WLS Holdings Limited
滙隆控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8021)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED 30 APRIL 2009

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This announcement, for which the directors (the "Directors") of WLS Holdings Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (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 found on bases and assumptions that are fair and reasonable.

* *For identification purpose only*

The Board of Directors (the "Board") of WLS Holdings Limited (the "Company") is pleased to announce the consolidated results of the Company and its subsidiaries (together the "Group") for the year ended 30 April 2009 as follows:

CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED 30 APRIL 2009

	NOTES	**2009** ***HK$'000***	2008 *HK$'000*
Turnover	*2*	**147,612**	184,315
Cost of sales		**(119,885)**	(148,485)
Gross profit		**27,727**	35,830
Other income	*4*	**1,115**	675
Administrative expenses		**(24,313)**	(29,880)
(Decrease)/Increase in fair value of investment properties		**(2,038)**	3,800
Surplus on revaluation of buildings		–	244
Finance costs	*5*	**(3,628)**	(4,576)
Share of results of jointly controlled entities		**(471)**	(171)
(Loss)/Profit before taxation		**(1,608)**	5,922
Taxation	*6*	**1,781**	(1,115)
Profit for the year	*7*	**173**	4,807
Attributable to:			
Equity holders of the Company		**157**	5,731
Minority interest		**16**	(924)
		173	4,807
Dividend paid	*8*	–	1,354
Earnings per share – Basic	*9*	**HK0.02 cent**	HK1.01 cent

CONSOLIDATED BALANCE SHEET

AT 30 APRIL 2009

	NOTES	2009 HK$'000	2008 HK$'000
Non-current assets			
Investment properties		**17,720**	18,400
Property, plant and equipment		**24,816**	29,301
Prepaid lease payments		**4,109**	4,671
Goodwill		**3,138**	3,138
Interests in jointly controlled entities		**–**	620
		49,783	56,130
Current assets			
Prepaid lease payments		**121**	124
Inventories		**2,267**	2,361
Trade receivables	*10*	**96,534**	77,165
Amount due from customers for contract work		**41,465**	45,993
Retention money receivables		**8,966**	13,816
Prepayments, deposits and other receivables		**3,288**	6,405
Amounts due from associates		**1,089**	2,261
Amount due from jointly controlled entities		**6,893**	4,532
Bank balances and cash		**2,050**	13,025
		162,673	165,682
Current liabilities			
Trade and other payables	*11*	**17,048**	17,402
Amount due to customers for contract work		**7,663**	19,363
Retention money payables		**4,201**	4,403
Tax payable		**597**	1,716
Other loans		**9,908**	–
Obligations under finance leases		**395**	452
Bank borrowings		**26,172**	31,376
Bank overdrafts		**13,830**	27,361
		79,814	102,073
Net current assets		**82,859**	63,609
Total assets less current liabilities		**132,642**	119,739

	NOTES	**2009**	2008
		HK$'000	*HK$'000*
Non-current liabilities			
Obligations under finance leases		**658**	1,063
Bank borrowings		**12,904**	10,734
Convertible note		**9,935**	–
Deferred tax		**2,027**	2,690
		25,524	14,487
		107,118	105,252
Capital and reserves			
Share capital		**7,353**	7,353
Reserves		**101,160**	99,310
Equity attributable to equity holders of the Company		**108,513**	106,663
Minority interest		**(1,395)**	(1,411)
		107,118	105,252

