

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.



Global Solution Engineering Limited

環球工程有限公司*

(continued in Bermuda with limited liability)

(Stock code: 8192)

Almond Global Limited

(incorporated in the British Virgin Islands with limited liability)

JOINT ANNOUNCEMENT

- (1) RESULTS OF THE GENERAL OFFER;
(2) CHANGES OF BOARD COMPOSITION AND MEMBERS OF
THE AUDIT COMMITTEE AND REMUNERATION COMMITTEE;
AND
(3) CHANGES IN QUALIFIED ACCOUNTANT, COMPANY SECRETARY,
COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE**

Financial adviser to Almond Global Limited



CLOSE OF THE GENERAL OFFER AND LEVEL OF ACCEPTANCES

The Company and the Offeror wish to announce that the General Offer closed at 4:00 p.m. on Tuesday, 18 September 2007.

As at 4:00 p.m. on Tuesday, 18 September 2007, the Offeror has received no acceptance under the General Offer. At the close of the General Offer, the Offeror and parties acting in concert with it are interested in a total of 160,000,000 Shares, representing approximately 74.98% of the existing issued share capital of the Company.

CHANGES IN BOARD COMPOSITION AND MEMBERS OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE

The Board announces that (i) Mr. Chu Yen Ling resigned as executive Director and Chairman of the Company; (ii) Mr. Lee Chan Wah resigned as executive Director; (iii) Dr. Lu Da, Mr. Lau Man Yiu and Ms. Xue Xiaoyi resigned as independent non-executive Directors and members of the audit committee and remuneration committee of the Company, all with effect from 19 September 2007.

* for identification only

The Board is pleased to announce that (i) Mr. Pong Wai San, Wilson has been appointed as a new executive Director and Chairman of the Company; (ii) Mr. Lau Wai Shu has been appointed as a new executive Director; and (iii) Mr. Ko Chun Hay, Kelvin, Mr. Lai Hin Wing, Henry and Mr. Lung Hung Cheuk have been appointed as new independent non-executive Directors, all with effect from 19 September 2007. Whereas the new audit committee of the Company will comprise all the newly appointed independent non-executive Directors, members of the new remuneration committee will comprise all new members of the Board, also with effect from 19 September 2007. Mr. Lai Hin Wing, Henry has been appointed as the chairman of the new audit committee of the Company and Mr. Ko Chun Hay, Kelvin has been appointed as the chairman of the new remuneration committee of the Company.

RESIGNATION AND APPOINTMENT OF QUALIFIED ACCOUNTANT, COMPANY SECRETARY, COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE

The Board announces that (i) Mr. Chu Yen Ling resigned as authorised representative of the Company; (ii) Mr. Lee Chan Wah resigned as qualified accountant, company secretary, compliance officer and authorised representative of the Company; (iii) Mr. Chan Pui Lam has been appointed as the new qualified accountant and company secretary of the Company; (iv) Mr. Lau Wai Shu has been appointed as the new compliance officer of the Company; and (v) Mr. Pong Wai San, Wilson and Mr. Lau Wai Shu have been appointed as the new authorised representatives of the Company, all with effect from 19 September 2007.

Reference is made to the joint announcements dated 3 July, 5 July, 21 August, 3 September and 4 September 2007 issued by the Offeror and the Company, the circular dated 24 July 2007 issued by the Company, the offer document dated 24 July 2007 issued by the Offeror (the "Offer Document") and the response document issued by the Company dated 7 August 2007 in relation to, among other things, the S&P Agreement, the Subscription Agreements and the General Offer. Capitalised terms used herein have the same meanings as defined in the Offer Document unless otherwise specified.

