



## DICKSON GROUP HOLDINGS LIMITED

(In Liquidation)

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 313)

### ANNOUNCEMENT OF RESULTS FOR THE YEAR ENDED 31 MARCH 2008

The joint and several liquidators (the “Liquidators”) of Dickson Group Holdings Limited (In Liquidation) (the “Company”) announce the audited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2008 together with the comparative audited figures for the corresponding period of last year, as follows:

#### CONSOLIDATED INCOME STATEMENT

For the year ended 31 March 2008

(Expressed in Hong Kong dollars)

	Notes	2008 HK\$'000	2007 HK\$'000
Turnover	3	11,037	36
Cost of sales		(8,737)	(5,424)
Gross profit/(loss)		2,300	(5,388)
Other revenue	3	1,930	207
Administrative expenses		(8,435)	(3,721)
Other operating expenses		–	(1,789)
Operating loss		(4,205)	(10,691)
Finance costs	4	(1,053)	–
Impairment of amount due from a jointly controlled entity	9	(1,896)	–
Share of loss of a jointly controlled entity		–	(220)
Gain on disposal of available-for-sale investment	8	30,611	–
Write-back of impairment loss on trade and other receivables and amounts due from customers for contract work		1,433	6,801
Profit/(loss) before taxation	5	24,890	(4,110)
Income tax	6(a)	–	(3)
Profit/(loss) for the year		24,890	(4,113)
Dividend		–	–
Earnings/(loss) per share – Basic	7	7.5 cents	(1.2) cents

# CONSOLIDATED BALANCE SHEET

As at 31 March 2008

(Expressed in Hong Kong dollars)

	<i>Notes</i>	<b>2008</b> <i>HK\$'000</i>	<b>2007</b> <i>HK\$'000</i>
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>			
Interests in unconsolidated subsidiaries		–	–
Interest in a jointly controlled entity		–	–
Property, plant and equipment		497	–
Available-for-sale investment	8	–	8,176
		<u>497</u>	<u>8,176</u>
<b>Current assets</b>			
Trade and other receivables		2,201	–
Amount due from a jointly controlled entity	9	–	1,896
Cash at banks and in hand		40,323	3,274
		42,524	5,170
<b>Current liabilities</b>			
Trade and other payables		403,882	402,433
Bank and other borrowings		171,207	168,635
Convertible notes		4,183	4,183
Tax payable		3,356	3,356
		582,628	578,607
<b>Net current liabilities</b>		<u>(540,104)</u>	<u>(573,437)</u>
<b>Total assets less current liabilities</b>		<u>(539,607)</u>	<u>(565,261)</u>
<b>Non-current liabilities</b>			
Amounts due to unconsolidated subsidiaries		394	394
<b>Net liabilities</b>		<u>(540,001)</u>	<u>(565,655)</u>
<b>EQUITY</b>			
Share capital		16,544	16,544
Reserves		(556,545)	(582,199)
<b>Total equity</b>		<u>(540,001)</u>	<u>(565,655)</u>

*Notes:*

## **1. Basis of presentation**

As at 31 March 2008, the Group had consolidated net current liabilities of approximately HK\$540,104,000 (2007: HK\$573,437,000) and consolidated net liabilities of approximately HK\$540,001,000 (2007: HK\$565,655,000). The Group had a net profit for the year ended 31 March 2008 of approximately HK\$24,890,000 (2007: net loss of HK\$4,113,000). These financial statements are prepared on a going concern basis as there are good prospects because the restructuring proposal (as outlined below) is towards completion. In the opinion of the Liquidators, the Group and the Company would not be a going concern if the restructuring proposal is not successfully implemented.

A winding-up petition against the Company was filed on 30 June 2006, and the Company was subsequently wound up by the High Court of Hong Kong (the “Hong Kong Court”) on 18 December 2006. The Liquidators were appointed on 29 May 2007, pursuant to an Order of the Hong Kong Court. As such, the Liquidators do not have the same knowledge of the financial affairs of the Group as the directors of the Company would have, particularly in relation to the transactions entered into by the Group prior to the appointment date. The board of directors of the Company has also authorised the Liquidators to sign, approve, publish and do all such acts in connection with the publication of this announcement.

