PLUS HOLDINGS LIMITED
(Provisional Liquidators Appointed)
（普 納 集 團 有 限 公 司*）
（已委任臨時清盤人）
(Incorporated in Bermuda with limited liability)

(Stock Code: 1013)

FINAL RESULTS FOR THE YEAR ENDED 31 MARCH 2008

The Joint and Several Provisional Liquidators (the "Provisional Liquidators") of Plus Holdings Limited (Provisional Liquidators Appointed) (the "Company") announces the audited consolidated results of the Company and its subsidiaries (the "Group") for the year ended 31 March 2008 together with comparative figures for the year ended 31 March 2007 as follows:

CONSOLIDATED INCOME STATEMENT

		For the years ended 31 March	
		2008	2007
	Notes	***HK$'000***	*HK$'000*
Turnover	*2*	**65,605**	69,060
Cost of sales		**(57,620)**	(59,970)
Gross profit		**7,985**	9,090
Other operating income		**2,540**	10,233
Selling and distribution expenses		**(330)**	(661)
Administrative expenses		**(9,338)**	(15,905)
Other operating expenses		**(22,696)**	(39,000)
Loss from operations	*4*	**(21,839)**	(36,243)
Share of results of associates		**(1,636)**	(1,069)
Finance costs	*5*	**(4,218)**	(17,954)
Loss before taxation		**(27,693)**	(55,266)
Taxation	*6*	**(81)**	1,427
Loss for the year		**(27,774)**	(53,839)
Attributable to:			
Equity holders of the Company		**(27,774)**	(50,480)
Minority interests		**–**	(3,359)
		(27,774)	(53,839)
Loss per share			
Basic	*7*	**(2.00) cents**	(3.63) cents
Diluted		**N/A**	N/A

CONSOLIDATED BALANCE SHEET

AS AT 31 MARCH 2008

	Notes	2008 HK$'000	2007 HK$'000
Non-current assets			
Property, plant and equipment		**7**	1,242
Goodwill		**–**	11,160
Interests in associates		**2,532**	3,824
		2,539	16,226
Current assets			
Inventories		**36,254**	23,096
Trade and other receivables, prepayments and deposits	*8*	**44,599**	28,700
Financial assets at fair value through profit or loss		**–**	5,565
Amounts due from related companies		**6,012**	6,117
Bank balances and cash		**6,909**	1,587
		93,774	65,065
Current liabilities			
Trade and other payables	*9*	**142,925**	94,703
Amount due to a related company		**4,269**	3,898
Amounts due to directors		**240**	19
Amount due to an associate		**167**	152
Tax payable		**2,719**	4,043
Borrowings – due within one year		**42,582**	44,231
Convertible bonds – due within one year		**14,040**	14,040
		206,942	161,086
Net current liabilities		**(113,168)**	(96,021)
Total assets less current liabilities		**(110,629)**	(79,795)
Capital and Reserves:			
Share capital		**139,116**	139,116
Reserves		**(249,745)**	(218,911)
Equity attributable to equity holders of the Company		**(110,629)**	(79,795)
Total equity		**(110,629)**	(79,795)

NOTES TO THE FINANCIAL STATEMENTS

1.1 BASIS OF PREPARATION

The Group incurred a consolidated loss attributable to equity holders of the Company of approximately HK$27,774,000 for the year ended 31 March 2008 (2007: approximately HK$50,480,000) and as at 31 March 2008 the Group had net current liabilities of approximately HK$113,168,000 (2007: approximately HK$96,021,000) and deficiency in the shareholders' fund of approximately HK$110,629,000 (2007: approximately HK$79,795,000). The Group had overdue borrowings of approximately HK$42,582,000 (2007: approximately HK$44,231,000). These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going-concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

On 15 November 2006, Lolliman Finance Limited ("Lolliman") petitioned for the winding-up of the Company. The Company, as guarantor, is required to repay the outstanding loan owed by Holy (Hong Kong) Universal Limited ("Holy HK"), an indirect wholly-owned subsidiary of the Company. Upon the application of Lolliman, Messrs. Liu Yiu Keung Stephen and Robert Armor Morris, both of Ernst & Young Transactions Limited, were appointed as the Provisional Liquidators of the Company on 17 May 2007 by the High Court of Hong Kong Court of First Instance (the "Hong Kong Court") so as to preserve the assets of the Group, to consider and review all restructuring proposals to maximise the recovery of the creditors and shareholders of the Company.