CLOSE OF THE GENERAL OFFER AND LEVEL OF ACCEPTANCES

The Company and the Offeror wish to announce that the General Offer closed at 4:00 p.m. on Tuesday, 18 September 2007. As at 4:00 p.m. on Tuesday, 18 September 2007, the Offeror has received no acceptance under the General Offer. Prior to the entering into of the S&P Agreement, the Offeror and parties acting in concert with it had no shareholding in the Company. Upon the completion of the S&P Agreement on 5 July 2007, the Offeror and parties acting in concert with it became interested in 33,000,000 Shares, representing approximately 38.19% of the then issued share capital of the Company. Upon completion of the Share Subscription Agreement on 4 September 2007, the Company issued 127,000,000 Subscription Shares to the Offeror. The Offeror and parties acting in concert with it became interested in an aggregate of 160,000,000 Shares, representing approximately 74.98% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares and as at the date of this announcement. Apart from the Subscription Shares and the Convertible Bonds, the Offeror and parties acting in concert with it have not acquired or agree to acquire any voting rights in the Company during the offer period of the General Offer.

The public float of the Shares immediately after close of the General Offer comprises 53,400,000 Shares, representing 25.02% of the existing issued share capital of the Company.

CHANGES IN BOARD COMPOSITION AND MEMBERS OF THE AUDIT COMMITTEE AND REMUNERATION COMMITTEE

Following the close of the General Offer, the board of directors (the “Directors”) announces that (i) Mr. Chu Yen Ling resigned as executive Director and Chairman of the Company; (ii) Mr. Lee Chan Wah resigned as executive Director; (iii) Dr. Lu Da, Mr. Lau Man Yiu and Ms. Xue Xiaoyi resigned as independent non-executive Directors and members of the audit committee and remuneration committee of the Company, all with effect from 19 September 2007. Each of the resigning Directors has confirmed that he/she has no disagreement with the Board and there is no matter in relation to his/her resignation that needs to be brought to the attention of the Shareholders. The Board wishes to thank the resigning Directors for their valuable contribution to the Company in the past years.

The Board is pleased to announce that (i) Mr. Pong Wai San, Wilson (“Mr. Pong”) has been appointed as a new executive Director and Chairman of the Company; (ii) Mr. Lau Wai Shu (“Mr. Lau”) has been appointed as a new executive Director; and (iii) Mr. Ko Chun Hay, Kelvin (“Mr. Ko”), Mr. Lai Hin Wing, Henry (“Mr. Lai”) and Mr. Lung Hung Cheuk (“Mr. Lung”) have been appointed as new independence non-executive Directors in replacement of the existing Directors, all with effect from 19 September 2007. Whereas the new audit committee of the Company will comprise all the newly appointed independent non-executive Directors, members of the new remuneration committee will comprise all new members of the Board, also with effect from 19 September 2007. Mr. Lai Hin Wing, Henry has been appointed as the chairman of the audit committee of the Company and Mr. Ko Chun Hay, Kelvin has been appointed as the chairman of remuneration committee of the Company.

Brief biographies of the new Directors are set out below:

Mr. Pong, aged 38, is the founder of the EVI group of companies, the principal business of which are selling and installation of computer hardware and software, provision of computer training services and provision of internet education services. The EVI group of companies forms part of the group companies of Midland IC&I Limited (“Midland”) (formerly known as EVI Education Asia Limited), a company listed on GEM (stock code: 8090). Mr. Pong holds a bachelor’s degree in Applied Science from the University of British Columbia. He also holds various positions in a number of charitable organisations in Hong Kong. Before founding the EVI group of companies, he had held various senior management positions with various local and international securities houses and a multinational company. Mr. Pong is also an executive director of Richfield Group Holdings Limited (formerly known as Maxitech International Holdings Limited), a company listed on GEM (stock code: 8136), and was as executive director of Midland during the period from 12 February 2001 to 10 June 2007.

Save as disclosed above, Mr. Pong has not held any directorship or major appointments in other public listed company in the past three years prior to the date of this announcement.

Mr. Pong is the sole ultimate beneficial owner of the Offeror and is therefore deemed to be interested in the 160,000,000 Shares held by the Offeror as at the date hereof. Save as disclosed above, Mr. Pong does not have any other relationships with any directors, senior management, management shareholder or controlling shareholder of the Company; nor does he have any other interest in the securities of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Mr. Lau, aged 46, is a director of the EVI group of companies, which form part of the group companies of Midland. Mr. Lau holds a bachelor's degree in applied science (civil engineering) from the University of Ottawa, Ontario, Canada. He worked with various companies and has over 16 years of experience in management and marketing. Mr. Lau has been a director of Global Solution Engineering (HK) Limited and AGL Design Limited, which are wholly-owned subsidiaries of the Company, since 5 July 2007. He was also an executive director of Midland during the period from 31 October 2001 to 14 March 2005 and from 4 March 2006 to 10 June 2007. Save as disclosed above, Mr. Lau has not held any major appointment or directorship in other public listed company in the past three years prior to the date of this announcement.

