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GLOBAL INVACOM GROUP LIMITED

(formerly known as Radiance Group Limited)
(Incorporated in Singapore)
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FULL YEAR FINANCIAL STATEMENT ANNOUNCEMENT FOR THE YEAR ENDED 31 DECEMBER 2012

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

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

INTRODUCTION

On 5 July 2012, Global Invacom Group Limited (formerly known as Radiance Group Limited) (the "Company" and together with its subsidiaries, the "Group") completed its acquisition of Global Invacom Holdings Limited ("GIHL") and its subsidiaries (the "GIHL Group") (the "Acquisition") via a Reverse Takeover ("RTO") exercise.

Upon completion of the RTO, the enlarged group comprises of:

(i) Radiance Group Limited (now known as Global Invacom Group Limited) and its subsidiaries (the "Radiance Group"); and

(ii) GIHL Group

(collectively, the "Enlarged Group")

The Acquisition has been accounted as a RTO and the legal subsidiary, GIHL, is regarded as the acquirer and the Company, formerly known as Radiance Group Limited before the completion on 5 July 2012, as the acquiree, for accounting purposes. As such, the consolidated financial statements have been prepared and presented as a continuation of the GIHL Group.

The above accounting treatment is only applied to the consolidated financial statements of the Group. At the Company level, the investment in GIHL is accounted for as an investment in a subsidiary.

BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

At Group Level

The Acquisition has been accounted for as a reverse acquisition in accordance to FRS103 Business Combinations, and the GIHL Group is deemed to be the acquirer for accounting purposes. Accordingly, the consolidated income statement, consolidated balance sheet, consolidated statement of changes in equity and consolidated cash flow statement for the year ended 31 December 2012 have been presented as a continuation of the GIHL Group's financial results and operations.

Since such consolidated financial statements represent a continuation of the GIHL Group:

(a) the assets and liabilities of the GIHL Group are recognised and measured in the consolidated balance sheet at their pre-combination carrying amount;

(b) the assets and liabilities of the Radiance Group Limited, the acquiree, are recognised and measured in accordance to FRS103;

(c) the retained earnings and other equity balances recognised in the consolidated financial statements are the retained earnings and other equity balances of the GIHL Group immediately before the business combination;

(d) the amount recognised as issued equity interest in the consolidated financial statements is determined by adding to the issued equity of the GIHL Group immediately before the business combination to the fair value of the Radiance Group. However, the equity structure appearing in the consolidated financial statements (i.e. the number and type of equity instruments issued) shall reflect the equity structure of the legal parent (i.e. the Company), including the equity instruments issued by the legal parent (i.e. the Company) to effect the combination; and

(e) the comparative figures presented in these consolidated financial statements are that of consolidated financial statements of the GIHL Group.

Consolidated financial statements prepared following a reverse acquisition shall reflect the fair values of the assets, liabilities, and contingent liabilities of the legal parent (i.e. the acquiree for accounting purposes). Therefore, the cost of the business combination for the acquisition is allocated to the identifiable assets, liabilities and contingent liabilities of the legal parent to satisfy the recognition criteria at their fair values at 5 July 2012.

At Company Level

Reverse acquisition accounting applies only at the consolidated financial statements at the Group level. Therefore, in the Company's financial statements, the investment in the legal subsidiaries (the GIHL Group) is accounted for at cost less accumulated impairment losses, if any, in the Company's balance sheet.

Notes:

- The Group's consolidated income statement, consolidated statement of cash flow and consolidated statement of changes in equity for the 12 months ended 31 December 2012 refer to the Enlarged Group which consists of the results of the GIHL Group for the period from January to December 2012 and results of the Radiance Group for the period from July to December 2012.

- The Group's consolidated income statement, consolidated statement of cash flow and consolidated statement of changes in equity for the 12 months ended 31 December 2011 refer to the results of the GIHL Group for the period from January to December 2011.

- The Group's consolidated balance sheet as at 31 December 2012 refers to the Enlarged Group which consists of the assets and liabilities of the GIHL Group and the Radiance Group as at 31 December 2012.

- The Group's consolidated balance sheet as at 31 December 2011 refers to the balance sheet of the GIHL Group.