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attributable to equity holders of the Company									
	Share capital	Share premium	Merger reserve	Revaluation reserve	Share option reserve	Convertible note equity reserve	Retained profits	Total	Minority interests	Total
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 May 2007	4,762	20,639	2,222	1,206	–	–	24,872	53,701	(487)	53,214
Profit for the year	–	–	–	–	–	–	5,731	5,731	(924)	4,807
Dividend paid	–	–	–	–	–	–	(1,354)	(1,354)	–	(1,354)
Issue of scrip dividend	33	1,445	–	–	–	–	(1,478)	–	–	–
Exercise of share options	203	7,420	–	–	–	–	–	7,623	–	7,623
Placing of shares	900	16,376	–	–	–	–	–	17,276	–	17,276
Open offer of shares	1,455	15,055	–	–	–	–	–	16,510	–	16,510
Revaluation surplus	–	–	–	340	–	–	–	340	–	340
Grant of share options	–	–	–	–	6,836	–	–	6,836	–	6,836
At 1 May 2008	**7,353**	**60,935**	**2,222**	**1,546**	**6,836**	**–**	**27,771**	**106,663**	**(1,411)**	**105,252**
Profit for the year	–	–	–	–	–	–	157	157	16	173
Reclassification of owner-occupied building to investment property	–	–	–	(25)	–	–	–	(25)	–	(25)
Revaluation deficit	–	–	–	(75)	–	–	–	(75)	–	(75)
Issue of convertible loan note	–	–	–	–	–	143	–	143	–	143
Grant of share options	–	–	–	–	1,650	–	–	1,650	–	1,650
Share options cancelled during the year	–	–	–	–	(897)	–	897	–	–	–
	7,353	**60,935**	**2,222**	**1,446**	**7,589**	**143**	**28,825**	**108,513**	**(1,395)**	**107,118**

Notes:

(1) At 30 April 2009, the retained profits of the Group included accumulated losses of HK$143,000 (2008: accumulated losses of HK$143,000) attributable to associates of the Group.

(2) At 30 April 2009, the retained profits of the Group included accumulated losses of HK$304,000 (2008: retained profits of HK$317,000) attributable to jointly controlled entities of the Group.

(3) The merger reserve of the Group represents the difference between the nominal amount of the share capital issued by the Company in exchange for the nominal value for the issued share capital of the subsidiaries acquired pursuant to the Group's reorganisation on 23 November 2001.

(4) The share option reserve of the Group represents the fair value of share options granted to employees of the Company at the relevant grant dates.

NOTES

1. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of compliance

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs"), which include all applicable individual HKFRSs, Hong Kong Accounting Standards ("HKASs") and Interpretations issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

(b) Basis of preparation of financial statements

The financial statements have been prepared under the historical cost basis except for certain properties which are measured at fair values.

The principal accounting policies and methods of computation used in the preparation of the financial statements for the year ended 30 April 2009 are consistent with those adopted in the preparation of the financial statements for the year ended 30 April 2008, except for the adoption of the new and revised HKFRSs as explained in (c) below.

The consolidated financial statements are presented in Hong Kong dollars, which are also the functional currency of the Group.

(c) Adoption of new and revised Hong Kong Financial Reporting Standards

In the current year, the Group has applied, for the first time, the following new HKFRSs, amendments and Interpretations:

HKAS39 and HKFRS7	Reclassification of Financial Assets Amendments
HK(IFRIC)-Int 11	HKFRS 2 – Group and Treasury Share Transactions
HK(IFRIC)-Int 12	Service Concession Arrangement
HK(IFRIC)-Int 14	HKAS 19 – The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction

The adoption of the above new HKFRSs, amendments and interpretations does not result in substantial changes to the Group's accounting policies and has no significant effect on the results for the current or prior accounting periods. Accordingly, no prior period adjustment has been required.

2. TURNOVER

	2009	2008
	HK$'000	*HK$'000*
Contract revenue in respect of construction and building works for the provision of		
– scaffolding service	**91,176**	88,591
– fitting out service	**14,321**	30,719
Management contracting service	**28,143**	60,722
Gondolas, parapet railings and access equipment installation and maintenance services	**13,972**	4,283
	147,612	184,315

3. SEGMENT INFORMATION

A Business segments

For management purposes, the Group is currently organised into three operating divisions: (i) scaffolding and fitting out service for the construction and building works, (ii) management contracting service for the construction and building works, and (iii) gondolas, parapet railings and access equipment installation and maintenance services.

Segment information about these businesses is presented below.

