

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.



GLOBAL SOLUTION ENGINEERING LIMITED
環球工程有限公司

Global Solution Engineering Limited
環球工程有限公司*

(continued in Bermuda with limited liability)
(Stock code: 8192)

**TOP-UP PLACING
AND
RESUMPTION OF TRADING**

Financial adviser to Global Solution Engineering Limited



Optima Capital Limited

THE TOP-UP PLACING

On 18 April 2008, Mr. Pong and the Purchaser entered into the Placing Agreement, pursuant to which Mr. Pong agreed to place and the Purchaser agreed to acquire 100,000,000 Top-Up Placing Shares at a price of HK\$0.204 per Share. On the same date, Mr. Pong entered in the Subscription Agreement with the Company, pursuant to which Mr. Pong agreed to subscribe 100,000,000 Top-Up Subscription Shares at a price of HK\$0.204 per Share.

The Top-Up Subscription is conditional upon (i) the GEM Listing Committee of the Stock Exchange granting listing of and permission to deal in the Top-Up Subscription Shares (and such permission and listing not subsequently being revoked prior to the allotment and issue of the Top-Up Subscription Shares); and (ii) completion of the Top-up Placing in accordance with the terms of the Placing Agreement.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended from 9:30 a.m. on 21 April 2008 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange from 9:30 a.m. on 22 April 2008.

* For identification purpose only

THE PLACING AGREEMENT DATED 18 APRIL 2008

On 18 April 2008, Mr. Pong and the Purchaser entered into the Placing Agreement, pursuant to which Mr. Pong agreed to place and the Purchaser agreed to acquire 100,000,000 Top-Up Placing Shares at a price of HK\$0.204 per Share.

THE PLACING

Vendor: Mr. Pong

Mr. Pong is personally interested in 1,560,000,000 Shares, representing approximately 28.53% of the existing issued share capital of the Company and together with 2,528,000,000 Shares held through Almond Global Limited, Mr. Pong is interested in 4,088,000,000 Shares in total, representing approximately 74.76% of the issued share capital of the Company as at the date of the announcement. Mr. Pong is the chairman and executive Director of the Company.

Purchaser: Mr. Zhou Qijin

The Purchaser will be interested in 100,000,000 Shares upon completion of the Top-Up Placing. To the best knowledge of the Company, the Purchaser is a third party independent of the Company and its connected persons (as defined in the GEM Listing Rules).

Number of Shares to be placed:

100,000,000 existing ordinary shares of HK\$0.0005 each, representing approximately 1.83% of the Company's existing issued share capital of 5,468,000,000 Shares and approximately 1.80% of the Company's issued share capital as enlarged by the Top-Up Subscription.

The Top-Up Placing Price:

The Top-Up Placing Price (or the Top-Up Subscription Price) of HK\$0.204 per Share, represents (i) a discount of approximately 17.41% to the closing price of HK\$0.247 per Share as quoted on the Stock Exchange on the Last Trading Day; (ii) a discount of approximately 19.69% to the average of the closing prices of approximately HK\$0.254 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day; and (iii) a discount of approximately 21.24% over the average of the closing prices per Share of HK\$0.259 as quoted on the Stock Exchange for the last ten consecutive trading days up to and including the Last Trading Day.

The Top-Up Placing Price was determined with reference to the prevailing market price of the Shares and was negotiated on an arm's length basis between Mr. Pong, the Purchaser and the Company.

Rights:

The Top-Up Placing Shares will be sold free from all liens, charges and encumbrances and together with the rights attaching to them, including the right to receive all dividends declared, made or paid after the date of the Placing Agreement.

Condition of the Top-Up Placing:

The Top-Up Placing is unconditional.

Completion:

Completion of the Top-Up Placing is expected to take place on or before 29 April 2008.

THE SUBSCRIPTION AGREEMENT DATED 18 APRIL 2008

The issuer: The Company

The subscriber: Mr. Pong

As mentioned above, Mr. Pong is interested in 4,088,000,000 Shares in total, representing approximately 74.76% of the issued share capital of the Company as at the date of the announcement. Immediately after completion of the Top-Up Placing, the shareholding of Mr. Pong will be reduced to approximately 72.93% of the existing issued share capital of the Company. The Top-Up Subscription will then increase the shareholding of Mr. Pong to approximately 73.42% of the issued share capital of the Company as enlarged by the allotment and issue of the Top-Up Subscription Shares.