- The Company's balance sheet as at 31 December 2012 and 31 December 2011 and the statement of changes in equity for the 12 months ended 31 December 2012 and 31 December 2011 refer to that of the Radiance Group.

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

Consolidated Statement of Comprehensive Income for the year ended 31 December 2012. These figures have not been audited.

	Group		
	FY2012 S$'000	**FY2011 S$'000**	**Increase/ (Decrease) %**
Revenue	**93,253**	**78,846**	**18.3**
Cost of sales	(75,684)	(56,474)	34.0
Gross profit	17,569	22,372	(21.5)
Other income	52	-	N.M.
Distribution costs	(97)	-	N.M.
Administrative expenses	(19,783)	(15,708)	25.9
Other operating expenses[(ii)]	(18,855)	(315)	N.M.
Finance income	28	1	N.M.
Finance costs	(64)	(26)	146.2
(Loss)/Profit before income tax[(i)]	**(21,150)**	**6,324**	**N.M.**
Income tax	1,118	(1,194)	N.M.
(Loss)/Profit after income tax	**(20,032)**	**5,130**	**N.M.**
Other comprehensive (loss)/income			
- Exchange differences on translation of foreign operations	(2,390)	351	N.M.
Total comprehensive (loss)/income for the year attributable to equity holders of the Company	**(22,422)**	**5,481**	**N.M.**

N.M.: Not Meaningful

Notes:

(i) (Loss)/Profit before income tax was determined after (charging)/crediting the following:

	Group		
	FY2012 S$'000	**FY2011 S$'000**	**Increase/ (Decrease) %**
Other income	52	-	N.M.
Interest income	28	1	N.M.
Write back of inventory obsolescence	167	119	40.3
Interest on borrowings	(64)	(26)	146.2
Loss on foreign exchange	(28)	(304)	(90.8)
Depreciation of property, plant and equipment	(1,333)	(475)	180.6
Amortisation of intangible assets	(8)	(5)	60.0
Loss on disposal of property, plant and equipment	(1)	-	N.M.
Operating lease	(1,402)	(242)	479.3
Bad debts written-off	(103)	(11)	836.4
Impairment of goodwill in acquired subsidiary	(41)	-	N.M.
Goodwill arising from RTO exercise written-off	(18,829)	-	N.M.

(ii) The Company has recognised a non-cash, non-recurring write-off of goodwill arising from the RTO which was completed in the year under review. The goodwill represents the excess of fair value of the consideration effectively given by the GIHL to acquire the Radiance Group and the aggregate of the fair value of the identifiable net assets of the Radiance Group.

The fair value of the identifiable assets and liabilities of the Radiance Group as at the RTO were:

	Fair value recognised on RTO **S$'000**
Plant and equipment	3,151
Intangible assets	82
Inventories	12,994
Trade and other receivables	17,023
Cash and cash equivalents	23,804
	57,054
Trade and other payables	14,464
Provision for income tax	760
	15,224
Total identifiable net assets at fair value	41,830
Goodwill arising from RTO	18,829
	60,659
Consideration effectively transferred for the RTO:	
122,515,189 ordinary shares at an issue price of S$0.3087	37,821
US$18.5 million, calculated on the basis of the agreed exchange rate of US$1.00 = S$1.2345	22,838
Total consideration	60,659

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.

