the Company shall issue 35,000,000 fully paid-up ordinary shares ("First Tranche Professional Fee Shares") as in kind payment of profesional fees in relation to the Proposed Acquisition. The SGX-ST had on 24 May 2012 issued a notice for the listing and quotation of the First Tranche Professional Fee Shares and such shares had been listed and quoted on Catalist on 18 July 2012. As at the date of this result announcement, none of the consideration shares was issued, whereas the issuance of the consideration shares will be subject to and contingent upon, inter alia, the Securities Industry Council ("SIC") ruling or confirmation to allow the Company to effect such issuance of the Consideration Shares along with the Independent Shareholders' approval being obtained in the general meeting. Details of which are available at company's announcement dated 23 July 2012.

The Company has on 28 April 2012 entered into a placement agreement with seven independent investors for the issuance of 166,000,000 new ordinary shares ("Placement Shares") of HK\$0.05 each in the capital at an issue price of S\$0.031 (equivalent of approximately HK\$0.19375) for a total gross proceeds of S\$5,146,000 (equivalent of approximately HK\$32,162,500) (the "Proposed Placement"). The SGX-ST had on 24 May 2012 issued a notice for the listing and quotation of 166,000,000 Placement Shares, of which 96,000,000 new ordinary shares had been listed and quoted on Catalist on 22 June 2012. The allotment of outstanding balance of 70,000,000 shares will be deferred no later than 31 August 2012 or such date to be mutually agreed due to certain travel commitment to the two investors.

The total number of shares that may be issued on conversion of all the outstanding convertibles as at 30 June 2012 was 23,300,000 (31 March 2012: 23,300,000) which was resulted from a share option scheme established on 12 April 2004. A total number of 25,000,000 share options were granted by the Company. There was no conversion of the shares or lapse of the options during the first quarter of FY2013.

1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.

The total number of issued shares excluding treasury shares as at 30 June 2012 was 1,224,640,474 (31 March 2012: 1,128,640,474).

1(d)(iv) A statement showing all sales, transfers, disposals, cancellation, and/or use of treasury shares as at the end of the current financial period reported on.

For financial period ended 30 June 2012, the Company does not have any sales, transfers, disposals, cancellation, and/or use of treasury shares.

There are no treasury shares as at 30 June 2012.

2. Whether the figures have been audited, or reviewed and in accordance with which standard (e.g. the Singapore Standard on Auditing 910 (Engagements to Review Financial Statements), or an equivalent standard)

The figures have not been audited nor reviewed by the Group's auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including an qualifications or emphasis of matter)

Not applicable.

4. Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied

Except as disclosed in paragraph 5 below, the Group has adopted the same accounting policies and methods of computation in the financial statements for the current reporting period compared with the audited financial statements for the year ended 31 March 2012.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change

There are various new/revised IAS, IFRS and Interpretations of IFRS that are effective for financial year beginning on or after 1 April 2013, which the Group has not yet adopted in preparing these consolidated financial statements. None of these is expected to have a significant effect on the consolidated financial statements of the Group. There is no planning for the Group to adopt early these new standards and the extent of the impact has not been determined.

6. (Loss) / earnings per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends

The Group

ino Group		
(Loss) / earnings per ordinary		
share for the year after		
deducting any provision for		
preference dividends:		
	3 Months Ended 30.6.2012	3 Months Ended 30.6.2011
Based on weighted average		
number of Ordinary shares in	(0.91) HK cents	(0.76) HK cents
Issue (Please see note below)		
On a fully diluted basis (Please	(0.83) HK cents	(0.76) HK cents
See note below)		

Note 6a: Basic (loss) / earnings per share

The calculation of basic loss per share is based on the Group's loss attributable to ordinary shareholders of approximately HK\$10,546,000 for the three months ended 30 June 2012 (three months ended 30 June 2011: loss of approximately HK\$8,218,000) and the weighted average number of ordinary shares of 1,160,289,000 for the three months ended 30 June 2012 (three months ended 30 June 2011: 1,083,586,000) in issue during the period.