The Liquidators are responsible for the accuracy and completeness of the contents of this announcement and the audited financial statements for the year ended 31 March 2008 in relation to (i) the affairs of the Group after the appointment of the Liquidators; and (ii) the preparation of the contents of these audited financial statements for the year ended 31 March 2008 based on the books and records made available to the Liquidators.

The Liquidators make no representation as to the completeness of the information contained in these financial statements.

Trading in the Company’s shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) has been suspended since 30 December 2005. The Company has been placed into the third stage of the delisting procedures in accordance with Practice Note 17 to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) on 7 June 2007. If no viable resumption proposal was submitted at least 10 business days before 6 December 2007, the listing status of the Company would have been cancelled.

The Liquidators have appointed Asian Capital (Corporate Finance) Limited as financial adviser to the Company (the “Financial Adviser”). Since then, the Liquidators and the Financial Adviser have been in discussion and negotiation with various potential investors with a view of restructuring the Company and submitting a viable resumption proposal to the Stock Exchange. The restructuring proposal submitted by an investor on 30 August 2007 has been accepted by the Liquidators and in principle supported by the major creditors as it offers superior recovery terms for the creditors superior to other restructuring proposals received by the Company.

The proposed restructuring, if successfully implemented, will, amongst other things, result in:

- (i) a restructuring of the share capital of the Company through the increase in authorised share capital, and the issuance of new shares and convertible notes, which will give rise to an increase in working capital in the maximum amount of approximately HK\$384.80 million;
- (ii) all the creditors of the Company and creditors of its subsidiaries holding guarantees given by the Company discharging and waiving their claims against the Company by way of schemes of arrangement under section 166 of the Hong Kong Companies Ordinance (Cap 32 of the Laws of Hong Kong) and section 99 of the Companies Act 1981 of Bermuda (as amended from time to time) (the “Schemes”) by payment of an amount of HK\$75 million;
- (iii) the entire interest of the Company in all its subsidiaries except for Dickson Construction Engineering (Guang Dong) Limited (“Dickson Guangdong”) being disposed of to a new company to be held by the scheme administrators of the Schemes for a nominal consideration; and
- (iv) the resumption of trading in the shares of the Company upon completion of the proposed restructuring (the “Completion”) subject to the restoration of sufficient public float.

On 21 November 2007, 18 December 2007, 10 January 2008 and 18 February 2008, the Company through its Financial Adviser submitted a resumption proposal and its supplemental information to the Listing Division of the Stock Exchange (the “Listing Division”), setting out the principal terms of the proposed restructuring and requesting the Stock Exchange’s conditional approval for the resumption of trading in the shares of the Company (the “Resumption Proposal”).

On 22 February 2008, the Secretary of the Listing Committee informed the Company that the Listing Committee decided to allow the Company to proceed with the Resumption Proposal, subject to compliance with the following conditions on or before 22 August 2008 (or extended period granted by the Listing Division on good cause being shown to the Company):

- (i) disclosing details of the Resumption Proposal and the actions taken by the Company to remedy those matters that gave rise to the Stock Exchange’s proposal to cancel the listing of the company by way of announcement(s);

- (ii) issuing the outstanding annual reports of the Company for the years ended 31 March 2006 and 2007 and interim reports of the Company for the six months ended 30 September 2006 and 2007 as required under the Listing Rules;
- (iii) obtaining approval for the Schemes for restructuring the Company's indebtedness from the shareholders, creditors, the Hong Kong Court and the Supreme Court of Bermuda (the "Bermuda Court");
- (iv) complying with the relevant requirements, including the shareholders' approval requirement, under the Listing Rules in respect of the transactions and arrangements contemplated under the Resumption Proposal;
- (v) completion of the subscription of 6,000,000,000 new shares of the Company by the investor for HK\$300 million, the disposal of the entire interest of the Company in all its subsidiaries except for Dickson Guangdong, the placing of 1,750,000,000 new shares by the Company to independent placees for raising a sum of approximately HK\$83.5 million and if applicable, the placing of a sufficient number of the subscription shares by the investor to independent placees for maintaining the public float as required under the Listing Rules;
- (vi) the Schemes becoming effective in accordance with their terms;
- (vii) the appointment of a company secretary and a qualified accountant as required under the Listing Rules.