	Group		Company	
	31 Dec 2012 S$'000	31 Dec 2011 S$'000	31 Dec 2012 S$'000	31 Dec 2011 S$'000
ASSETS				
Non-current Assets				
Property, plant and equipment	7,952	3,859	54	109
Investment in subsidiaries	-	-	24,690	24,649
Intangible assets	6,655	1,155	82	82
Available-for-sale financial assets	10	10	-	-
	14,617	5,024	24,826	24,840
Current Assets				
Due from subsidiaries	-	-	7,141	5,537
Inventories	23,193	12,249	-	-
Trade receivables	22,602	8,825	-	-
Other current assets	3,066	1,046	11,783	239
Tax receivable	776	-	-	-
Cash and cash equivalents	25,460	2,442	8,006	287
	75,097	24,562	26,930	6,063
Total assets	**89,714**	**29,586**	**51,756**	**30,903**
EQUITY AND LIABILITIES				
Share Capital and Reserves				
Share capital	55,467	5,786	78,234	28,553
Reserves	(11,497)	10,585	(52,158)	1,353
Total equity	**43,970**	**16,371**	**26,076**	**29,906**
Non-current Liabilities				
Other payables	13,580	-	13,580	-
Deferred taxation	414	339	-	-
	13,994	339	13,580	-
Current Liabilities				
Trade payables	14,011	9,252	-	-
Other payables	16,988	3,219	12,042	698
Borrowings	751	-	-	-
Provision for income tax	-	405	58	299
	31,750	12,876	12,100	997
Total liabilities	**45,744**	**13,215**	**25,680**	**997**
Total equity and liabilities	**89,714**	**29,586**	**51,756**	**30,903**

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

Amount repayable in one year or less, or on demand

As at 31 Dec 2012		As at 31 Dec 2011	
Secured	Unsecured	Secured	Unsecured
S$'000	S$'000	S$'000	S$'000
751	-	-	-

Amount repayable after one year

As at 31 Dec 2012		As at 31 Dec 2011	
Secured	Unsecured	Secured	Unsecured
S$'000	S$'000	S$'000	S$'000
-	-	-	-

Details of any collateral

The secured loan of S$751,000 was secured over the subsidiaries' bank deposits of US$900,000.

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

	Group	
	FY2012 S$'000	**FY2011 S$'000**
Cash Flows from Operating Activities		
(Loss)/Profit before income tax	(21,150)	6,324
Adjustments for:		
Depreciation of property, plant and equipment	1,333	475
Amortisation of intangible assets	8	5
Loss on disposal of property, plant and equipment	1	-
Write back of inventory obsolescence	(167)	(119)
Unrealised exchange loss	313	(15)
Foreign exchange movements	307	60
Interest income	(28)	(1)
Interest expense	64	26
Share-based payments	26	32
Bad debts written-off	103	11
Impairment of goodwill in acquired subsidiary	41	-
Goodwill arising from RTO exercise written-off	18,829	-
Operating cash flow before working capital changes	**(320)**	**6,798**
Changes in working capital:		
Inventories	2,435	(363)
Trade receivables	(5,608)	746
Other current assets	(1,389)	(314)
Trade and other payables	456	(1,826)
Cash (used in)/generated from operating activities	**(4,426)**	**5,041**
Interest paid	(91)	(25)
Income tax paid	(796)	(763)
Net cash (used in)/generated from operating activities	**(5,313)**	**4,253**
Cash Flows from Investing Activities		
Interest received	28	1
Purchase of property, plant and equipment	(1,511)	(2,049)
Increased in capitalised development cost	(1,546)	(788)
Payments to acquire property, plant and equipment through business combination	-	(4)
Payments to acquire intangible assets through business combination	-	(333)
Completion of RTO, net of cash acquired[ii]	23,804	-
Acquisition of subsidiary, net of cash acquired[iii]	(3,665)	-
Stamp duty paid	(249)	-
Net cash generated from/(used in) investing activities	**16,861**	**(3,173)**
Cash Flows from Financing Activities		
Proceeds from borrowings	5,557	-
Repayment of borrowings	(4,806)	-
Proceeds from issue of shares	12,109	4
Treasury shares	346	(211)
Cancellation of own shares	(33)	(33)
(Increase)/Decrease in restricted cash	(3,552)	236

Net cash generated from/(used in) financing activities	**9,621**	**(4)**
Net increase in cash and cash equivalents	21,169	1,076
Cash and cash equivalents at the beginning of the year	2,410	1,350
Effect of foreign exchange rate changes on the balance of cash held in foreign currencies	(1,703)	(16)
Cash and cash equivalents at the end of the year[(i)]	**21,876**	**2,410**

Notes:

(i) For the purpose of presenting the consolidated statement of cash flows, the consolidated cash and cash equivalents comprise the following:

	FY2012 S$'000	FY2011 S$'000
Cash and bank balances	21,876	2,442
Fixed deposits	3,584	-
	25,460	2,442
Less: Restricted cash*	(3,584)	(32)
Cash and cash equivalents per the consolidated statement of cash flows	**21,876**	**2,410**

* Restricted cash relates to fixed deposits of subsidiaries pledged with the banks for facilities and loans granted to the Group. As at 31 December 2012, the Group had utilised US$615,000, equivalent to approximately S$751,000 of the facilities and loans granted.