Note 6b: Diluted earnings per share

There are outstanding 23,300,000 share options of the Company which will have dilutive potential. Considering the existing share price is far below the exercise price which has anti-dilutive effect which will not result in any dilutive effect for the three months ended 30 June 2012 and 30 June 2011. Whereas, the 35,000,000 First Tranche Professional Fee Shares in relation to the Proposed Acquisition which is obliged to be issued as well as the deferment of the issuance of placement shares of 70,000,000 have dilutive effect for the three months ended 30 June 2012. The calculation of diluted loss per share is based on the Group's loss attributable to ordinary shareholders of HK\$10,546,000 and the weighted average number of ordinary shares of 1,265,289,000 for the three months ended 30 June 2012.

7. Net asset value (for the issuer and group) per ordinary share based on issued share capital of the issuer at the end of the (a) current financial period reported on and (b) immediately preceding financial year

	At 30.6.2012	At 31.3.2012
Net asset value of the Company per ordinary share based on existing issue share capital	HK\$ 0.057 per share	HK\$ 0.051 per share
Net asset value of the Group per ordinary share based on existing issue share capital	HK\$ 0.087 per share	HK\$ 0.089 per share

The calculation of net asset value per share of the Company as at 30 June 2012 is based on the Company's net asset value of HK\$70,232,000 (31 March 2012 : HK\$57,693,000) and 1,224,640,474 ordinary shares in issue as at 30 June 2012 (1,128,640,474 ordinary shares in issue as at 31 March 2012).

The calculation of net asset value per share of the Group as at 30 June 2012 is based on the Group's net asset value of HK\$106,580,000 (31 March 2012 : HK\$100,392,000) and 1,224,640,474 ordinary shares in issue as at 30 June 2012 (1,128,640,474 ordinary shares in issue as at 31 March 2012).

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors. It must also discuss any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on

An announcement was released on 28 December 2011 for the change of financial year end date for prior year from 31 December 2011 to 31 March 2012. The figures presented in this announcement covered the first quarter of FY2013 ended 30 June 2012 (hereinafter referred as "3M 30 June 2012"), while the comparative figures for prior financial year represented the second quarter of the same period ended 30 June 2011 (hereinafter referred as "3M 30 June 2011").

Revenue

The Group's revenue generated in the 3M 30 June 2012 decreased by approximately HK\$2.6 million to approximately HK\$3.9 million from approximately HK\$6.4 million in the 3M 30 June 2011. The decrease in revenue was mainly caused by less demand from provision of IT services as well as IT equipment.

The following is a breakdown of the total IT revenue generated in the 3M 30 June 2012 and the 3M 30 June 2011 respectively :

	Three Months Ended 30.6.2012 HK\$'000	Three Months Ended 30.6.2011 HK\$'000
Revenue from provision of IT services	380	1,843
Revenue from trading of IT equipment	3,476	4,567
	3,856	6,410

Cost of goods sold

Cost of goods sold decreased by approximately HK\$1.0 million from approximately HK\$4.0 million in the 3M 30 June 2011 to approximately HK\$3.0 million in the 3M 30 June 2012. It was primarily due to the decrease in the sales of corresponding IT equipment.

Subcontracting fees

Subcontracting fees decreased by approximately HK\$1.6 million from approximately HK\$1.8 million in the 3M 30 June 2011 to approximately HK\$0.2 million in the 3M 30 June 2012 which is mainly caused by the decrease of corresponding provision of IT services.

Other income

Other income in the 3M 30 June 2012 consists mainly of (i) the Group's authorisation to use a software system and capital advance to Shanghai Yi Wei Advertising Company Limited in return share of revenue of approximately HK\$0.137 million, (ii) rental income of approximately HK\$62 thousand generated for the lease of PRC property which is recognised under investment property, and (iii) interest income of approximately HK\$11 thousand which is the deposit interest income earned.

The other income reported in the 3M 30 June 2011 consists of the Group's authorisation to use a software system and capital advance to Shanghai Yi Wei Advertising Company Limited in return share of revenue of approximately HK\$0.18 million as well as interest income of approximately HK\$2 thousand which is the deposit interest income earned.