The special general meeting was convened on 23 April 2008 and all the resolutions regarding the implementation of the restructuring were duly and unanimously passed by the shareholders attending and eligible to vote at the meeting.

The creditors' meetings to approve the schemes of arrangement in Hong Kong (the "Hong Kong Scheme") and Bermuda (the "Bermuda Scheme") were held on 23 April 2008 and 26 May 2008 respectively. Both Schemes were duly and unanimously passed by the required majority of the creditors. The Hong Kong Scheme was sanctioned by the Hong Kong Court on 27 May 2008 and the Bermuda Scheme was sanctioned by the Bermuda Court on 13 June 2008.

On 27 May 2008, the Hong Kong Court has ordered that all further proceedings in the winding up of the Company pursuant to the Order dated 18 December 2006 be stayed on condition that the restructuring is completed.

Both the Hong Kong Scheme and Bermuda Scheme will become effective upon the Completion.

Meanwhile, the operation of Dickson Guangdong has been re-activated with the financing from the investor. During the year, Dickson Guangdong has entered into contracts for a total gross contract value of RMB 117.4 million (equivalent to approximately HK\$130.5 million) and a letter of intent for a gross contract value of RMB197.8 million (equivalent to approximately HK\$219.9 million).

Having received and considered the operations and affairs of the Company and its subsidiaries, the magnitude of the claims against the Company, and the third stage of delisting procedures, the Liquidators concluded that the proposed restructuring represents the best means available for the Company to be returned to solvency and to continue with the development and enhancement of its business.

The Liquidators have carefully considered and analysed the commercial and other aspects of each restructuring proposal received from potential investors, including the recovery to the creditors of the Company, the returns to the shareholders of the Company, and the time required to complete the proposal. The Liquidators are of the view that, in the absence of unforeseen circumstances and subject to the completion of the proposed restructuring, the proposed restructuring provides more favourable terms than the other proposals and therefore represents the best option currently available to the Company, its creditors and shareholders as:

- (i) all liabilities will be compromised and discharged through the Schemes; and
- (ii) the restructured group will have sufficient working capital for its on-going operations following the Completion.

Upon the Completion, the Company's shares will resume trading on the Stock Exchange subject to the approval of the Listing Division. Based on the above, the Liquidators are of the opinion that the restructuring proposal will be successfully implemented because the restructuring proposal has approached the completion stage, notwithstanding that it is subject to the relevant approvals.

Should the Group be unable to achieve a successful restructuring as mentioned above, and therefore be unable to continue in business as a going concern, adjustments might have to be made to restate the value of assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities to current assets and liabilities, respectively.

## **2. Adoption of new and revised Hong Kong Financial Reporting Standards**

In the current year, the Group has adopted all of the new and revised Hong Kong Financial Reporting Standards ("HKFRSs"), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants that are relevant to its operations and effective for the current accounting period of the Group and the Company. The adoption of these new and revised HKFRSs did not result in substantial changes to the accounting policies of the Company and the Group.

The impact of the adoption of HKFRS 7 "Financial Instruments: Disclosures" and HKAS 1 Amendment: Capital Disclosures has been to expand the disclosures provided in these financial statements regarding the Group's financial instruments and management of capital.

At the date of authorisation of these financial statements, the following standards and interpretations that are relevant to the Group were in issue but not yet effective:

		<b>Effective for annual periods beginning on or after</b>
HKAS 1 (Revised)	Presentation of financial statements	1 January 2009
HKAS 23 (Revised)	Borrowing Costs	1 January 2009
HKAS 32 & 1 (Amendments)	Puttable financial instruments and obligations arising on liquidation	1 January 2009
HKAS 27 (Revised)	Consolidated and separate financial statements	1 July 2009
HKFRS 8 (Revised)	Operating Segments	1 January 2009
HKFRS 3 (Revised)	Business Combinations	1 July 2009

The Group is in the process of making an assessment of what the impact of these new or revised standards and interpretations is expected to be in the period of their initial application.