As such, the Provisional 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 Provisional Liquidators to approve, publish and do all such acts in connection with the publication of this annual report and the relevant announcements.

The Provisional Liquidators are responsible for the accuracy and completeness of the contents of these audited financial statements for the year ended 31 March 2008 in relation to: (i) the affairs of the Group after the appointment of the Provisional 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 Provisional Liquidators.

The Provisional 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 17 December 2004. The Company has been placed into the third and final stage of delisting procedures in accordance with Practice Note 17 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") on 24 March 2007. If no viable resumption proposal was submitted at least ten business days before 23 September 2007, the listing status of the Company would be cancelled.

The Provisional Liquidators have appointed financial advisers to the Company (the "Financial Advisers"). Since then, the Provisional Liquidators and the Financial Advisers have been in discussion and negotiation with various potential investors with a view to restructuring the Company and submitting a viable resumption proposal to the Stock Exchange.

On 5 July 2007, the Company, acting by the Provisional Liquidators, entered into the legally binding Heads of Agreement (as varied by a side-letter dated 26 July 2007) (the "Heads of Agreement") with an investor (the "Investor") in relation to the proposed restructuring of the Group. The Heads of Agreement was subsequently supplemented by a supplemental agreement dated 23 August 2007 (the "Supplemental Agreement").

On 12 September 2007 and 19 November 2007, the Company submitted a resumption proposal and a supplement to the resumption proposal respectively to the Stock Exchange setting out the principal terms of the proposed restructuring of the Group and requesting the in-principle approval from the Stock Exchange to the resumption proposal (the "Resumption Proposal").

On 23 November 2007, the Stock Exchange wrote to the Provisional Liquidators confirming them that the Listing Committee decided to allow the Company to proceed with the Resumption Proposal, subject to compliance of certain conditions as set out in the in-principle approval letter within six months from 23 November 2007.

According to the Heads of Agreement, the Company, the Provisional Liquidators (acting as an agent of the Company), the Investor and Mr Lam Ching Kui (as guarantor) entered into the Debt Restructuring Agreement, the Subscription Agreement and Escrow Agreement on 31 March 2008 and the same was announced by the Company on 3 April 2008.

On 19 May 2008, the Stock Exchange granted an extension to the Company for fulfillment of the conditions as set out in its in-principle approval letter dated 23 November 2007 from 22 May 2008 to on or before 22 August 2008. The Provisional Liquidators and the Investor had also agreed on the said extension on 21 May 2008. The relevant announcement was published by the Provisional Liquidators on 22 May 2008.

The special general meeting of the Company (the "SGM") was duly convened on 23 June 2008 and all the resolutions regarding the implementation of the proposed restructuring were duly and unanimously passed by the shareholders (and independent shareholders as required by way of poll) attending and eligible to vote at the SGM. The details of the resolutions are set out in the Circular dated 30 May 2008 and the relevant announcement of the results of the SGM was published by the Provisional Liquidators on 23 June 2008.

The creditors' meetings of the Company to approve the scheme of arrangement in Hong Kong (the "Hong Kong Scheme") and in Bermuda (the "Bermuda Scheme", collectively the "Schemes") pursuant to section 166 of the Companies Ordinance (Cap.32 of the laws of Hong Kong) and section 99 of The Companies Act 1981 of Bermuda (as amended) were held on 23 June 2008 and 14 July 2008 respectively. The Schemes were duly passed by the required majority of the creditors present and voting at the said creditors' meetings. The relevant announcements in respect of the results of the meetings of the Hong Kong Scheme and the Bermuda Scheme were published by the Provisional Liquidators on 23 June 2008 and 14 July 2008 respectively.

On 5 August 2008, the Hong Kong Court sanctioned the Hong Kong Scheme and ordered that the adjourned hearing of the winding-up petition against the Company presented to the Hong Kong Court by Lolliman on 15 November 2006 fixed for 1 September 2008 be vacated and dismissed and that the Provisional Liquidators be discharged upon the Hong Kong Scheme Administrators confirming to the Hong Kong Court that the restructuring is completed and that the Schemes are effective. The relevant announcement was published by the Provisional Liquidators on 5 August 2008.