Operating expenses

The Group's total operating expenses (including staff costs, depreciation and other expenses but excluding cost of sales and amortisation) increased by approximately HK\$4.6 million from approximately HK\$6.8 million in the 3M 30 June 2011 to approximately HK\$11.4 million in the 3M 30 June 2012.

The staff cost decreased by approximately HK\$0.2 million to approximately HK\$1.9 million in the 3M 30 June 2012 from approximately HK\$2.1 million in the 3M June 2011.

Depreciation charges decreased by approximately HK\$49 thousand from approximately HK\$0.19 million in the 3M 30 June 2011 to approximately HK\$0.14 million in the 3M 30 June 2012 which was primarily caused by the reclassification of leasehold property in PRC to investment property. Investment property is recognised under fair value model which result in the reduction of depreciation charge.

Amortisation of intangible assets in relation to customer relationship of approximately HK\$0.19 million was provided in the 3M June 2012 and the 3M June 2011 resulting from business combination.

Amortisation of intangible assets in relation to lease agreement of approximately HK\$2.1 million was provided in the 3M June 2011. The intangible asset was fully amortised during the third quarter of FY2012, hence, no more amortisation expense was provided thereafter.

Other expenses increased by approximately HK\$4.9 million to approximately HK\$9.4 million in the 3M June 2012 from approximately HK\$4.5 million in the 3M 30 June 2011 which were mainly constituted by the increase in promotion and marketing expenses, legal and professional fees and business travelling expenses resulting from the Group's ongoing projects.

Finance costs increased by approximately HK\$166 thousand to approximately HK\$175 thousand in the 3M 30 June 2012 from approximately HK\$9 thousand in the 3M 30 June 2011 which is the interest expense of a short term bank loan from PRC of approximately HK\$5.5 million and there was no such bank loan during the 3M 30 June 2011.

Net loss after taxation

The Group's net loss after taxation attributable to shareholders of the Group in the 3M 30 June 2012 is approximately HK\$10.5 million. The loss was mainly attributable by (i) the increase in other expenses of approximately HK\$4.9 million, and (ii) the decrease in revenue of approximately HK\$2.6 million. This was partially offset by (i) the decrease in amortisation costs of intangible assets of approximately HK\$2.1 million, (ii) the decrease in staff cost of approximately HK\$0.2 million, and (iii) the increase in share of profits of associate of approximately HK\$0.62 million.

Income tax

The Company was incorporated under the laws of Bermuda and has received an undertaking from the Ministry of Finance in Bermuda pursuant to the provisions of the Exempted Undertakings Tax Protection Act, 1996, which exempts the Company and its shareholders, other than shareholders ordinarily residing in Bermuda, from any Bermuda taxes computed on profit, income or any capital asset gain or appreciation, or any tax in the nature of estate duty or inheritance tax, until the year of 2016.

The Group's profits derived from Hong Kong are subject to Hong Kong profits tax at 16.5% (FY2012: 16.5%). No provision for Hong Kong profits tax was made, as there was no assessable profit derived in Hong Kong for the three months ended 3M 30 June 2012.

As a foreign invested enterprise with a paid-up capital of over US\$5 million and engaging in the provision of high technology business services in the Zhuhai Special Economic Zone, the Group's operating subsidiary in the PRC, Armarda Technology (Zhuhai) Limited ("ATZH") was fully exempted from PRC income tax for the first two profitable years in FY2004 and FY2005 and it would be entitled to 50% exemption from the applicable standard income tax rate for the another three years in FY2006, FY2007 and FY2008 provided that its production-oriented revenue exceeded 50% of its total revenue in each year (the "50% Criteria").