### 3. Turnover, other revenue and business and geographical segments

The Group derived income from operation of construction and maintenance work in the People's Republic of China (the "PRC") during the current year. For the financial year ended 31 March 2007, the income was derived only from the Group's operation in Hong Kong. Turnover and other revenue are analysed as follows:

<b>Turnover</b>	<b>2008</b>	<b>2007</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>
Construction and maintenance income	<u>11,037</u>	<u>36</u>
<b>Other revenue</b>		
Interest income	293	–
Others	<u>1,637</u>	<u>207</u>
	<u>1,930</u>	<u>207</u>

Operation of construction and maintenance work in the PRC is the Group's only business segment. The majority of the assets and liabilities of the Group for current and prior years are located in Hong Kong. Accordingly, no separate geographical segment information is presented.

#### 4. Finance costs

	<b>2008</b> <i>HK\$'000</i>	<b>2007</b> <i>HK\$'000</i>
Interest expense on other loans	1,053	–

#### 5. Profit/(loss) before taxation

	<b>2008</b> <i>HK\$'000</i>	<b>2007</b> <i>HK\$'000</i>
Profit/(loss) before taxation is arrived at after charging/(crediting):-		
Cost of services provided	8,737	5,424
Staff costs		
– basic salaries and allowances	786	–
– pension and other schemes contributions	317	838
	1,103	838
Directors' remuneration	–	–
Auditor's remuneration	300	265
Depreciation of property, plant and equipment	39	–
Amortisation of leasehold land	–	33
Loss on disposal of leasehold land	–	1,756
Gain on disposal of available-for-sale investment	(30,611)	–

#### 6. Income tax

(a) Taxation in the consolidated income statement represents:-

	<b>2008</b> <i>HK\$'000</i>	<b>2007</b> <i>HK\$'000</i>
<b>Current tax – Hong Kong</b>		
Provision for the year	–	3

No provision had been made for Hong Kong profits tax as the Group did not have any assessable profit for the current year. Provision for Hong Kong profits tax was calculated at 17.5% on the estimated assessable profits for the year ended 31 March 2007. None of the overseas subsidiaries had any taxation charge in the relevant countries for the current year (2007: HK\$Nil).



(b) Taxation for the year can be reconciled to the accounting profit/(loss) as follows:

	<b>2008</b>	<b>2007</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>
Profit/(loss) before taxation	24,890	(4,110)
Taxation charge/(credit) calculated at Hong Kong profits tax rate of 17.5% (2007: 17.5%)	4,356	(719)
Tax effect of non-taxable items	(4,527)	–
Tax effect on tax losses not recognised	171	–
Tax effect of non-taxable expenses	–	722
Income tax for the year	–	3

#### 7. Earnings/(loss) per share

The calculation of the basic earnings/(loss) per share is based on the profit for the year of HK\$24,890,000 (2007: loss of HK\$4,113,000) and on the weighted average number of approximately 330,874,303 (2007: 330,874,303) shares in issue during the year.

Diluted earnings/(loss) per share for the years ended 31 March 2007 and 2008 has not been disclosed as there was no dilutive effect during the year ended 31 March 2007 and no diluting events existed during the year ended 31 March 2008.

#### 8. Available-for-sale investment

	<b>The Group</b>	
	<b>2008</b>	<b>2007</b>
	<i>HK\$'000</i>	<i>HK\$'000</i>
Listed equity investment in Hong Kong, fair value	–	8,176

Available-for-sale investment as at 31 March 2007 represented investment in a listed equity security that offered the Group the opportunity for return through dividend income and fair value gains. They had no fixed maturity or coupon rate. The fair value of the security was based on quoted market prices. The investment was disposed of during the year.

#### 9. Amount due from a jointly controlled entity

The balance is unsecured, interest free and has no fixed terms of repayment. At 31 March 2008, the Group provided for the amount due from a jointly controlled entity in full.