On 8 August 2008 (Bermuda time), the Supreme Court of Bermuda (the "Bermuda Court") sanctioned the Bermuda Scheme and the same was announced by the Provisional Liquidators on 11 August 2008.

The court orders of sanction of both Schemes are expected to be filed with the respective companies' registrar on or about 19 August 2008. The completion of the restructuring agreements (the "Completion") is expected to be on or about 20 August 2008.

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

(a) a restructuring of the Company through the subscription by the Investor of subscription shares, convertible preference shares and the options, which would give rise to a funding of HK$170 million cash proceeds to the Company (net of any advance made by the Investor);

(b) in the event that the Investor exercises its options in full, such exercise will result in an injection of an additional HK$200 million cash proceeds to the Company;

(c) all the creditors will discharge and waive their claims against the Company by way of the Hong Kong Scheme and the Bermuda Scheme, as appropriate; and

(d) the resumption of trading in the shares of the Company upon the Completion.

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 and final stage of delisting procedures, the Provisional 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 Provisional Liquidators are of the view that, in the absence of unforeseen circumstances and subject to the Completion, the proposed restructuring provides more favourable terms rather than under a liquidation scenario and therefore represents the best option currently available to the Company, its creditors and shareholders as:

(a) all liabilities of the Company will be compromised and discharged through the Schemes; and

(b) 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 of the Stock Exchange. Based on the above, the Provisional Liquidators are of the opinion that the restructuring proposal is likely to be successfully implemented because the restructuring proposal has approached the completion stage, notwithstanding that it is subject to certain relevant conditions precedent to be satisfied.

Should the Group be unable to achieve a successful restructuring as mentioned above, and continue in business as a going concern, adjustments might have to be made to restate the values 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.

1.2 APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied, for the first time, a number of new standards, amendment and interpretations ("New HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are effective for accounting periods beginning on or after 1 April 2007.

HKAS 1 (Amendment)	Capital Disclosures
HKFRS 7	Financial Instruments: Disclosures
HK(IFRIC) – INT 8	Scope of HKFRS 2
HK(IFRIC) – INT 9	Reassessment of Embedded Derivatives
HK(IFRIC) – INT 10	Interim Financial Reporting and Impairment
HK(IFRIC) – INT 11	HKFRS 2: Group and Treasury Share Transactions

The adoption of the new HKFRSs had no material effect on how the results and the financial position for the current or prior accounting periods have been prepared and presented. Accordingly, no prior period adjustment has been required.

The Group has not early applied the following new and revised standards, amendment or interpretations that have been issued but are not yet effective. The Group is in the process of making an assessment of what the impact of these New HKFRS is expected to be in the period of the initial application.

HKAS 1 (Revised)	Presentation of financial statements[1]
HKAS 23 (Revised)	Borrowing Costs[1]
HKAS 27 (Revised)	Consolidated and separate financial statements[2]
HKAS 32 and HKAS 1 (Amendments)	Puttable Financial Instruments and Obligation Arising on Liquidation[1]
HKFRS 2 (Amendment)	Vesting conditions and cancellations[1]
HKFRS 3 (Revised)	Business combinations[2]
HKFRS 8	Operating Segments[2]
HK(IFRIC) – INT 12	Service Concession Arrangements[3]
HK(IFRIC) – INT 13	Customer loyalty programmes[4]
HK(IFRIC) – INT 14	HKAS 19 – The limit on a defined benefit asset, minimum funding requirements and their interaction[3]

[1] Effective for annual periods beginning on or after 1 January 2009
[2] Effective for annual periods beginning on or after 1 July 2009
[3] Effective for annual periods beginning on or after 1 January 2008
[4] Effective for annual periods beginning on or after 1 July 2008

2. TURNOVER

Turnover represents the net amounts received and receivable for goods sold and services provided by the Group to outside customers during the year. Details are summarised as follows:

	2008	2007
	HK$'000	*HK$'000*
Turnover		
Sales and integration services	**54,154**	50,999
Services income	**8,075**	14,555
Contract income	**3,376**	3,506
	65,605	69,060

3. BUSINESS AND GEOGRAPHICAL SEGMENTS

Business segments

For management purposes, the Group is currently organised into three operating divisions – sales and integration services, services income and contract income. These divisions are the basis on which the Group reports its primary segment information.