2009

INCOME STATEMENT

	Scaffolding and fitting out service for the construction and building works *HK$'000*	Management contracting service for the construction and building works *HK$'000*	Gondolas, parapet railing and access equipment installation and maintenance services *HK$'000*	Consolidated *HK$'000*
REVENUE				
Total external sales	**105,497**	**28,143**	**13,972**	**147,612**
RESULT				
Segment result	**3,728**	**3,796**	**(4,521)**	**3,003**
Other income				**1,115**
Decrease in fair value of investment properties				**(2,038)**
Unallocated corporate expenses				**(2,398)**
Finance costs				**(819)**
Share of results of jointly controlled entities				**(471)**
Loss before taxation				**(1,608)**
Taxation				**1,781**
Profit for the year				**173**

BALANCE SHEET

	Scaffolding and fitting out service for the construction and building works	Management contracting service for the construction and building works	Gondolas, parapet railing and access equipment installation and maintenance services	Consolidated
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
ASSETS				
Segment assets	**74,648**	**75,538**	**18,715**	**168,901**
Interests in jointly controlled entities				**–**
Amount due from a jointly controlled entity				**6,893**
Amount due from an associated company				**1,089**
Unallocated corporate assets				**35,573**
Consolidated total assets				**212,456**
LIABILITIES				
Segment liabilities	**22,047**	**2,135**	**3,149**	**27,331**
Unallocated corporate liabilities				**78,007**
Consolidated total liabilities				**105,338**

OTHER INFORMATION

	Scaffolding and fitting out service for the construction and building works	Management contracting service for the construction and building works	Gondolas, parapet railing and access equipment installation and maintenance services	Unallocated	Consolidated
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
Capital expenditure	**116**	**–**	**486**	**–**	**602**
Depreciation	**3,132**	**27**	**385**	**318**	**3,862**
Release of prepaid lease payments	**–**	**–**	**–**	**121**	**121**
Allowance for bad and doubtful debts	**2,016**	**70**	**256**	**15**	**2,357**
Decrease in fair value of investment properties	**–**	**–**	**–**	**(2,038)**	**(2,038)**
Gain/(Loss) on disposal of property, plant and equipment	**66**	**–**	**–**	**–**	**66**

2008

INCOME STATEMENT

	Scaffolding and fitting out service for the construction and building works	Management contracting service for the construction and building works	Gondolas, parapet railing and access equipment installation and maintenance services	Consolidated
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
REVENUE				
Total external sales	119,310	60,722	4,283	184,315
RESULT				
Segment result	3,368	8,944	(2,804)	9,508
Other income				675
Increase in fair value of investment properties				3,800
Surplus on revaluation of buildings				244
Unallocated corporate expenses				(3,558)
Finance costs				(4,576)
Share of results of jointly controlled entities				(171)
Profit before taxation				5,922
Taxation				(1,115)
Profit for the year				4,807

BALANCE SHEET

	Scaffolding and fitting out service for the construction and building works	Management contracting service for the construction and building works	Gondolas, parapet railing and access equipment installation and maintenance services	Consolidated
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
ASSETS				
Segment assets	95,598	57,497	11,098	164,193
Interests in jointly controlled entities				620
Amount due from a jointly controlled entity				4,532
Amount due from an associated company				2,261
Unallocated corporate assets				50,206
Consolidated total assets				221,812
LIABILITIES				
Segment liabilities	34,932	3,267	1,379	39,578
Unallocated corporate liabilities				76,982
Consolidated total liabilities				116,560

OTHER INFORMATION

	Scaffolding and fitting out service for the construction and building works *HK$'000*	Management contracting service for the construction and building works *HK$'000*	Gondolas, parapet railing and access equipment installation and maintenance services *HK$'000*	Unallocated *HK$'000*	Consolidated *HK$'000*
Capital expenditure	1,655	–	–	363	2,018
Depreciation	2,845	9	302	1,092	4,248
Release of prepaid lease payments	–	–	–	124	124
Allowance for bad and doubtful debts	1,036	–	–	–	1,036
Increase in fair value of investment properties	–	–	–	3,800	3,800
Surplus on revaluation of buildings	–	–	–	244	244
Gain on disposal of property, plant and equipment	3	–	–	–	3