On 16 March 2007, the Fifth Plenary Session of the Tenth National People's Congress passed the new Corporate Income Tax Law of the People's Republic of China ("new tax law") which has taken effect on 1 January 2008. Pursuant to the notice on the Implementation Rules of the Grandfather Relief under the new tax law, Guofa (2007) No. 39, issued on 26 December 2007 by the State Council, the income tax rate applicable to the subsidiary of the Company in the PRC which had enjoyed preferential tax rates before 1 January 2008 will be gradually increased from the expreferential income tax rates to 25% over a five-year transition period commencing from 1 January 2008. The applicable income tax rate is 18%, 20%, 22%, 24% and 25% for 2008, 2009, 2010, 2011 and 2012, respectively. ATZH was subject to PRC income tax at 25%, 24% and 22% for 2012, 2011 and 2010 respectively.

Pursuant to the new tax law passed on 16 March 2007, a 10% withholding tax is levied on dividends declared to foreign investors from a PRC entity effective from 1 January 2008. A lower withholding tax rate may be applied if there is a tax treaty arrangement between the PRC and the jurisdiction of the foreign investors. Since ATZH is wholly owned by Armarda Technology (Hong Kong) Limited, a Hong Kong registered company, the applicable withholding tax rate is 5%. On 22 February 2008, Caishui (2008) No.1 was promulgated by the tax authorities specifying that dividends from the retained earnings as at 31 December 2007 are exempted from the withholding tax. ATZH has been recording accumulated losses for the financial year ended 31 December 2008 onwards and there are no deferred withholding tax as at 30 June 2012.

No Singapore income tax was payable in respect of the Group's operations in Singapore, as such operations sustained losses for tax purposes in 2012, 2011 and 2010.

Subsidiaries incorporated under the laws of BVI are exempted from income tax.

The Group reported an income tax expenses of approximately HK\$8 thousand in the 3M 30 June 2012, whereas an income tax credit of approximately HK\$12 thousand was reported in the 3M 30 June 2011 which was caused by the adjustment on tax effect of non-deductible expenses.

Interest in an associate

The Group entered into a joint venture agreement with the Fesco Group to subscribe 90% of the newly issued share capital to the amount of RMB20 million of Fesco E-HR Service (Beijing) Co., Ltd. (Fesco E-HR) at a total capital contribution amount of RMB18 million with effect from 1 April 2007. The post share-increase shareholding of the Group in Fesco E-HR is 45%. The whole capital contribution to Fesco E-HR was completed in 2008. As at 30 June 2012, Fesco E-HR remains as an associate of the Group.

The 45% share of profit from Fesco E-HR amounting to approximately HK\$0.35 million in the 30 June 2012, whereas share of loss of approximately HK\$0.27 million in the 30 June 2011, which represents the Group's total share of the net profit/loss after tax of this associate. The increase in share of profits of approximately HK\$0.62 million is mainly caused by more revenue being generated during the corresponding period.

Exchange differences on translating foreign operations

There is no exchange difference reported in the 3M 30 June 2012 due to the RMB remains steady during the period, whereas the Group reported an exchange gain on translating of foreign operations during the 3M 30 June 2011 of approximately HK\$0.7 million which is derived from the appreciation of RMB against HK\$ during the translation of operations in PRC which is denominated in RMB.

Property, plant and equipment

The total net book value of the Group's property, plant and equipment of approximately HK\$4.1 million as at 30 June 2012 is mainly comprised of leasehold properties of approximately HK\$3.2 million, furniture, fixtures, computer and other equipment of approximately HK\$0.4 million, and motor vehicles of approximately HK\$0.5 million.

Investment property

Investment property is arisen from the change of usage from self occupied leasehold property to leased property for the generation of rental income. The fair values remain closely of approximately HK\$5.8 million as at 30 June 2012 and 31 March 2012.

Intangible assets

	30.6.2012 HK\$'000	31.3.2012 HK\$'000
Intangible assets - customer relationship	4,092	4,278
	4,092	4,278

Intangible assets – customer relationship and goodwill

The intangible assets of approximately HK\$4.1 million as at 30 June 2012 (as at 31 March 2012: HK\$4.3 million) is arisen from the acquisition of Brilliant Time Limited ("BTL"). The difference in the carrying amount is the amortisation expenses provided in the 3M 30 June 2012. The amortisation expenses of approximately HK\$0.18 million was provided in each quarter of FY2012.