Principal activities are as follows:

Sales and integration services	–	income from sales and service, provision of integration services of computer and communication systems
Services income	–	income from design, consultation, production of information system software and management training services
Contract income	–	income in connection with the sale of communication systems equipment for intelligent buildings and provision of installation services

Segment information about these businesses is presented below:

Consolidated Income Statement
For the years ended 31 March 2008 and 31 March 2007

	Sales and integration services		**Services income**		**Contract income**		**Consolidated**	
	2008	2007	**2008**	2007	**2008**	2007	**2008**	2007
	HK$'000	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*	***HK$'000***	*HK$'000*
TURNOVER								
External sales	**54,154**	50,999	**8,075**	14,555	**3,376**	3,506	**65,605**	69,060
SEGMENT RESULTS	**(5,857)**	(33,077)	**(1,395)**	(2,587)	**1,148**	1,300	**(6,104)**	(34,364)
Unallocated corporate income							**6,132**	6,966
Unallocated corporate expenses							**(21,867)**	(8,845)
Loss from operations							**(21,839)**	(36,243)
Share of results of associates							**(1,636)**	(1,069)
Finance costs							**(4,218)**	(17,954)
Loss before taxation							**(27,693)**	(55,266)
Taxation							**(81)**	1,427
Loss for the year							**(27,774)**	(53,839)

Geographical segments

No geographical segment analysis is provided as substantially all of the Group's turnover and contribution to results were derived from the People's Republic of China (the "PRC").

4. LOSS FROM OPERATIONS

	The Group	
	2008	2007
	HK$'000	*HK$'000*
Loss from operations has been arrived after charging:		
Allowance for amounts due from related companies	**50**	6,234
Allowance for amount due from a director	**30**	–
Auditors' remuneration	**400**	360
Bad debts written off	**–**	2,014
Depreciation of property, plant and equipment	**91**	302
Impairment loss on goodwill	**11,160**	11,159
Loss on disposal of property, plant and equipment	**–**	9
Realised loss on financial assets at fair value through profit and loss	**–**	1,937
Staff costs (including directors' emoluments)		
– salaries and allowance	**5,085**	8,012
– provident fund contributions	**21**	74
Unrealised loss on financial assets at fair value through profit and loss	**–**	327
Exchange loss	**63**	821
Provision for bad and doubtful debts	**4,891**	10,439
Written-off of property, plant and equipment	**–**	17
Written-off of unidentified bank balances	**–**	1,120

5. FINANCE COSTS

	The Group	
	2008	2007
	HK$'000	*HK$'000*
Interest on convertible bonds	**276**	–
Interest on borrowings wholly repayable within five years	**3,624**	17,954
Other interests	**318**	–
	4,218	17,954

6. TAXATION

	The Group	
	2008	2007
	HK$'000	*HK$'000*
Taxation charge comprises:		
Taxation in the PRC:		
– current year	**81**	76
Deferred tax:		
– credit for the year	**–**	(1,503)
	81	(1,427)

No Hong Kong Profits Tax has been provided for in the financial statements as the Company has sustained a loss for the year (2007: Nil).

Taxation in the PRC is calculated at the rates of taxation prevailing in the PRC.

The charge for the year can be reconciled to the loss per the consolidated income statement as follows:

	2008	2007
	HK$'000	*HK$'000*
Loss before taxation	**(27,693)**	(55,266)
Tax at the applicable income tax rate	**(4,569)**	(9,672)
Tax effect of expenses not deductible for tax purposes	**6,630**	26,740
Tax effect of income not taxable for tax purposes	**(1,941)**	(17,672)
Tax losses carried forward	**–**	604
Deferred taxation	**–**	(1,503)
Utilisation of tax losses not previously recognised	**(120)**	–
Effect of PRC taxation	**81**	76
Taxation charge	**81**	(1,427)

7. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss attributable to shareholders of HK$27,774,000 (2007: HK$50,480,000) and on the weighted average number of ordinary shares in issue during the year of 1,391,162,483 (2007: 1,391,162,483) shares.