(ii) Completion of RTO, net of cash acquired

	S$'000
Total identifiable net assets at fair value	41,830
Goodwill on acquisition	18,829
Total consideration	60,659
Less:	
- Share consideration	(37,821)
- Cash consideration payable	(22,838)
- Cash and cash equivalents of the subsidiaries acquired	(23,804)
Net cash inflow on completion of RTO	**(23,804)**

(iii) Acquisition of subsidiary, net of cash acquired

	S$'000
Total identifiable net assets at fair value	5,206
Goodwill on acquisition	3,983
Total consideration	9,189
Less:	
- Share consideration payable	(2,439)
- Cash and cash equivalents of the subsidiary acquired	(3,085)
Net cash outflow on acquisition of subsidiary	**3,665**

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.

Group	Share capital S$'000	Merger reserves S$'000	Capital redemption reserves S$'000	Share options reserve S$'000	Capital reserve S$'000	Foreign currency translation reserve S$'000	Retained profits S$'000	Total S$'000
Balance as at 1 Jan 2012	**5,786**	**(14,801)**	**8**	**135**	**-**	**(1,331)**	**26,574**	**16,371**
Additional shares arising from RTO	37,821	-	-	-	-	-	-	37,821
Issuance of compliance shares	12,823	-	-	-	-	-	-	12,823
Expenses on issuance of shares	(963)	-	-	-	-	-	-	(963)
Cancellation of share capital	-	-	-	-	-	-	(33)	(33)
Treasury shares	-	-	-	-	-	-	346	346
Share-based payments	-	-	-	27	-	-	-	27
Share options exercised	-	-	-	(162)	-	-	162	-
Total comprehensive loss for the year	-	-	-	-	-	(2,390)	(20,032)	(22,422)
Transfer to capital reserve in accordance with statutory requirements	-	-	-	-	691	-	(691)	-
Balance as at 31 Dec 2012	**55,467**	**(14,801)**	**8**	**-**	**691**	**(3,721)**	**6,326**	**43,970**

Group	Share capital S$'000	Merger reserves S$'000	Capital redemption reserves S$'000	Share options reserve S$'000	Capital reserve S$'000	Foreign currency translation reserve S$'000	Retained profits S$'000	Total S$'000
Balance as at 1 Jan 2011	**5,782**	**(14,801)**	**8**	**111**	**-**	**(1,682)**	**21,680**	**11,098**
Issue of share capital	4	-	-	-	-	-	-	4
Cancellation of share capital	-	-	-	-	-	-	(33)	(33)
Treasury shares	-	-	-	-	-	-	(211)	(211)
Share-based payments	-	-	-	32	-	-	-	32
Share options exercised	-	-	-	(8)	-	-	8	-
Total comprehensive income for the year	-	-	-	-	-	351	5,130	5,481
Balance as at 31 Dec 2011	**5,786**	**(14,801)**	**8**	**135**	**-**	**(1,331)**	**26,574**	**16,371**

Company	Share capital S$'000	Retained profits/ (Accumulated losses) S$'000	Total S$'000
Balance as at 1 Jan 2012	**28,553**	**1,353**	**29,906**
Additional shares arising from RTO	37,821	-	37,821
Issuance of compliance shares	12,823	-	12,823
Expenses on issuance of shares	(963)		(963)
Total comprehensive loss for the year	-	(53,511)	(53,511)
Balance as at 31 Dec 2012	**78,234**	**(52,158)**	**26,076**
Balance as at 1 Jan 2011	**28,553**	**(3,241)**	**25,312**
Total comprehensive income for the year	-	6,097	6,097
Payment of dividends	-	(1,503)	(1,503)
Balance as at 31 Dec 2011	**28,553**	**1,353**	**29,906**