As at the date of this announcement, Mr. Lau does not have any relationships with any directors, senior management, management shareholder or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Mr. Ko, aged 43, is a fellow member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Chartered Institute of Management Accountants. He graduated with a Master of Science Degree in finance from the City University of Hong Kong. He has over 20 years of working experience in the field of commercial, audit and taxation. Mr. Ko currently acts as the Chief Financial Officer and Company Secretary of Tongda Group Holdings Limited, a company listed on the main board of the Stock Exchange (stock code: 698). Save as disclosed above, Mr. Ko has not held any directorship or major appointment in other public listed company in the past three years prior to the date of this announcement.

As at the date of this announcement, Mr. Ko does not have any relationships with any directors, senior management, management shareholder or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Mr. Ko has signed a letter of appointment with the Company for an initial term of 1 year commencing on 19 September 2007 and expiring on 18 September 2008. His appointment is subject to retirement by rotation and/or re-election in accordance with the Bye-laws of the Company. Pursuant to the terms of his letter of appointment, Mr. Ko is entitled to a remuneration of HK\$50,000 per annum which is determined with reference to his duties and responsibilities with the Company.

Mr. Lai, aged 50, is a partner of Messrs. P. C. Woo & Co., a firm of solicitors and notaries in Hong Kong, and has been practising in the legal field for more than twenty-five years. Graduated from the University of Hong Kong with a bachelor of law degree, Mr. Lai was admitted as a solicitor in Hong Kong, England and Wales and the State of Victoria, Australia. Mr. Lai is a notary public and a China appointed attesting officer in Hong Kong. He serves on the board of a number of companies listed on the Stock Exchange, including Allied Properties (H.K.) Limited (stock code: 56) as a non-executive director and Richfield Group Holdings Limited (formerly known as Maxitech International Holdings Limited) (stock code: 8136) as an independent non-executive director. He also serves on the board of Canton Property Investment Limited, a company admitted to the AIM of the London Stock Exchange, as a non-executive director. He was also an independent non-executive director of Midland during the period from 1 May 2003 to 3 March 2006 and China Sciences Conservational Power Limited, a company listed on the main board of the Stock Exchange (stock code: 0351), during the period from 26 October 2005 to 9 March 2006.

Save as disclosed above, Mr. Lai has not held any directorship or major appointment in other public listed company in the past three years prior to the date of this announcement.

As at the date of this announcement, Mr. Lai does not have any relationships with any directors, senior management, management shareholder or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Mr. Lai has signed a letter of appointment with the Company for an initial term of 1 year commencing on 19 September 2007 and expiring on 18 September 2008. His appointment is subject to retirement by rotation and/or re-election in accordance with the Bye-laws of the Company. Pursuant to the terms of his letter of appointment, Mr. Lai is entitled to a remuneration of HK\$50,000 per annum which was determined with reference to his duties and responsibilities with the Company.

Mr. Lung, aged 60, is a retired chief superintendent of the Hong Kong Police Force (“Hong Kong Police”) of Hong Kong. He joined the Hong Kong Police in 1966 as a Probationary Inspector at the age of 19. He was promoted to the rank of chief inspector in 1980, superintendent in 1986, senior superintendent in 1993 and chief superintendent in 1997. He had served in various police posts, namely Special Branch, Police Tactical Unit, Police Public Relations Bureau and in a number of police divisions at management level. Prior to his retirement in April 2002, he was the commander of Sham Shui Po Police District. Mr. Lung was also the secretary and then the chairman of the Superintendents’ Association (“SPA”) of the Hong Kong Police from 1993 to 2001. The membership of the SPA comprises the top management of the Hong Kong Police from superintendents up to and including the commissioner of Hong Kong Police. He was awarded the Police Meritorious Service Medal by the Chief Executive of Hong Kong in 2000. Mr. Lung currently acts as an independent non-executive director of Richfield Group Holdings Limited (formerly known as Maxitech International Holdings Limited), a company listed on the GEM board of the Stock Exchange (stock code: 8136).