Diluted loss per share amounts for the years ended 31 March 2008 and 2007 have not been calculated because the share options outstanding during these years had an anti-dilutive effect on the basic loss per share.

8. TRADE AND OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

According to the contracts entered into with trade customers, an average of 90% of the contract revenue is normally repayable within 90 days from the date of receipt of customers' acceptance, whereas the remaining 10% of trade receivables represent retentions held by customers which are normally due one year after a project is completed. The following is an ageing analysis of trade receivables included in trade and other receivables, prepayments and deposits at the balance sheet date:

	2008	2007
	HK$'000	*HK$'000*
Trade receivables	**26,279**	30,150
Less: Provision for bad and doubtful debts	**(17,344)**	(12,453)
	8,935	17,697
Other debtors, prepayments and deposits	**35,664**	11,003
	44,599	28,700

The following is an aged analysis of trade receivables net of provision for bad and doubtful debts at the balance sheet date:

	2008	2007
	HK$'000	*HK$'000*
0-30 days	**856**	846
31-90 days	**1,671**	7,280
Over 90 days	**6,408**	9,571
	8,935	17,697

Movement in provision for bad and doubtful debts of trade receivables:

	2008	2007
	HK$'000	*HK$'000*
Balance at beginning of the year	**12,453**	–
Provision for bad and doubtful debts	**4,891**	10,439
Bad debts written off	**–**	2,014
Balance at end of the year	**17,344**	12,453

The fair value of the Group's trade and other receivables, prepayments and deposits as at 31 March 2008 and 2007 approximates to the corresponding carrying amount.

9. TRADE AND OTHER PAYABLES

The following is an ageing analysis of trade payables included in trade and other payables at the balance sheet date:

	2008	2007
	HK$'000	*HK$'000*
Trade payables:		
0 – 90 days	**2,985**	3,612
91 – 180 days	**8,167**	3,942
Over 180 days	**28,418**	41,291
	39,570	48,845
Other payables	**103,355**	45,858
	142,925	94,703

AN EXTRACT OF 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 Qualified Opinion

Material Uncertainty Relating to the Going-Concern Basis

As explained in note 2 to the financial statements, all the resolutions regarding the implementation of the proposed restructuring were duly and unanimously passed by the shareholders (and independent shareholders as required by way of poll) at the Company's special general meeting held on 23 June 2008. In addition, the creditors' meetings to approve the schemes of arrangement in Hong Kong and Bermuda (the "Schemes") were held on 23 June 2008 and 14 July 2008 respectively. Both Schemes were also duly passed by the required majority of the creditors present and voting at the respective meetings. The Provisional Liquidators are of the opinion that the proposed resumption proposal (the "Resumption Proposal") is likely to be successfully implemented because the Resumption Proposal has approached the completion stage, notwithstanding that it is subject to certain relevant conditions precedent to be satisfied.

As at 31 March 2008, the Group and the Company had net current liabilities of approximately HK$113.2 million and approximately HK$62.2 million respectively, which indicate the existence of a material uncertainly which may cast significant doubt on the Group's and the Company's ability to continue as a going-concern. The financial statements have been prepared on a going-concern basis on the assumption that the Resumption Proposal will be successfully completed and that, following the financial restructuring and implementing the Resumption Proposal, the financial position of the Group will be substantially improved upon the completion of the restructuring agreements as all liabilities arising from the creditors of the Company and the creditors of its subsidiaries holding guarantees given by the Company will be compromised and discharged through the Schemes.

In the opinion of the Provisional Liquidators, the Group will continue to meet in full its financial obligations as they fall due in the foreseeable future. The financial statements do not include any adjustments that would result from a failure to complete the financial restructuring and implement the Resumption Proposal or to obtain other funding. However, in view of the extent of the uncertainties relating to the completion of the financial restructuring as at the balance sheet date, we qualify our opinion in respect of the material uncertainty relating to the going-concern basis.