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 well as the number of shares held as treasury shares, if any, against the total number of issued shares excluding treasury shares of the issuer, 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 changes in the share capital during the year were as follows:

FY2012	**No. of shares**	**S$'000**
Balance as at 1 Jan 2012	263,771,400	28,553
Balance as at 26 Jun 2012 (After the share consolidation of every four shares into one consolidated share)	65,942,850	28,553
Fractional shares disregarded for the purpose of the share consolidation	(4)	-
Consideration shares issued pursuant to the Acquisition	122,515,189	37,821
New compliance shares issued	41,539,000	12,823
Expenses on issuance of shares	-	(963)
Balance as at 31 Dec 2012	229,997,035	78,234

FY2011	**No. of shares**	**S$'000**
Balance as at 1 Jan 2011 and 31 Dec 2011	263,771,400	28,553

Pursuant to the Acquisition by the Company of the entire issued and paid-up share capital of GIHL, the Company undertook to consolidate every four shares into one consolidated share, rounded down to the nearest whole consolidated share and any fractions of shares arising from the share consolidation to be disregarded.

There were no outstanding convertibles or treasury shares as at 31 December 2012 and 31 December 2011.

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.

	31 Dec 2012	**31 Dec 2011**
Total number of issued shares	229,997,035	263,771,400

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

Not applicable.

2. Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.

These figures have not been audited or reviewed.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a 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.

The accounting policies and methods of computation have been applied consistently for the current financial year ended 31 December 2012 as those used in the audited financial statements for the year ended 31 December 2011, except for the adoption of the new or revised Financial Reporting Standards ("FRS") applicable for the financial period beginning 1 January 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.

The adoption of the new or revised FRS does not have any financial impact on the Group's financial position or results.

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

Earnings per ordinary share of the Group, after deducting any provision for preference dividends	**Group**	
	FY2012	**FY2011**
(a) Based on weighted average number of ordinary shares on issue; and	(14.50) cents	4.19 cents
(b) On a fully diluted basis	(14.50) cents	4.19 cents
Weighted average number of ordinary shares used in computation of basic and diluted earnings per share	138,113,144	122,515,189

The weighted average number of ordinary shares for the financial year ended 31 December 2011 is determined to be the number of ordinary shares the Company issued to the vendors pursuant to the Acquisition.

The earnings per ordinary share of the Group for FY2012 without the goodwill written-off would have been (0.87) cent per share.

7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the:
(a) current financial period reported on; and
(b) immediately preceding financial year.

	Group		**Company**	
	31 Dec 2012	**31 Dec 2011**	**31 Dec 2012**	**31 Dec 2011**
Net asset value ("NAV") per ordinary share based on issued share capital	19.12 cents	13.36 cents	11.34 cents	11.34 cents
Total number of issued shares	229,997,035	122,515,189	229,997,035	263,771,400

The NAV per ordinary share as at 31 December 2012 and 31 December 2011 were calculated based on the NAV divided by the number of issued shares as at the respective balance sheet date, except for the Group's NAV per ordinary share as at 31 December 2011, which was calculated based on the number of shares issued to the vendors pursuant to the Acquisition.

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:

(a) 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; and

(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

Review of Financial Performance

Overview

The Group is principally engaged in (i) design, manufacture and marketing of products in the satellite TV and cable peripherals industries ("Sat Comms") and (ii) provision of electronics manufacturing services to customers who are OEMs or ODMs of products in the television peripherals, computer peripherals and consumer electronics industries ("Contract Manufacturing").

The Sat Comms is a vertically integrated business unit undertaking R&D, manufacturing and marketing of products. The majority of the Sat Comms products is manufactured at the Shanghai plant, while sales and marketing activities are carried out by the sales teams based in UK.

The Contract Manufacturing business unit provides electronics manufacturing services primarily in the consumer electronics sector and of which the majority of the manufacturing activities is undertaken at the Shenzhen plant, with a small portion undertaken at the Shanghai plant.