Save as disclosed above, Mr. Lung has not held any directorship or major appointment in other public listed company in the past three years prior to the date of this announcement.

As at the date of this announcement, Mr. Lung does not have any other relationships with any directors, senior management, management shareholder or controlling shareholder of the Company; nor does he have any interest in the securities of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

Mr. Lung has signed a letter of appointment with the Company for an initial term of 1 year commencing on 19 September 2007 and expiring on 18 September 2008. His appointment is subject to retirement by rotation and/or re-election in accordance with the Bye-laws of the Company. Pursuant to the terms of his letter of appointment, Mr. Lung is entitled to a remuneration of HK\$50,000 per annum which was determined with reference to his duties and responsibilities with the Company.

Save for the letters of appointments entered into between the Company and all the independent non-executive Directors as disclosed above, there is no service contract entered into between the Company and each of the above new executive Directors. The executive Directors have not been appointed for any specified term and will be entitled to monthly salary determined by the remuneration committee of the Company by reference to the market terms, his experiences, duties and responsibilities in the Company, and a performance-based discretionary bonus to be determined by reference to the Company’s and individual’s performance.

There is no information which is discloseable nor is any of the above new Directors involved in any of the matter required to be disclosed pursuant to any of the requirements of the provisions under items (h) to (v) of Rules 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the appointment of the new Directors.

As disclosed in the Offer Document, following the close of the General Offer, the Offeror intends that the Group will continue with its existing principal business and does not intend to make any material change to the continued employment of the management and employees of the Group as a result of the General Offer. Accordingly, the existing principal business will continue to be operated by the existing management team of the Group under the supervision of the new board of Directors.

RESIGNATION AND APPOINTMENT OF QUALIFIED ACCOUNTANT, COMPANY SECRETARY, COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE

The Board announces that (i) Mr. Chu Yen Ling resigned as authorised representative of the Company; (ii) Mr. Lee Chan Wah resigned as qualified accountant, company secretary, compliance officer and authorised representative of the Company; (iii) Mr. Chan Pui Lam (“Mr. Chan”) has been appointed as the new qualified accountant and company secretary of the Company; (iv) Mr. Pong and Mr. Lau have been appointed as the new authorised representatives of the Company; and (v) Mr. Lau has been appointed as the new compliance officer of the Company, all with effect from 19 September 2007. Both Mr. Chu Yen Ling and Mr. Lee Chan Wah have confirmed that they have no disagreement with the Board and the Board is not aware of any matter regarding their resignations that need to be brought to the attention of the Shareholders.

Brief biography of Mr. Chan is set out below:

Mr. Chan, aged 32, is an associate member of The Hong Kong Institute of Certified Public Accountants. He has over nine years of working experience in auditing and accounting. Prior to joining the Company, he was engaged as chief accountant in the EVI group of companies, which form part of the group companies of Midland.

By order of the Board
Global Solution Engineering Limited
Chu Yen Ling
Chairman

By order of the Board
Almond Global Limited
Pong Wai San, Wilson
Sole Director

Hong Kong, 18 September 2007

As at the date of this announcement, the Board comprises Mr. Chu Yen Ling, Mr. Lee Chan Wah, Mr. Lu Da, Mr. Lau Man Yiu and Ms. Xue Xiaoyi. All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Offeror), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those relating to the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement (other than those relating to the Offeror) the omission of which would make any such statement contained in this announcement misleading.

As at the date of this announcement, Mr. Pong is the sole director and shareholder of the Offeror. The information contained in this announcement relating to the Offeror has been supplied by the sole director of the Offeror. The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Company and the Group), and confirms, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this announcement (other than those relating to the Company and the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement (other than those relating to the Company and the Group) the omission of which would make any such statement contained in this announcement misleading.

This announcement will remain on the page of “Latest Company Announcements” on the GEM website for at least 7 days from the date of its posting and the website of the Company at www.gsehk.com.hk.