Qualified Opinion Arising from Limitation of Audit Scope

In our opinion, except for the effects of any adjustments, if any, as might have been determined to be necessary had we been able to satisfy ourselves as to the material uncertainty relating to the going-concern basis as described above, the consolidated financial statements give a true and fair view of the state of affairs of the Group as at 31 March 2008 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

BUSINESS REVIEW

The Company acts as an investment holding company. The principle activities of its subsidiaries and associates are:

– Provision of solutions on software and services;
– Trading of communication products;
– Provision of financial services;
– Investment holdings; and
– Provision of telecommunication infrastructure solution services.

Most of the Group's business activities and revenue are generated by two PRC subsidiaries of the Company, Beijing HollyBridge System Integration Company Limited (北京合力金橋系統集成技術有限公司*) ("Beijing HollyBridge") and Plus Financial Management Services Limited (北京普納天成理財諮詢服務有限公司*). The remaining subsidiaries of the Company are generally inactive, except for Telecom Plus Investment Limited, a Hong Kong incorporated company which holds shares in a listed company in Hong Kong.

The Company was struck off in the Register of Companies by the Registrar of Companies in Bermuda on 20 October 2006 due to non-payment of its 2006 annual government fees and late penalties. Upon their appointment, the Provisional Liquidators settled the outstanding annual government fees and late penalties and filed an affirmation to the Bermuda Court to reinstate the Company's registration status in Bermuda. On 7 February 2008, the Bermuda Court ordered to restore the Company to the Register of Companies in Bermuda and pursuant to section 261 of the Companies Act 1981 of Bermuda (as amended), the Company is deemed to have continued in existence as if its name had not been struck off.

WINDING-UP PETITION AND RESTRUCTURING OF THE GROUP

On 15 November 2006, Lolliman, a loan creditor of Holy HK, the indirect wholly owned subsidiary of the Company, presented a winding-up petition against the Company. Upon the application of Lolliman, Messrs. Liu Yiu Keung Stephen and Robert Armor Morris, both of Ernst & Young Transactions Limited, were appointed by the Hong Kong Court as the Provisional Liquidators on 17 May 2007 so as to preserve the assets of the Group and to consider and review all restructuring proposals to maximise the recovery of the creditors and shareholders of the Company.

The Company was put into the third and final stage of the delisting procedures pursuant to Practice Note 17 of the Listing Rules and if no viable resumption proposal was submitted on or before 12 September 2007 (i.e. at least ten business days before 23 September 2007), the listing status of the Company would be cancelled.

Since then, the Provisional Liquidators have been in discussions with various investors with a view to restructure the Group.

On 5 July 2007, the Company, acting by the Provisional Liquidators, entered into the legally binding Heads of Agreement with the Investor in relation to the proposed restructuring of the Group. The Heads of Agreement was subsequently supplemented by the Supplemental Agreement.

On 12 September 2007 and 19 November 2007, the Company submitted the Resumption Proposal to the Stock Exchange setting out the principal terms of the proposed restructuring of the Group and requesting the in-principle approval from the Stock Exchange to the Resumption Proposal.

On 23 November 2007, the Stock Exchange wrote to the Provisional Liquidators confirming them that the Listing Committee decided to allow the Company to proceed with the Resumption Proposal, subject to compliance of certain conditions as set out in the in-principle approval letter within six months from 23 November 2007.

According to the Heads of Agreement, the Company, the Provisional Liquidators (acting as an agent of the Company), the Investor and Mr Lam Ching Kui (as guarantor) entered into the Debt Restructuring Agreement, the Subscription Agreement and Escrow Agreement on 31 March 2008 and the same was announced by the Company on 3 April 2008.

On 19 May 2008, the Stock Exchange granted an extension to the Company for fulfilment of the conditions as set out in its in-principle approval letter dated 23 November 2007 from 22 May 2008 to on or before 22 August 2008. The Provisional Liquidators and the Investor had also agreed on the said extension on 21 May 2008. The relevant announcement was published by the Provisional Liquidators on 22 May 2008.

The SGM was convened on 23 June 2008 and all the resolutions regarding the implementation of the proposed restructuring were duly and unanimously passed by the shareholders (and independent shareholders as required by way of poll) attending and eligible to vote at the SGM. The details of the resolutions are set out in the Circular dated 30 May 2008 and the relevant announcement of the results of the SGM was published by the Provisional Liquidators on 23 June 2008.