Pursuant to an announcement made on 6 February 2006 and a subsequent shareholders' resolution passed on the 22 April 2006 at the Company's annual general meeting held in Singapore, the Company had completed the acquisition of 250 shares from Mr. Lee Man Lung, Vincent (the "Vendor"), representing 25% of the total issued capital of BTL on 18 June 2006. BTL was considered an associate of the Group and the share of its profit after tax had been equity accounted for since 18 June 2006.

Subsequently on 21 November 2007, one of our subsidiaries, Armarda Holdings Limited, entered into a sales and purchase agreement with the Vendor, to acquire from the Vendor an additional 55% equity interests in BTL for a net consideration of HK\$72.9 million ("Proposed Acquisition").

The above transaction was subsequently approved by the shareholders of the Company in a special general meeting held on 19 January 2008 in Singapore. Upon completion of the transaction, BTL had become an 80% owned subsidiary of the Group and full consolidation of BTL's financial statements into the Group's financial statements was commenced from the first quarter of 2008. Accordingly, with effect from 19 January 2008, BTL no longer exists as an associate of the Group.

Subsequently on 23 December 2008, one of our subsidiaries, Armarda Holdings Limited, entered into a sales and purchase agreement with the Vendor, to acquire from the Vendor the remaining 20% equity interests in BTL for a net consideration of HK\$27.2 million. The transaction was completed on 8 January 2009 and BTL had become an 100% owned subsidiary of the Group. Since the Group early adopted IFRS3 Business Combinations (2008) and IAS27 Consolidated and Separate Financial Statements (2008) for acquisitions of non-controlling interests occurring in the financial year starting 1 January 2009, acquistions of non-controlling interests (20% of BTL) was accounted for as transactions with equity holders and therefore no goodwill nor intangible assets was recognised. The carrying amount of BTL's net assets in the consolidated financial statements on the date of acquisition was approximately HK\$40.9 million. The Group recognised a decrease in non-controlling interest of approximately HK\$8.2 million and the excess of the consideration over the carrying amount of the interest in the net assets acquired was recognised directly in equity as other reserves of approximately HK\$19.0 million in FY2009. Considering the slow down of IT spending in PRC market, the management conducted an impairment review in FY2009 by comparing the recoverable amount and the carrying amount, as a result, HK\$9.0 million impairment loss was provided in 2009.

Due to the continuous decline of the sales and loss of some major customers which will affect BTL's revenue, contract award and profit margin, the management seeking advice from professional parties and reassessed its revenue, operating cash flow forecast and customer retention rate under a prudent approach, with an after-tax discount rate of 18.34%, resulting in an impairment where the amounts which exceeds will be reflected as a loss from impairment. As such, an impairment of goodwill and customer relationship of approximately HK\$52.0 million and approximately HK\$25.1 million respectively were provided in FY2010.

Other investments

Carrying amount of approximately HK\$5.1 million as at 31 December 2009 represents the Group's authorisation to use a software system for 5 years, which is the estimated useful life of the system and the working capital advancement made to a third party, amounting to approximately HK\$2.6 million and approximately HK\$2.5 million is classified as non-interest bearing available-for-sale financial assets under IAS32 Financial Instruments: Presentation and IAS39 Financial Instruments: Recognition and Measurement in return, a 25% share of the advertising revenue net with business tax from the YWACL (details of which can be referred under other receivables) for a period from 1 April 2010 to 31 March 2015. During the year of 2010, the share of revenue amounting to approximately HK\$0.5 million which was credited in other investment based on its value in use under amortised cost method of IAS32 Financial Instruments.

A carrying amount of other investment was reported of approximately HK\$5.7 million as at 30 September 2010 was reinstated to the amount reported as at 31 December 2009 of approximately HK\$5.1 million due to the reversal of the overaccrued expenses for the software system.

During the year of 2010, approximately HK\$7.7 million was reclassified from other receivables to other investment as capital advance and in return the share of advertising revenue increase from 25% to 28% for a period of 15 years commencing 1 January 2011. An exchange gain was reported of approximately HK\$0.1 million which was caused by the appreciation of RMB from the share of advertising revenue denominated in RMB. An interest income amounting to approximately HK\$0.5 million was recognised using effective interest method by applying an interest rate of 10.6% as other income.