B Geographical segments

	Revenue		**Carrying amount of segment assets**		**Capital expenditure incurred during the year**	
	2009 ***HK$'000***	2008 *HK$'000*	**2009** ***HK$'000***	2008 *HK$'000*	**2009** ***HK$'000***	2008 *HK$'000*
Hong Kong	**117,958**	121,830	**156,462**	160,777	**602**	1,988
Macau	**27,611**	60,029	**54,874**	59,115	**–**	30
Other jurisdiction	**2,043**	2,456	**1,120**	1,920	**–**	–
	147,612	184,315	**212,456**	221,812	**602**	2,018

4. OTHER INCOME

	2009 ***HK$'000***	2008 *HK$'000*
Gain on foreign exchange	**118**	–
Gain on disposal of property, plant and equipment	**66**	3
Interest income	**83**	21
Rental income, net of outgoings of nil (2008: Nil)	**590**	536
Sundry income	**258**	115
	1,115	675

5. FINANCE COSTS

	2009	2008
	HK$'000	*HK$'000*
Interest on bank borrowings		
– wholly repayable within five years	**2,765**	4,009
– wholly repayable beyond five years	**241**	539
Interest on obligations under finance leases	**44**	28
Interest on convertible note	**578**	–
	3,628	4,576

6. TAXATION

	2009	2008
	HK$'000	*HK$'000*
The credit/(charge) comprises:		
Hong Kong Profits Tax		
Current year	**(287)**	(675)
Underprovision in prior years	**(92)**	–
	(379)	(675)
Macau Complimentary tax		
Current year	**–**	(440)
Overprovision in prior year	**1,498**	–
	1,498	(440)
Deferred tax		
Current year	**662**	–
	1,781	(1,115)

Hong Kong Profits Tax is calculated at 16.5% (2008: 17.5%) of the estimated assessable profit for the year.

Taxation arising on Macau is calculated at the rate applicable to that jurisdiction.

7. PROFIT FOR THE YEAR

	2009	2008
	HK$'000	*HK$'000*
Profit for the year has been arrived at after charging (crediting):		
Allowance for bad and doubtful debts	**2,357**	1,036
Auditors' remuneration	**594**	572
Cost of inventories recognised as expenses	**93**	424
Depreciation		
Owned assets	**3,544**	3,924
Assets held under finance leases	**318**	324
	3,862	4,248
Less: Amount capitalised to construction contracts	**(706)**	(572)
	3,156	3,676
Release of prepaid lease payments	**121**	124
Gain on disposal of property, plant and equipment	**(66)**	(3)
Minimum lease payments for operating leases in respect of land and buildings	**2,011**	1,908
Less: Amount capitalised to construction contracts	**(1,647)**	(1,637)
	364	271
Staff costs including directors' emoluments		
– Equity-settled share option expenses	**1,650**	6,836
– Settled by other means	**37,834**	44,632
	39,484	51,468
Less: Amount capitalised to construction contracts	**(28,880)**	(33,283)
	10,604	18,185

8. DIVIDEND

	2009	2008
	HK$'000	*HK$'000*
Final dividend paid in respect of 2008 of HK$Nil (2007: HK0.5 cent per share)	**–**	2,832
Scrip dividend issued in lieu of cash	**–**	(1,478)
	–	1,354
Final dividend in respect of 2009 of HK$Nil (2008: Nil)	**–**	–

No final dividend (2008: Nil) has been proposed by the directors.

9. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the profit attributable to the equity holders of the Company for the year and on the weighted average number of 735,342,693 (2008: 570,038,677) ordinary shares in issue during the year.

No diluted earnings per share has been disclosed as no diluting events existed during the year.

10. TRADE RECEIVABLES

The credit terms given to each individual customer were in accordance with the payment terms stipulated in the relevant tenders or contracts. The aged analysis of trade receivables is as follows:

	2009	2008
	HK$'000	***HK$'000***
0 – 90 days	**19,575**	30,528
91 – 180 days	**36,407**	23,566
181 – 270 days	**18,765**	6,130
Over 270 days	**21,787**	16,941
	96,534	77,165

The directors consider the fair values of the trade receivables at 30 April 2009 approximate to the corresponding carrying amounts.