The creditors' meetings of the Company to approve the Hong Kong Scheme and the Bermuda Scheme were held on 23 June 2008 and 14 July 2008 respectively. The Schemes were duly passed by the required majority of the creditors present and voting at the said creditors' meetings. The relevant announcements in respect of the results of the meetings of the Hong Kong Scheme and the Bermuda Scheme were published by the Provisional Liquidators on 23 June 2008 and 14 July 2008 respectively.

On 5 August 2008, the Hong Kong Court sanctioned the Hong Kong Scheme and ordered that the adjourned hearing of the winding-up petition against the Company presented to the Hong Kong Court by Lolliman on 15 November 2006 fixed for 1 September 2008 be vacated and dismissed and that the Provisional Liquidators be discharged upon the Hong Kong Scheme Administrators confirming to the Hong Kong Court that the restructuring is completed and that the Schemes are effective. The relevant announcement was published by the Provisional Liquidators on 5 August 2008.

On 8 August 2008 (Bermuda time), the Bermuda Court sanctioned the Bermuda Scheme and the same was announced by the Provisional Liquidators on 11 August 2008.

The court orders of sanction of both Schemes are expected to be filed with respective companies' registrar on or about 19 August 2008. The Completion is expected to be on or about 20 August 2008.

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

(d) a restructuring of the Company through the subscription by the Investor of subscription shares, convertible preference shares and the options, which would give rise to a funding of HK$170 million cash proceeds to the Company (net of any advance made by the Investor);

(e) in the event that the Investor exercises its options in full, such exercise will result in an injection of an additional HK$200 million cash proceeds to the Company;

(f) all the creditors will discharge and waive their claims against the Company by way of the Hong Kong Scheme and the Bermuda Scheme, as appropriate; and

(g) the resumption of trading in the shares of the Company upon the Completion.

PROSPECTS

The principal business activities of the subsidiaries and associated companies of the Company are set out in the notes to the consolidated financial statements. Beijing HollyBridge, which the Company holds 51% equity shares (the remaining 49% shareholders namely 北京旭亞榮泰科技發展有限公司 and 北京冠耀投資諮詢有限公司), is engaged in the manufacturing of software, provision of solutions and related services, and provision of telecommunication infrastructure solution services in the PRC. The existing operations of the Group are principally carried out through Beijing HollyBridge.

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 the Completion as all liabilities arising from the creditors of the Company and the creditors of its subsidiaries holding guarantees given by the Company will be compromised and discharged through the Schemes.

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

Since the entering into of the Heads of Agreement, the Group, with the support of the Investor, is gradually rebuilding its trading position via Beijing HollyBridge. Upon the Completion, the Group will be in a better position to further expand and develop the system integration business carried out by Beijing HollyBridge.

On the basis of the above, it is expected that the trading position of the Group will also be substantially improved following the Completion. The higher level of activities of Beijing HollyBridge since the evolvement of the Resumption Proposal and the new and future contracts all bode well for the future prospect of the Group.

SUSPENSION OF TRADING

Trading in the shares of the Company on the Main Board of the Stock Exchange has been suspended since 17 December 2004.

LIQUIDITY AND FINANCIAL RESOURCES

As at 31 March 2008, the Group had net current liabilities of approximately HK$113.2 million, compared with the net current liabilities of approximately HK$96 million as at 31 March 2007, an increase of HK$17.2 million.

As at 31 March 2008, the Company had outstanding convertible bonds amounted to US$1.8 million (equivalent to HK$14,040,000).

The Group's total borrowings amounted to approximately HK$42.6 million (2007: approximately HK$44.2 million). Total borrowings are due to pay within one year.

The Group had bank balances and cash of approximately HK$6.9 million (2007: approximately HK$1.6 million) as at 31 March 2008.

As at 31 March 2008, the Group's current ratio of current assets to current liabilities was 0.45 (2007: 0.40). The gearing ratio, as a ratio of total liabilities to total assets, was 2.15 (2007: 1.98).