## **AN EXTRACT OF INDEPENDENT AUDITOR'S REPORT**

The Company's auditor has qualified their report on the Group's consolidated financial statements for the year ended 31 March 2008, an extract of which is as follows:

### **Basis for Disclaimer of Opinion**

#### **(1) Current year audit scope limitations**

As disclosed in note 2 to the financial statements, the Liquidators make no representation as to the completeness of the information contained in these financial statements. As a consequence, we were unable to obtain all the information that we required in relation to our audit for the year ended 31 March 2008 and were also unable to carry out all the auditing procedures that we considered necessary to obtain adequate assurance regarding the assets, liabilities, income and expenses appearing in these financial statements, and the adequacy of disclosures in these financial statements. There were no other satisfactory audit procedures that we could adopt to obtain sufficient appropriate audit evidence regarding the accuracy and completeness of the assets, liabilities, income and expenses of the Company and of the Group, and the adequacy of disclosures in these financial statements.

#### **(2) Prior year audit scope limitations affecting opening balances**

The auditor's report on the consolidated financial statements for the year ended 31 March 2007 were also qualified in respect of limitations of audit scope similar to those in sub-paragraph (1) above. Any adjustments to these comparative amounts may have a consequential effect on the balance of accumulated losses of the Group as at 1 April 2007, its profit for the year ended 31 March 2008 and related disclosures in these financial statements.

#### **(3) Material uncertainty relating to going concern basis**

As explained in note 2 to the financial statements, on 10 September 2007, a preliminary agreement, an exclusivity agreement and an escrow agreement were entered into regarding the implementation of a restructuring proposal (the "Restructuring Proposal"). The Liquidators are of the opinion that the Restructuring Proposal will be successfully implemented because the Restructuring Proposal has approached its completion stage, notwithstanding that it is subject to the relevant approvals.

The Group had net current liabilities of HK\$540,104,000 and net liabilities of HK\$540,001,000 as at 31 March 2008, which indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. The Company had net current liabilities of HK\$37,090,000 and net liabilities of HK\$373,953,000 as at 31 March 2008, which indicate the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. These financial statements have been prepared on a going concern basis, the validity of which is dependent on the successful implementation of the Restructuring Proposal.

In the opinion of the Liquidators, if the Restructuring Proposal is not successfully implemented, the Group and the Company would not be a going concern at the balance sheet date. If that is the case, adjustments might have to be made to reduce the value of assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities respectively. We consider that appropriate disclosures have been made. However, the uncertainties surrounding the outcome of the Restructuring Proposal raise significant doubt about the ability of the Group and the Company to continue as a going concern.

#### (4) Non-compliance with HKFRSs

As disclosed in note 14 to the financial statements, these financial statements have not incorporated the results, assets and liabilities of two subsidiaries of the Group, namely Interform Investment Company Limited (In Liquidation) and 德森建築科技(深圳)有限公司. This accounting treatment is not in accordance with the requirements of Hong Kong Accounting Standard 27 "Consolidated and Separate Financial Statements". Moreover, no disclosures have been made in these financial statements in respect of (a) the aggregate of the profits less losses of the unconsolidated subsidiaries for the year ended 31 March 2008, and (b) the aggregate of the profits less losses of the unconsolidated subsidiaries for the financial years since they became subsidiaries as required by the disclosure requirements of paragraph 18(4) of the Tenth Schedule of the Hong Kong Companies Ordinance. We were unable to quantify the effects of departure from these requirements.

## **Disclaimer of Opinion: Disclaimer on View Given by Financial Statements**

Because of the significance of the matters described in the basis for disclaimer of opinion paragraph, we do not express an opinion on these financial statements as to whether they give a true and fair view of the state of affairs of the Group and of the Company as at 31 March 2008 and of the Group's profit and cash flows for the year then ended in accordance with HKFRSs, and as to whether these financial statements have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

## **Report on Matters under Sections 141(4) and 141(6) of the Hong Kong Companies Ordinance**

In respect alone of the limitation on our work set out in the basis for disclaimer of opinion paragraph of this report:

- We have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- We were unable to determine whether proper books of accounts have been kept.