11. TRADE AND OTHER PAYABLES

Included in trade and other payables are trade payables of HK$11,213,000 (2008: HK$10,881,000) with an aged analysis as follow:

	2009	2008
	HK$'000	***HK$'000***
0 – 90 days	**6,480**	4,494
91 – 180 days	**3,163**	2,103
181 – 270 days	**638**	2,280
Over 270 days	**932**	2,004
	11,213	10,881

The directors consider the fair values of the trade and other payables at 30 April 2009 approximate to the corresponding carrying amounts.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

For the year ended 30 April 2009, the turnover of the Group amounted to approximately HK$147,612,000, representing a decrease of about 20% as compared with a turnover of approximately HK$184,315,000 of the preceding year. Profit attributable to equity holders for the year ended 30 April 2009 amounted to HK$157,000 approximately, representing a decrease of about 97% as compared to about 5,731,000 of last year.

During the past year, the Hong Kong economy experienced a severe downturn especially in the finance sector as adversely affected by the financial crisis in the United States and Europe. In the recent months, economic outlook and investment climate improved due to the economic recovery measures taken by various governments and the prosperity of the Chinese economy continued to provide robust force presenting ample business opportunities for the local enterprises.

During the year ended 30 April 2009, the Group maintained its position as the market leader of the scaffolding industry. The contribution from the provision of scaffolding services for the renovation and refurbishment sector supplemented the main revenues from scaffolding services rendered to construction sites. Besides, the positive feedback from the Group's major customer in respect of new products such as climbing scaffolds and H-frame scaffolds in large-scale development projects further reinforced the foresight of the management of the Group in developing and marketing alternative scaffolding products with substantial market opportunities.

With regard to the fitting out business division, a total of 3 new contracts were awarded during the year. They comprised of the provision of fitting out services to the Clubhouse of La Grove as well as to the lobby and concourse of Tuen Mun Railway Station.

In respect of the access equipment business division, the contract for the design, supply, installation of access equipment for the Stonecutters Bridge proceeded according to plan. In addition, the provision of permanent gondolas to the Venetian (Parcel 2) hotel and serviced apartments in Macau was on-going according to schedule. During the year under review, the management of the Group envisaged a significant surge in the demand for temporary gondolas in the repair and maintenance of existing buildings market sector. As a result, the Group's fleet of temporary gondolas attained full utilization level and the Group predicted a sustained demand and decided to expand the temporary gondola fleet to maximize our capacity to tap into this booming market.

During the year ended 30 April 2009, the contracts for the design and supply of GRC (Glass Reinforced Cement) animal sculptures for the Noah's Ark Theme Park in Ma Wan and for the GRC covered walkway in Ma Wan Park were completed to the satisfaction of our reputable clients. Concurrently, works contracts for the supply and installation of GRC themed cladding to the external facades of the Venetian (Parcel 2) were also completed. Project references in the GRC market are invaluable to the Group in its future business endeavours in the market.

Regarding the international business division, the on-going works contracts for the supply and installation of access equipment to Parkview Green in Beijing proceeded according to plan. Concurrently, the Group identified the People's Republic of China (PRC) as a key potential market with abundant lucrative business opportunities and is intent on marketing our products and services for development projects in major PRC cities.

BUSINESS OUTLOOK

The Hong Kong economy recently is experiencing a considerable rebound. Consumer confidence and investment climate are gradually picking up from the global economic turmoil and recession of 2008. The enormous business potential of the PRC market especially in the land development, natural resources, environmental friendly energy sources and products can present good opportunities for the Group to benefit in penetrating into the PRC market. Nevertheless, in view of the current fluctuation in consumer demand and material costs, the Group will continue to adopt prudent policy and rationalize the business strategy whilst taking the decision not to pursue the recent project for the construction of logistic and wholesale centres and fitting of franchisee stores in PRC.

At the same time, the management of the Group is committed to vigilant cost control and resource optimization in all business and operating units. By implementing stringent budgetary control and prudent business strategy with insight, the management of the Group is of the opinion that its business is in the right track amidst the current global economic environment and would stand to benefit the sustained rebound of the world business cycle.