Notwithstanding that a 28% revenue will be shared commencing from 1 January 2011 for 15 years, taking into account the recoverability of the investment, the management conduct a reassessment exercise in respect of its revenue forecast and cash flow under a prudent approach, with a pre-tax discount rate of 16%, resulting in an impairment amounting to approximately HK\$6.1 million where the amounts which exceeds will be reflected as a loss from impairment.

Subsequently, the management considered the growth of business is not foreseeable in the near future and reassessed the present value of future cashflow forecast with a pre-tax discount rate of 16% which result in the recoverable amount below the carrying amount. An impairment on other investment was reported of approximately HK\$4.1 million during the year of FY2012, thus reducing the carrying amount of the available-for-sale financial assets to approximately HK\$2.8 million for the year ended 31 March 2012.

During the 3M 30 June 2012, considering the business environment as well as the latest cashflow forecast, the management decided the carrying amount being not adjusted, and accordingly the amount of available-for-sale financial assets remain at approximately HK\$2.8 million.

Other assets

Other assets remain closely the same of approximately HK\$0.97 million as at 30 June 2012 and 31 March 2012, which is comprised of the costs of transferable life membership of a golf club.

Trade and other receivables

The following is a breakdown of the total trade and other receivables of the Group as at 30 June 2012 and 31 March 2012:

	30.6.2012 HK\$'000	31.3.2012 HK\$'000
Trade receivables	10,491	8,052
Other prepayments and receivables	49,336	58,768
	59,827	66,820

Trade receivables

The Group's trade receivables increased by approximately HK\$2.4 million to approximately HK\$10.5 million as at 30 June 2012 from approximately HK\$8.1 million as at 31 March 2012. Despite the fall in revenue, the increase in trade receivable is due to new sales during 3M 30 June 2012 that has yet to be collected.

Based on historical default rates, the management believes that no impairment allowance is necessary in respect of trade receivables. All the trade and other receivables are expected to be recovered.

Other prepayments and receivables

The following is a breakdown of other prepayments and receivables of the Group as at 30 June 2012 and 31 March 2012 :

	30.6.2012 HK\$'000	31.3.2012 HK\$'000
Short term project advance	41,382	57,375
Prepayment of software	4,589	-
Other deposits and receivables	3,365	1,393
	49,336	58,768

Short term project advance

Short term project advance decreased by approximately HK\$16.0 million from approximately HK\$57.4 million as at 31 March 2012 to approximately HK\$41.4 million as at 30 June 2012, which is the collection of short term project advances to business partners in order to assist them in awarding new projects in the PRC, from which the Group will be able to generate revenue in the area of IT support services as well as surveillance related projects for equipment supply in the PRC. Taking into account the credibility and financial standing of these business partners, the management believes that no impairment allowance is necessary.

Prepayment of software

Prepayment of software of approximately HK\$4.6 million was recognised as at 30 June 2012 which is the prepayment of an application software for satellite project use.

Other deposits and receivables

Other deposits and receivables increased by approximately HK\$2.0 million from approximately HK\$1.4 million as at 31 March 2012 to approximately HK\$3.4 million as at 30 June 2012 which is the deposit of the equipment for the revenue of sale of equipment to be generated.

Cash and cash equivalents

The following is a breakdown of cash and cash equivalents of the Group as at 30 June 2012 and 31 March 2012 :

	30.6.2012 HK\$'000	31.3.2012 HK\$'000
Cash at banks and in hand	19,678	13,089
Total cash and cash equivalents	19,678	13,089

Please refer to page 17 on "Cashflows" on the decrease in cash and cash equivalents.