## **BUSINESS REVIEW**

The main business activity of the Company is investment holding. Its major subsidiaries' businesses were in the building construction and maintenance industry. The Group undertook building construction projects for both the public and private sectors. Its construction business included building work, design and construction and building maintenance. Its operations were located in Hong Kong and the People's Republic of China (the "PRC").

A winding-up petition against the Company was filed on 30 June 2006 and the Company was subsequently wound up by the Hong Kong Court on 18 December 2006. The Liquidators were appointed on 29 May 2007 pursuant to an Order of the Hong Kong Court. As such, the Liquidators do not have the same knowledge of the financial affairs of the Group as the board would have, particularly in relation to the transactions entered into by the Group prior to the appointment date.

## RESTRUCTURING OF THE GROUP

The Company was placed into the third stage of the delisting procedures in accordance with Practice Note 17 to the Listing Rules on the Stock Exchange on 7 June 2007. If no viable resumption proposal was submitted at least 10 business days before 6 December 2007, the listing status of the Company would have been cancelled.

On 21 November 2007, 18 December 2007, 10 January 2008 and 18 February 2008, the Company through its Financial Adviser submitted a Resumption Proposal and its supplemental information to the Listing Division, setting out the principal terms of the proposed restructuring and requesting the Stock Exchange's conditional approval for the resumption of trading in the shares of the Company.

On 22 February 2008, the Secretary of the Listing Committee informed that the Listing Committee decided to allow the Company to proceed with the Resumption Proposal, subject to compliance with the following conditions on or before 22 August 2008 (or extended period granted by the Listing Division on good cause being shown to the Company).

1. disclosing details of the Resumption Proposal and the actions taken by the Company to remedy those matters that gave rise to the Stock Exchange's proposal to cancel the listing of the Company by way of announcement(s);
2. issuing the outstanding annual reports of the Company for the years ended 31 March 2006 and 2007 and interim reports of the Company for the six months ended 30 September 2006 and 2007 as required under the Listing Rules;
3. obtaining approval for the Schemes for restructuring the Company's indebtedness from the shareholders, creditors, the Hong Kong Court and the Bermuda Court;
4. complying with the relevant requirements, including the shareholders' approval requirement, under the Listing Rules in respect of the transactions and arrangements contemplated under the Resumption Proposal;

5. completion of the subscription of 6,000,000,000 new shares of the Company by the investor for HK\$300 million, the disposal of the entire interest of the Company in all its subsidiaries except for Dickson Guangdong, the placing of 1,750,000,000 new shares by the Company to independent places for raising a sum of approximately HK\$83.5 million and if applicable, the placing of a sufficient number of the subscription shares by the investor to independent places for maintaining the public float as required under the Listing Rules;
6. the Schemes becoming effective in accordance with their terms;
7. the appointment of a company secretary and a qualified accountant as required under the Listing Rules.

The special general meeting was convened on 23 April 2008 and all the resolutions regarding the implementation of the restructuring were duly and unanimously passed by the shareholders attending and eligible to vote at the meeting.

The creditors' meetings to approve the Hong Kong Scheme and the Bermuda Scheme were held on 23 April 2008 and 26 May 2008 respectively. Both Schemes were duly and unanimously passed by the required majority of the creditors. The Hong Kong Scheme was sanctioned by the Hong Kong Court on 27 May 2008 and the Bermuda Scheme was sanctioned by the Bermuda Court on 13 June 2008.

On 27 May 2008, the Hong Kong Court has ordered that all further proceedings in the winding up of the Company pursuant to the Order dated 18 December 2006 be stayed on condition that the restructuring is completed.

Both the Hong Kong Scheme and Bermuda Scheme will become effective upon the completion of the restructuring agreements.

Meanwhile, the operation of Dickson Guangdong has been re-activated with the financing from the investor. Dickson Guangdong, as at the date of this announcement, has entered into contracts for a total gross contract value of RMB117.4 million and a letter of intent for a contract value of RMB197.8 million.

Ms. Lee Pui Shan was appointed as the company secretary and qualified accountant of the Company with effect from 12 June 2008.