Number of new Shares to be subscribed:

The number of Top-Up Subscription Shares is equivalent to the number of Top-Up Placing Shares, being 100,000,000 new Shares of HK\$0.0005 each, representing approximately 1.83% of the Company's existing issued share capital of 5,468,000,000 Shares and approximately 1.80% of the Company's issued share capital as enlarged by the Top-Up Subscription.

The Top-Up Subscription Price:

The Top-Up Subscription Price is HK\$0.204 per Share. The Top-Up Subscription Price is the same as the Top-Up Placing Price and was determined after arm's length negotiation between the Company and Mr. Pong with reference to the Top-Up Placing Price.

Conditions of the Top-Up Subscription:

The Top-Up Subscription is conditional upon:

- (i) the GEM Listing Committee of the Stock Exchange granting listing of and permission to deal in the Top-Up Subscription Shares (and such permission and listing not subsequently being revoked prior to the allotment and issue of the Top-Up Subscription Shares); and
- (ii) completion of the Top-up Placing in accordance with the terms of the Placing Agreement.

Ranking of Top-Up Subscription Shares:

The Top-Up Subscription Shares, when issued and fully paid, will rank pari passu among themselves and with Shares in issue at the time of issue and allotment of the Top-Up Subscription Shares.

Mandate to issue the Top-Up Subscription Shares:

The Top-Up Subscription Shares are to be issued under the general mandate to allot, issue and deal with new Shares granted to the Directors at the annual general meeting of the Company held on 30 April 2007. Under the said general mandate, up to 345,600,000 new Shares may be issued by the Company. None of such general mandate granted to the Directors has been utilized since it is granted. There shall be sufficient general mandate for the present purpose.

Completion:

Under Rule 20.31(3)(d) of the GEM Listing Rules, the Top-Up Subscription must be completed within 14 days from the date of the Top-Up Placing arrangement (i.e. 18 April 2008), that is, on or before 2 May 2008.

In the event that the conditions to the Top-Up Subscription under the Subscription Agreement are not fulfilled by 2 May 2008, the Company and Mr. Pong may elect, subject to compliance with all requirements in relation to connected transactions under the GEM Listing Rules (including the Shareholders' approval), to postpone completion of the Top-Up Subscription to a later date to be agreed between the Company and Mr. Pong.

Application for listing:

Application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Top-Up Subscription Shares.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the effects of the Top-Up Placing and the Top-Up Subscription on the shareholding structure of the Company. Reference is made to the announcement dated 10 April 2008 in relation to the acquisition of Sanxia International Energy Investments Limited and the Company would like to clarify that the shareholdings of Almond Global Limited and Mr. Pong have been misplaced which should be corrected and read as follow:

Shareholders	As at the date of this announcement		Upon completion of the Top-Up Placing		Upon completion of the Top-Up Placing and Top-Up Subscription	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Almond Global Limited (<i>Note</i>)	2,528,000,000	46.23	2,528,000,000	46.23	2,528,000,000	45.40
Mr. Pong (<i>Note</i>)	1,560,000,000	28.53	1,460,000,000	26.70	1,560,000,000	28.02
	<u>4,088,000,000</u>	<u>74.76</u>	<u>3,988,000,000</u>	<u>72.93</u>	<u>4,088,000,000</u>	<u>73.42</u>
Public:						
Top-Up Placing Shares to be placed to the Purchaser under the Top-Up Placing	–	–	100,000,000	1.83	100,000,000	1.80
Other public Shareholders	<u>1,380,000,000</u>	<u>25.24</u>	<u>1,380,000,000</u>	<u>25.24</u>	<u>1,380,000,000</u>	<u>24.78</u>
Total	<u>5,468,000,000</u>	<u>100.00</u>	<u>5,468,000,000</u>	<u>100.00</u>	<u>5,568,000,000</u>	<u>100.00</u>
Total public Shareholders	<u>1,380,000,000</u>	<u>25.24</u>	<u>1,480,000,000</u>	<u>27.07</u>	<u>1,480,000,000</u>	<u>26.58</u>

Note: The entire issued share capital of Almond Global Limited is wholly and beneficially owned by Mr. Pong, an executive Director.