Other payables and accruals

The following is a breakdown of the total other payables and accruals of the Group as at 30 June 2012 and 31 March 2012:

	31.6.2012 HK\$'000	31.3.2012 HK\$'000
Accrued subcontracting charges	2,089	3,189
Placement deposit for 166M shares	1,800	4,800
Other deposits and accruals	7,002	9,412
	10,891	17,401

Accrued subcontracting charges represent outstanding support charges due to independent subcontractors for services rendered to the Group's customers in the PRC. It decreased by approximately HK\$1.1 million from approximately HK\$3.2 million as at 31 March 2012 to approximately HK\$2.1 million as at 30 June 2012 which is primarily due to the reduction in corresponding revenue from provision of IT services. The other deposits and accruals represent other outstanding operating expenses payable which decreased by approximately HK\$2.4 million from approximately HK\$9.4 million as at 31 March 2012 to approximately HK\$7.0 million as at 30 June 2012 which is the settlement of the outstanding operating expenses. The Company had on 28 April 2012 entered into a placement agreement with seven independent investors for the issuance of 166,000,000 new ordinary shares of HK\$0.05 each in the capital at an issue price of S\$0.031

(equivalent of approximately HK\$0.19375) for a total gross proceeds of S\$5,146,000 (equivalent of approximately HK\$32,162,500). As at 31 March 2012, HK\$4.8 million placement deposit has been received, but none of the placement shares is alloted. During the 3M 30 June 2012, 96,000,000 shares has been alloted to five independent investors and the deposit of HK\$1.8M relates to the deposit paid by two independent investors for the remaining 70,000,000 shares which had not been issued and alloted pending full payment.

Short term loan from bank

The Group reported a short term loan from bank of approximately HK\$5.5 million as at 30 June 2012 and 31 March 2012 (equivalent to RMB4.5 million) which is a secured credit facility from a PRC bank by pledging its leasehold property in PRC as collateral for the purpose of working capital generation.

Obligations under finance lease

The Group has obligations under a finance lease that are repayable within one year of approximately HK\$0.39 million and approximately HK\$0.44 million as at 30 June 2012 and 31 March 2012 respectively and no outstanding balance is repayable after 1 year but within 5 years.

Deferred tax liabilities

Deferred tax liabilities remain closely the same of approximately HK\$1.3 million as at 30 June 2012 and 31 March 2012. Deferred tax is derived from the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts reported for taxation purposes.

Reserves

The following is a breakdown of the Reserves of the Group as at 30 June 2012 and 31 March 2012:

	30.6.2012 HK\$'000	31.3.2012 HK\$'000
Share premium	171,925	159,991
Foreign exchange translation reserve	31,806	31,806
PRC statutory reserve	5,863	5,863
Revaluation reserve	1,561	1,561
Share-based capital reserve	20,174	20,174
Other reserves	(49,466)	(49,466)
Contributed surplus	43,348	43,348
Accumulated loss	(179,863)	(169,317)
	45,348	43,960

- In accordance with the relevant PRC laws applicable to enterprises with foreign investment, Armarda Zhuhai is required to transfer at least 10% of its annual net profit determined under PRC accounting regulations to the PRC statutory reserve. This reserve can be used to convert into paid-in capital and offset to reduce prior years' losses, if any.
- The foreign exchange translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign entities that are not integral to the operation of the Company.
- Revaluation reserve relates to the revaluation to fair value of identifiable assets and liabilities acquired.
- Share-based capital reserve relates to the fair value of the share options scheme granted to the directors and employees of the Group as at the grant date, which is charged to income statement according to the vesting period, as well as, the First Tranche Professional Fee Shares.

- Contributed surplus relates to the capital reorganisation exercise for the reduction of the par value from HK\$0.20 each to HK\$0.05 each. After the capital reduction taking effect on 30 April 2010, the credit amount of HK\$84,696,071 was credited to the contributed surplus account of the Company, of which HK\$41,348,347 was utilised to set off the accumulated losses of the Company in its entirety.
- The other reserves deficit of approximately HK\$19.0 million arise from the acquisition of non-controlling interest of BTL in 2009. The Group has recognised any premiums or discounts on purchase of equity instruments from non-controlling interest subsequent to the obtaining of control. The other reserves deficit of approximately HK\$30.4 million arise from the acquisition of non-controlling interest of China RFID Ltd during the second quarter of FY2012 which is the premium or discounts on purchase of non-controlling interest against the fair value of the consideration.