Revenue

The Group's revenue increased by S$14.5 million or 18.3% from S$78.8 million in FY2011 to S$93.3 million in FY2012, mainly due to the inclusion of S$15.8 million contribution from the Contract Manufacturing segment in the second half of the year following the completion of the RTO, partially offset by the decrease of S$1.4 million from the Sat Comms revenue. Geographically, revenue from the USA market decreased by S$1.3 million, while Europe and Rest of the world both registered revenue increases of S$7.0 million and S$8.8 million respectively.

The decline in Sat Comms revenue to S$77.4 million was mainly attributable to the delayed shipment of orders arising from the rectification of quality issues related to manufacturing of its satellite communication products, partially offset by the increase of revenue of S$4.6 million from both the newly acquired and incorporated subsidiaries, namely The Waveguide Solution Limited ("TWS") and Global Invacom Sdn Bhd respectively.

The Contract Manufacturing segment recorded a revenue of S$15.8 million during the year under review, driven mainly by the Other Products revenue, comprising of set-top boxes and PCB assembly products. Geographically, it has also resulted in the increase in revenue in Europe and Rest of the world.

Gross Profit

Cost of sales increased by S$19.2 million or 34.0% from S$56.5 million in FY2011 to S$75.7 million in FY2012. Cost of sales as a percentage of revenue increased from 71.6% to 81.2% and as a result, gross profit margin decreased from 28.4% in FY2011 to 18.8% in FY2012.

The decrease in gross profit margin was mainly attributable to the addition of the lower gross profit margin of the Contract Manufacturing segment. In addition, increases in raw material costs and wages continue to impact gross profit margin. The Group has also incurred expenses and other costs arising from the rectification of quality issues related to manufacturing of its satellite communication products which have further reduced the gross profit margin.

Administrative Expenses

Administrative expenses comprised mainly salaries and related costs, consumables, professional fees, amortisation and depreciation, operating lease, travelling and entertainment and other sundry expenses. The administrative expenses increased by S$4.1 million or 25.9% from S$15.7 million to S$19.8 million in FY2012, representing 19.9% and 21.2% of revenue respectively. The increase was mainly attributable to the combination of salaries and related costs post RTO.

Other Operating Expenses

Other operating expenses increased significantly by S$18.5 million which includes a S$18.8 million non-cash, non-recurring write-off of goodwill arising from the RTO which was completed in the year under review.

Finance Income/Finance Costs

Finance income increased in FY2012 due to a higher average fixed deposit balances and finance costs increased arising from the increase in borrowings during the year.

Taxation

Income tax decreased significantly in FY2012 as the Group has received a tax refund relating to FY2010, has overprovision of its tax liability for FY2011 and has utilised an unrecognised deferred tax asset relating to part of the costs associated with past services received in FY2010 in UK. The Group has also received a tax refund in the PRC during the year.

Overall, the Group recorded a net loss of S$20.0 million in FY2012 from a net profit of S$5.1 million in FY2011, with net loss margin of 21.5% compared to a net profit margin of 6.5% respectively.

Review of Financial Position

Property, plant and equipment increased by S$4.1 million from S$3.9 million as at 31 December 2011 to S$8.0 million as at 31 December 2012. This was mainly due to the inclusion of the plant and equipment of the Radiance Group Limited following the completion of the RTO.

Intangible assets increased by S$5.5 million from S$1.2 million as at 31 December 2011 to S$6.7 million as at 31 December 2012. The Group has capitalised development expenditure of S$1.5 million during the year which includes employee costs in its subsidiary, GI Provision Limited, during the year. In addition, the Group holds the goodwill arising on the acquisition of TWS of S$4.0 million.

Other non-current liabilities increased by S$13.7 million from S$0.3 million as at 31 December 2011 to S$14.0 million as at 31 December 2012. The increase was mainly attributable to the cash consideration payable to the vendors pursuant to the Acquisition.

Current assets increased by S$50.5 million to S$75.1 million as at 31 December 2012, with inventories at S$23.2 million, trade and other receivables at S$26.4 million and cash and cash equivalents at S$25.5 million respectively, with the consolidation of the assets following the completion of the RTO.

Similarly, current liabilities increased by S$18.9 million to S$31.8 million as at 31 December 2012, with trade and other payables at S$31.0 million and borrowings at S$0.8 million.