The Company shall ensure that no less than 25% of the issued share capital of the Company will be held by the public at all times immediately after the Top-Up Placing and Top-Up Subscription.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

On 25 June 2007, the Company raised in aggregate approximately HK\$4.4 million, net of expenses, by issuing zero coupon convertible bonds due 2012 for HK\$4.0 million (before expense) and placing of approximately 127 million Shares for approximately HK\$1.3 million (before expense). Set out below are details of the intended and actual use of the proceeds:

Date of announcement	Description	Net proceeds	Intended use of proceeds as announced	Actual use of proceeds
3 July 2007	Issue of convertible bonds and placing of Shares	HK\$4.4 million	Future business development of the Group, particularly, in the area of engineering consultancy business for construction of logistic centers and related business	HK\$1.0 million was used as working capital purpose. The remaining net proceeds will be used as intended.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Company is an investment holding company. The Group is principally engaged in the provision of information technology and engineering consultancy services, with its business focus in Hong Kong and the PRC market.

The Directors have considered various ways of raising funds and consider that the Top-Up Placing and Top-Up Subscription represent an opportunity to raise capital for the Company while broadening the Shareholder base and capital base of the Company. Accordingly, the Directors (including the independent non-executive Directors) consider the Placing Agreement and Subscription Agreement are in the interests of the Company and the Shareholders as a whole.

The gross proceeds from the Top-Up Subscription will be HK\$20.4 million. The net proceeds of approximately HK\$20.2 million from the Top-Up Subscription is intended to be used solely for the financing of the acquisition of Shanxi International Energy Investments Limited. The net price raised per Share upon completion of the Top-Up Subscription will be approximately HK\$0.202 per Share. The estimated expense of approximately HK\$0.2 million in relation to the Top-Up Placing and Top-Up Subscription, in particular the financial advisory fees, legal fees and publication fees, will be borne by the Company even only the Top-Up Placing proceeds (as the case may be). Given that the Top-Up Placing is only to facilitate the fund raising of the Company, the Directors consider the aforesaid arrangement is fair and reasonable and is in line with market practice.

GENERAL

The Company will publish its first quarterly result announcement for the three months ended 31 March 2008 on or before 13 May 2008.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended from 9:30 a.m. on 21 April 2008 pending the release of this announcement. Application has been made for the resumption of trading in the Shares on the Stock Exchange from 9:30 a.m. on 22 April 2008.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Company”	Global Solution Engineering Limited, a company continued in Bermuda with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Last Trading Day”	18 April 2008, being the last trading day prior to the suspension of trading of Shares from 9:30 a.m. on 21 April 2008 pending the release of this announcement
“Mr. Pong”	Mr. Pong Wai San, Wilson, an executive Director and the Chairman of the Company
“Placing Agreement”	the placing agreement dated 18 April 2008 and entered into between Mr. Pong and the Purchaser in relation to the Top-Up Placing
“PRC”	the People’s Republic of China
“Purchaser”	Mr. Zhou Qijin
“Share(s)”	ordinary share(s) of HK\$0.0005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the conditional subscription agreement dated 18 April 2008 and entered into between the Company and Mr. Pong in respect of the subscription of 100,000,000 Shares
“Top-Up Placing”	the placing of 100,000,000 existing Shares beneficially owned by Mr. Pong pursuant to the terms of the Placing Agreement
“Top-Up Placing Price”	HK\$0.204 per Top-Up Placing Share
“Top-Up Placing Shares”	100,000,000 issued Shares owned by Mr. Pong
“Top-Up Subscription”	the subscription of 100,000,000 new Shares pursuant to the terms of the Subscription Agreement
“Top-Up Subscription Price”	HK\$0.204 per Top-Up Subscription Share
“Top-Up Subscription Shares”	new Shares equivalent to the number of the Top-Up Placing Shares to be subscribed by Mr. Pong pursuant to the Subscription Agreement
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

By order of the Board
Global Solution Engineering Limited
Pong Wai San, Wilson
Chairman

Hong Kong, 21 April 2008

As at the date of this announcement, the executive Directors are Mr. Pong Wai San, Wilson and Mr. Lau Wai Shu and the independent non-executive Directors are Mr. Lai Hin Wing, Henry, Mr. Yip Tai Him and Mr. Lung Hung Cheuk.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its publication and on the website of the Company at <http://www.gsehk.com.hk>.