Cashflows

The Group used approximately HK\$7.1 million and generated approximately HK\$7.8 million from its operating activities in the 3M 30 June 2012 and 3M 30 June 2011 respectively. This is primarily due to cash used in operating activities before changes in working capital of approximately HK\$10.4 million and the decrease in other payables and accruals of approximately HK\$3.5 million, which has been partially offsetted by the decrease in trade and other receivables of approximately HK\$7.0 million in the 3M 30 June 2012.

There is no cash being used in its investing activities in the 3M 30 June 2012, whereas, the Group used approximately HK\$17.5 million for the 25% equity interest acquired in China RFID Ltd in the 3M 30 June 2011.

The Group used approximately HK\$0.05 million in its financing activities for both the 3M 30 June 2012 and 3M 30 June 2011 which are the repayment of finance lease obligation, and generated approximately HK\$13.7 million from issuance of 96,000,000 new ordinary shares to five independent investors.

As a whole, the Group generated approximately HK\$6.6 million in the 3M 30 June 2012, whereas the Group used approximately HK\$9.7 million in the 3M 30 June 2011. The cash and cash equivalents as at 30 June 2012 is approximately HK\$19.7 million.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results

Not applicable.

10. A commentary at the date of the announcement of the competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months

Since the last reporting period, the overall market condition of the PRC IT industry where Armarda operates has remained highly competitive and difficult. The management expects that such situation will not be improved in the near future and hence the decline of the financial performance of this business will continue. The management will continue to put more focus on developing other new business including, but not limited to, the Thuraya mobile satellite communication services initiative in the PRC and will also strive to explore new promising business opportunities in the upcoming reporting periods.

11. Dividend

If a decision regarding dividend has been made :-

(a) Whether an interim (final) ordinary dividend has been declared (recommended)

None.

(b)(i) and (b)(ii) Amount of dividend per share of the current reporting financial period and of the previous corresponding period.

Nil (FY2012: nil).

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).

Not applicable.

(d) The date the dividend is payable

Not applicable.

(e) The date on which Registrable Transfers received by the company (up to 5.00pm) will be registered before entitlements to the dividend are determined.

Not applicable.

12. If no dividend has been declared/recommended, a statement to that effect

No dividend is declared/recommended in the first quarter ended 30 June 2012.

13. If the group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

No IPT general mandate has been obtained by the Group from the shareholders. There was no interested person transaction for the period under review.

14. If any person is occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(10).

There is no person occupying managerial positions in the Company or its principal subsidiaries who are related to a director or chief executive officer or substantial shareholder of the Company.

PART II - ADDITIONAL INFORMATION REQUIRED FOR FULL YEAR ANNOUNCEMENT (This part is not applicable to Q1, Q2, Q3 or Half Year Results)

15. Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year

Not applicable

16. In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments

Not applicable

17. A breakdown of sales

Not applicable

- 18. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year as follows:-
 - (a) Ordinary Nil (FY2012 : Nil)
 - (b) Preference Nil (FY2012 : Nil)
 - (c) Total

Nil (FY2012: Nil)

19. Negative assurance on interim financial statements pursuant to Rule 705(5)

We, Joseph Chou Tao-Hsiung and Terence Luk Chung Po, being directors of the Company do hereby confirm on behalf of the Board of Directors that to the best knowledge of the Board of Directors, nothing has come to the attention of the Board of Directors which may render the interim financial statements to be false or misleading in any material aspect.

On behalf of the Board of Directors

Chou Tao Hsiung, Joseph Non-executive Chairman

Luk Chung Po, Terence Deputy Chairman, Chief Executive Officer

BY ORDER OF THE BOARD

Luk Chung Po, Terence Executive Director

13 AUGUST 2012

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("Exchange"). The Company's Sponsor has not independently verified the contents of this announcement including the correctness of any of the figures used, statements or opinions made.

This announcement has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Liau H.K. Telephone number: 6221 0271