Overall, the net asset value of the Group strengthened by S$27.6 million from S$16.4 million as at 31 December 2011 to S$44.0 million as at 31 December 2012 as a result of the net assets acquired following the completion of the RTO.

Review of Cash Flows

Net cash used in operating activities during the year was S$5.3 million, comprising cash flow used in operating cash activities before working capital changes of S$0.3 million, net working capital outflow of S$4.1 million and income tax and interest paid of S$0.9 million.

Net cash generated from investing activities was S$16.9 million, mainly attributable to the net cash inflow on completion of the RTO, offset by the net cash outflow on the acquisition of TWS and net cash generated from the financing activities was S$9.6 million, mainly as a result of the proceeds from the compliance placement, offset by the increase in restricted cash.

Overall, the Group generated a net increase in cash and cash equivalents of S$21.2 million in FY2012 compared to S$1.1 million in FY2011 and cash and cash equivalents per the consolidated statement of cash flows was S$21.9 million as at 31 December 2012 compared to S$2.4 million a year ago.

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

In the last results announcement made by the Company on 8 August 2012, the Group expected to continue to face pressures from rising raw material costs, higher wages and a strengthening Renminbi relative to a weakening US Dollar which may continue to increase during the second half of FY2012 impacting earnings and margin going forward.

The Company further announced on 6 February 2013 that the Group has incurred expenses and other costs arising from the rectification of quality issues related to manufacturing of its satellite communications products. It is also expected to recognise a non-cash, non-recurring write-off of goodwill arising from the RTO. The Group had announced on 6 February 2013 that it expected to report a loss for FY2012.

The actual results of the Group for FY2012 have shown a loss in earnings and margin.

10. A commentary at the date of the announcement of the significant trends and 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.

The global economic outlook remains uncertain and challenging with the continuing pressures from rising raw material costs and higher wages in addition to price competition and slower economic growth in China.

The satellite communications industry has seen a continued growth trend in Asia which forms 60% of the world's population. Driven by the continued strong demand for satellite services in the Asia Pacific region, purchase of satellite equipment by Asian countries remain buoyant as the market for satellite services grows.

The Group has set in place rigorous measures at its manufacturing facilities in the PRC to prevent the repeat of the quality issues faced in the year under review. The tightened operational procedures and sharpened focus on improving quality will allow the Group to take advantage of the underlying healthy prospects of the industry, particularly in Sat Comms.

Barring any unforeseen circumstances, the Board of Directors expects FY2013 to be better than FY2012.

11. Dividend

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

None.

(b) Corresponding Period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

Name of Dividend	Special
Dividend Type	Cash
Dividend Rate	0.57 cent per ordinary share
Tax Rate	One-tier tax exempt
Date of payment	20 December 2011

(c) Date payable

Not Applicable.

(d) Books closure date

Not Applicable.

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

No dividend has been declared or recommended for the year ended 31 December 2012.

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

13. 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.

13(a) Reportable Operating Segments

The business of the Group is categorised into the following product segments:

- Satellite communications ("Sat Comms")
- Contract manufacturing ("CM")

For management purposes, the Group is organised into business segments based on their products as the Group's risks and rates of return are affected predominantly by differences in the products produced. Each product segment represents a strategic business unit and management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment.

Segment revenue includes transfers between operating segments. Such transfers are accounted for at competitive market prices charged to unaffiliated customers for similar goods. The transfers are eliminated on consolidation. Segment results represent the profit earned by each segment without allocation of finance income/costs and taxation. Segment assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprised mainly corporate assets and liabilities, borrowings and income and deferred taxes. No operating segments have been aggregated to form the following reportable operating segments.