Project Portfolio (As at 30 April 2009)

Hong Kong

- Peak One
- The Latitude
- La Grove
- Aria in Fei Ngo Shan
- One Hyde Park, Pak Sha Tsuen, Yuen Long
- Residential Development at Kwu Tung, sheung Shui
- TKO T.L.56 Residential Development, Tseung Kwan O
- T.W.T.L. 367 Yau Kom Tau, Tsuen Wan
- Residential Development at 8 College Road, Kowloon Tong
- Police Quarters Development at Tuen Mun
- Kowloon Commerce Centre
- Refurbishment of 129 Repulse Bay Road
- Refurbishment of Port Centre Arcade, Aberdeen
- Tsuen Wan Town Centre
- Stonecutters Bridge

Macau

- The Venetian (Parcel 2) Hotel and Serviced Apartments

China

- Parkview Green Plaza, Beijing

FINANCIAL REVIEW AND ANALYSIS

During the year under review, the Group recorded a turnover of approximately HK$148 million, representing a decrease of approximately 20% compared with that of the preceding year. Nevertheless, the management of the Group continued to diversify by businesses line and geographic market of the Company. The decrease in new business and works contracts in Macau and the fitting out division accounted for a reduction of turnover in Hong Kong. However, the increase in business turnover of the access equipment division partially offset the business contraction in Macau and the fitting out division.

Gross profit of the Company decreased by 23% compared with last year whilst gross profit margin maintained at 19% during the year. Gross profit margin of the Hong Kong scaffolding division was maintained despite the current severe competition.

In line with our business expansion and diversification, administrative expenses had decreased by 19% compared with the preceding year. The management of the Group continued to adopt a policy of vigilant cost monitoring and operation streamlining in an effort to minimise cost and optimise efficiency.

The financing of our current businesses is mainly by bank borrowing. The issue of convertible note during the year ended 30 April 2009 presented an alternative source of funding for working capital requirements of the Group.

LIQUIDITY, FINANCIAL RESOURCES, CAPITAL STRUCTURE AND GEARING RATIO

During the year under review, the Group financed its operations by internally generated cash flow, banking facilities and finance leases provided by banks and finance companies. As at 30 April 2009, the Group's consolidated shareholders' funds, current assets, net current assets and total assets were HK$108,513,000 (2008: HK$106,663,000), HK$162,673,000 (2008: HK$165,682,000), HK$82,859,000 (2008: HK$63,609,000) and HK$212,456,000 (2008: HK$221,812,000) respectively.

As at 30 April 2009, the Group's consolidated bank overdrafts and bank loans were HK$13,830,000 (2008: HK$27,361,000) and HK$39,076,000 (2008: HK$42,110,000) respectively. As at 30 April 2009, the Group's bank loans had an amount of HK$26,172,000 maturing in 2010 and HK$12,904,000 maturing in and after 2010. As at 30 April 2009, obligations under finance leases amounted to HK$1,053,000 (2008: HK$1,515,000), of which HK$395,000 is due for repayment in 2010 and HK$658,000 is due for repayment after 2010.

As at 30 April 2009, the Group's bank and cash balances amounted to HK$2,050,000 (2008: HK$13,025,000). As at 30 April 2009, the Group's gearing ratio (total bank borrowings and obligations under finance leases divided by shareholders' fund) was about 50% (2008: 67%).

Most of the Group's bank and cash balances, short-term and long-term bank borrowings and obligations under finance leases were denominated in Hong Kong dollars. Most of the bank borrowings bear interest at market rates and are repayable by instalments over a period of 3 months to 2 years. Obligations under finance leases have an average lease term of 1 year. All such leases have interest rates fixed at the contract date and fixed repayment bases.

The Directors believe that the Group is in a healthy financial position and has sufficient resources to discharge its debts and to satisfy its commitments and working capital requirements.

FINAL DIVIDEND

The Board does not recommend the payment of a final dividend for the year ended 30 April 2009 (year ended 30 April 2008: Nil).

SEGMENT INFORMATION

Business segments

The Group is currently organised into 3 operating divisions – (i) scaffolding and fitting out service for construction and building works, and (ii) management contracting service for construction and building works and (iii) gondolas, parapet railings and access equipment installation and maintenance services. Details of result by business segments are shown in note 3A above.