Upon Completion, Mr. Lin Xiong, Mr. Chin Wai Kay, Geordie and Mr. Wong Ying Sheung will resign as executive directors and independent non-executive director respectively. Mr. He Guang, Mr. Sun Peng and Mr. Wong Kin Fai will be appointed as executive directors, Mr. Ge Zemin will be appointed as a non-executive director, Mr. Yue Kwai Wa, Ken, Mr. Lei Jian and Mr. Hei Xue Yan will be appointed as independent non-executive directors upon Completion.

## **PROSPECTS**

The Resumption Proposal has now been substantially implemented as at the date of this announcement.

It is anticipated that the financial position of the Group will be substantially improved upon Completion as all liabilities arising from the creditors of the Company and creditors of its subsidiaries holding guarantees given by the Company will be compromised and discharged through the Schemes.

Upon Completion, the Company's shares will resume trading on the Stock Exchange subject to the approval of the Listing Division. The Liquidators are of the opinion that the Restructuring Proposal will be successfully implemented because the restructuring proposal has approached the completion stage, notwithstanding that it is subject to the relevant approvals.

It is the investor's intention to revive the Group's existing construction business currently conducted through Dickson Guangdong. It is expected that immediately upon Completion, Dickson Guangdong will be the only major operating subsidiary of the Group.

The investor is confident that, with its strong support in the business and financial aspects, the Group will be able to gain a strong foothold in the PRC construction industry and achieve a substantial level of operations within a reasonable period of time after the resumption of trading in shares of the Company.

## **SUSPENSION OF TRADING**

Trading in the shares of the company on the Main Board of the Stock Exchange has been suspended since 30 December 2005, and will remain suspended until further notice.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES**

To the best knowledge of the Liquidators, neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year.

## **SIGNIFICANT POST-BALANCE SHEET EVENTS**

- (i) A special general meeting was convened on 23 April 2008 and all the resolutions regarding the implementation of the restructuring were duly and unanimously passed by the shareholders attending and eligible to vote at the meeting.
- (ii) The creditors' meetings to approve the Hong Kong Scheme and the Bermuda Scheme were held on 23 April 2008 and 26 May 2008 respectively. Both Schemes were duly and unanimously passed by the attending creditors. The Hong Kong Scheme was sanctioned by the Hong Kong Court on 27 May 2008 and the Bermuda Scheme was sanctioned by the Bermuda Court on 13 June 2008.
- (iii) On 27 May 2008, the Hong Kong Court had ordered that all further proceedings in the winding up of the Company pursuant to the order dated 18 December 2006 be stayed on condition that the restructuring is completed.
- (iv) The Company's interests in the subsidiaries, except in Dickson Guangdong, had been transferred to a new company on 2 June 2008 and 18 June 2008.

## **CORPORATE GOVERNANCE**

The Liquidators were appointed on 29 May 2007 pursuant to an Order of the Hong Kong Court. Consequently, the Liquidators are unable to comment as to whether the Company has complied with the Code on Corporate Governance Practices contained in Appendix 14 of the Listing Rules throughout the year ended 31 March 2008.

## **DIVIDEND**

There will be no payment of any dividend for the year ended 31 March 2008 (2007: Nil).



## AUDIT COMMITTEE

The Company has only one independent non-executive director and thus, the audit committee has not been maintained as required by the Listing Rules. The annual results of the Group for the year ended 31 March 2008 have not been reviewed by the audit committee.

## PUBLICATION OF INFORMATION ON WEBSITES

This results announcement is available for viewing on the website of Hong Kong Exchange and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at [www.equitynet.com.hk/dickson](http://www.equitynet.com.hk/dickson)

For and on behalf of  
**Dickson Group Holdings Limited**  
**(In Liquidation)**  
**Stephen Liu Yiu Keung**  
**Robert Armor Morris**  
*Joint and Several Liquidators*  
*who act without personal liabilities*

Hong Kong, 15 July 2008

*As at the date of this announcement, the board of directors of the Company comprises Mr. Lin Xiong and Mr. Chin Wai Kay, Geordie, being the executive directors, and Mr. Wong Ying Sheung, being the independent non-executive director.*