FY2012	**Sat Comms S$'000**	**CM S$'000**	**Group S$'000**
Revenue	77,439	15,814	93,253
Operating (loss)/profit	(2,385)	100	(2,285)
Goodwill arising from RTO exercise written-off			(18,829)
Finance income			28
Finance costs			(64)
Income tax			1,118
Loss for the year			**(20,032)**
Depreciation of property, plant and equipment	1,154	179	1,333
Addition to property, plant and equipment	1,407	104	1,511
Write back of inventory obsolescence	(36)	(131)	(167)
Assets and liabilities			
Segment assets	56,064	15,757	71,821
Unallocated assets			
- Non-current assets			136
- Other current assets			307
- Tax receivable			776
- Cash and cash equivalents			16,674
Total assets			**89,714**
Segment liabilities	11,789	7,007	18,796
Unallocated liabilities			
- Other payables			25,783
- Borrowings			751
- Deferred taxation			414
Total liabilities			**45,744**

FY2011	Sat Comms S$'000	CM S$'000	Group S$'000
Revenue	78,846	-	78,846
Operating profit	6,349	-	6,349
Finance income			1
Finance costs			(26)
Income tax			(1,194)
Profit for the year			**5,130**
Depreciation of property, plant and equipment	475	-	475
Addition to property, plant and equipment	2,049	-	2,049
Write back of inventory obsolescence	(119)	-	(119)
Assets and liabilities			
Segment assets			29,586
Total assets			**29,586**
Segment liabilities			12,471
Unallocated liabilities			
- Deferred taxation			339
- Provision for taxation			405
Total liabilities			**13,215**

13(b) Geographical Information

Revenue and non-current assets information based on the geographical location of customers and assets respectively are as follows:

FY2012	America S$'000	Europe S$'000	Rest of the world S$'000	Total S$'000
Revenue	58,253	23,798	11,202	93,253
Non-current assets	-	11,457	3,160	14,617

FY2011	America S$'000	Europe S$'000	Rest of the world S$'000	Total S$'000
Revenue	59,568	16,832	2,446	78,846
Non-current assets	-	5,024	-	5,024

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

Please refer to Note 8.

15. A breakdown of sales.

		FY2012 S$'000	FY2011 S$'000	% increase/ (decrease)
(a)	Sales reported for first half year	39,044	39,048	N.M.
(b)	Operating profit after income tax before deducting minority interests reported for first half year	474	2,600	(81.8)
(c)	Sales reported for second half year	54,209	39,798	36.2
(d)	Operating (loss)/profit after income tax before deducting minority interests reported for second half year	(20,506)	2,530	N.M.

16. A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year.

	FY2012 S$'000	FY2011 S$'000
Ordinary	-	1,503
Preference	-	-
Total Annual Dividend	**-**	**1,503**

17. Interested Person Transactions ("IPTs")

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual (excluding transactions less than S$100,000)
Global Invacom Limited	-	13,424,572[(i)]
GI Provision Limited	-	233,995[(i)]

Note:

(i) Relates to transactions entered into between the GIHL Group and the Radiance Group from 1 January 2012 to 5 July 2012. Upon completion of the Acquisition, the GIHL Group and the Radiance Group shall form part of the Enlarged Group and any transactions between the GIHL Group and the Radiance Group will no longer be deemed as interested person transactions from the perspective of the Radiance Group.

18. Disclosure of person 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) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.

Neither Global Invacom Group Limited nor any of its principal subsidiaries have any person occupying a managerial position who is related to a director or chief executive officer or substantial shareholder.

19. Status on the use of proceeds raised from IPO and any offerings pursuant to Chapter 8 and whether the use of proceeds is in accordance with stated use.

The Company completed the compliance placement on 18 September 2012 which raised net proceeds of S$9.1 million. As at 31 December 2012, the net proceeds has been utilised as follows:

(a) the net proceeds of S$7.0 million to pay for the cash consideration less the retention in relation to the acquisition of TWS.

(b) the net proceeds of S$2.0 million to pay for the continued development of a fibre product application-specific integrated circuit (ASIC), the development of a new format Ka band dish and the development of billing software for a satellite based triple play solution; and

(c) the net proceeds of S$97,000 for general working capital purposes of the Company.

The above utilisation of the net proceeds is in accordance with the stated use and in accordance with the amount and percentage allocated to such utilisation in the offer information statement dated 31 July 2012.

As a 31 December 2012, the net proceeds from the compliance placement have been fully utilised.

BY ORDER OF THE BOARD
Anthony Brian Taylor
Chairman

27 February 2013