Geographical segments

The customers of the three divisions of the Group are situated in Hong Kong, Macau and PRC. Note 3B above provides analysis of the turnover, carrying amounts of segment assets and capital expenditure by geographical markets.

DETAILS OF FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Directors do not have any future plans for material investments or capital assets.

PLEDGE ON ASSETS

At the balance sheet date, the Group has pledged the following assets as against general banking facilities granted to the Group:

	2009	2008
	HK$'000	*HK$'000*
Investment properties	**17,720**	18,400
Prepaid lease payments	**4,109**	4,795
Buildings	**11,000**	12,300

FOREIGN EXCHANGE EXPOSURE

Most of the assets and liabilities of the Group were denominated in Hong Kong dollars. The Directors consider that the potential foreign exchange exposure of the Group is limited.

CONTINGENT LIABILITIES

At 30 April 2009, the Group provided counter indemnities amounting to HK$2,635,000 (2008: HK$7,313,000) to banks for surety bonds issued by the banks in respect of construction contracts.

EMPLOYEES AND REMUNERATION POLICIES

As at 30 April 2009, the total number of full-time employees of the Group was 106 (2008: 116). The total remuneration paid to employees (including directors' emoluments) amounted to HK$39,484,000 in 2009 (2008: HK$51,468,000). Employees are remunerated according to their performance and working experience. In addition to basic salaries and participation in the mandatory provident fund scheme, staff benefits include performance bonus, medical scheme, share options and training.

REVIEW OF CONSOLIDATED FINANCIAL STATEMENTS

The Audit Committee of the Company has reviewed the consolidated financial statements of the Group for the year ended 30 April 2009.

REVIEW OF PRELIMINARY ANNOUNCEMENT

The figures in respect of the preliminary announcement of the Group's results for the year ended 30 April 2009 have been agreed by the Group's auditors, Moore Stephens, to the amounts set out in the Group's draft consolidated financial statements for the year. The work performed by Moore Stephens in this respect did not constitute an assurance engagement in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and consequently no assurance has been expressed by Moore Stephens on the preliminary announcement.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

For the year ended 30 April 2009, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

CORPORATE GOVERNANCE

The Code on Corporate Governance Practice set out in Appendix 15 to the GEM Listing Rules ("Code on Corporate Governance Practices") which is effective for the accounting periods commencing on or after 1 January 2005 has replaced the minimum standard of good practices for issuers and their directors stated in Rules 5.35 to 5.45 of the GEM Listing Rules. In the opinion of the Board, the Company has complied with the Code on Corporate Governance Practices. A Corporate Governance Report will be despatched with the annual report of the Company.

AUDIT COMMITTEE

The Company established an audit committee on 9 November 2001 with written terms of reference that clearly establish the audit committee's authority and duties. The audit committee currently comprises 3 independent non-executive directors of the Company, Mr. Lam Kwok Wing, Mr. Yeung Po Chin and Dr. Fung Ka Shuen.

The primary duties of the audit committee are to review the Company's annual report and accounts, half-year report and quarterly reports and provide advice and comments thereon to the Board. The audit committee will also be responsible for reviewing and supervising the financial reporting process and internal control procedures of the Group.

Five audit committee meetings were held since 1 May 2008 up to the date of this announcement.

By order of the Board
WLS HOLDINGS LIMITED
So Yu Shing
Chairman

Hong Kong, 23 July 2009

As at the date of this announcement, the Board comprises Mr. So Yu Shing (Chairman and Executive Director), Mr. Kong Kam Wang (Executive Director and Chief Executive Officer), Ms. Lai Yuen Mei Rebecca (Executive Director), Mr. Woo Siu Lun (Executive Director), Mr. Lam Kwok Wing (Independent Non-executive Director), Mr. Yeung Po Chin (Independent Non-executive Director), Dr. Fung Ka Shuen (Independent Non-executive Director) and Mr. Hui Tung Wah (Non-executive Director).

This announcement will remain on the GEM website at www.hkgem.com on the "Latest Company Announcement" page for at least 7 days from the date of its posting and on the website of the Company at www.wls.com.hk.