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DICKSON GROUP HOLDINGS LIMITED

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

(stock code: 313)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that the results for the financial year ended 31 March 2009 is expected to show a substantial decline as compared to that for the year ended 31 March 2008 mainly because of (i) the current volatile global financial market and economic slowdown as well as the uncertainty on the construction industry in the PRC and the keen competition brought by the consolidation of construction players in the market and (ii) one-off gain on disposal of available-for-sale investment recorded in the previous financial year.

Shareholders and potential investors of the Company are advised to exercise caution in dealing in shares of the Company.

This announcement is made by Dickson Group Holdings Limited (the “Company”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)

The board of directors of the Company (the “Board”) wishes to inform the shareholders of the Company and potential investors that the results for the financial year ended 31 March 2009 is expected to show a substantial decline as compared to that for the year ended 31 March 2008, mainly due to:

- (i) the current volatile global financial market and economic slowdown as well as the uncertainty on the construction industry in the PRC and the keen competition brought by the consolidation of construction players in the market; and
- (ii) one-off gain on disposal of available-for-sale investment recorded in previous financial year.

The Company expects its audited consolidated results for the year ended 31 March 2009 will be finalized in July 2009, the Board is not in a position to quantify the extent of the loss for the time being. This profit warning announcement is only based on the preliminary estimation by the management of the Company and the information currently available.

Shareholders and potential investors of the Company are advised to exercise caution in dealing in shares of the Company.

By Order of the Board
Dickson Group Holdings Limited
He Guang
Chairman

Hong Kong, 22 April 2009

As at the date of this announcement, the Board is comprised of Mr. He Guang (Chairman), Mr. Yu Xing Bao and Mr. Wong Kin Fai as executive directors, Mr. Guo Dong as a non-executive director and Mr. Chan Chi Yuen, Mr. Dai Chiang Jiu and Dr. He Chuan as independent non-executive directors.