The Group had limited exposure to foreign exchange rate fluctuations as most of its transactions, including borrowings, were mainly conducted in Hong Kong Dollars, US Dollars or Renminbi, and the exchange rates of these currencies were relatively stable throughout the year.

DIVIDEND

The Provisional Liquidators do not recommend payment of any dividend for the year ended 31 March 2008 (2007: Nil).

PLEDGE OF ASSETS

As at 31 March 2008, no financial assets at fair value through profit or loss (2007: approximately HK$5,565,000) was pledged to secure the other borrowings of the Group.

EMPLOYMENT AND REMUNERATION POLICIES

As at 31 March 2008, the Group had approximately 50 (2007: approximately 50) employees. Total staff cost (including directors' emoluments) incurred during the year amounted to approximately HK$5.11 million (2007: approximately HK$8.09 million).

Remuneration packages are generally structured by reference to market terms and individuals merits. Salaries are normally reviewed and bonuses paid on an annual basis based on performance appraisals and other relevant factors. Staff benefit plans maintained by the Group include mandatory provident fund scheme, share option scheme and medical insurance.

The emoluments of the directors of the Company are determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Company and desirability of performance-based remuneration.

SIGNIFICANT POST-BALANCE SHEET EVENTS

Details of significant events which took place subsequent to 31 March 2008 are set out as follows:

(1) Extension of the long stop date

On 19 May 2008, the Stock Exchange granted an extension to the Company for fulfillment of the conditions set out in its in-principle approval letter dated 23 November 2007 from 22 May 2008 to on or before 22 August 2008. The Provisional Liquidators and the Investor had also agreed on the said extension on 21 May 2008. The relevant announcement was published by the Provisional Liquidators on 22 May 2008.

(2) Convening of the SGM

The SGM was duly convened on 23 June 2008 and all the resolutions regarding the implementation of the proposed restructuring were duly and unanimously passed by the shareholders (and independent shareholders as required by way of poll) attending and eligible to vote at the SGM.

The amendments to the Company's Memorandum of Association and Bye-laws (the "Bye-laws") and adoption of the new Bye-laws in respect of the proposed restructuring became effective on the date of passing the relevant resolutions at the SGM. A copy of the new Bye-laws was filed with Hong Kong's Companies Registry on 14 July 2008. The other resolutions proposed and passed at the SGM will be effective upon the Completion. The details of the resolutions are set out in the Circular dated 30 May 2008 and the relevant announcement of the results of the SGM was published by the Provisional Liquidators on 23 June 2008.

(3) Convening of the meetings for creditors approving the Schemes

The meetings for creditors to approve the Hong Kong Scheme and the Bermuda Scheme were held on 23 June 2008 and 14 July 2008 respectively. The Schemes were duly passed by the required majority of the creditors present and voting at the said creditors' meetings. The relevant announcements in respect of the results of the meetings of the Hong Kong Scheme and the Bermuda Scheme were published by the Provisional Liquidators on 23 June 2008 and 14 July 2008 respectively.

The Hong Kong Scheme was sanctioned by the Hong Kong Court on 5 August 2008 and the Bermuda Scheme was sanctioned by the Bermuda Court on 8 August 2008 (Bermuda time). The relevant announcements were published by the Provisional Liquidators on 5 August 2008 and 11 August 2008 respectively.

(4) Dismissal of the winding-up petition and discharge of the Provisional Liquidators

On 5 August 2008, the Hong Kong Court has ordered that the adjourned hearing of the winding-up petition against the Company presented to the Hong Kong Court by Lolliman on 15 November 2006 fixed for 1 September 2008 be vacated and dismissed and that the Provisional Liquidators be discharged upon the Hong Kong Scheme Administrators confirming to the Hong Kong Court that the restructuring is completed and that the Schemes are effective.

As at the date of this announcement, the Provisional Liquidators are in the course of preparing the relevant documents for the Completion which is expected to be on or about 20 August 2008. The above is the estimated date for Completion which may be subject to change.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Provisional Liquidators were appointed to the Company on 17 May 2007. Consequently, the Provisional Liquidators are unable to comment as to whether the Company complied with the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules throughout the financial year ended 31 March 2008.

MODE CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Provisional Liquidators were appointed to the Company on 17 May 2007. Consequently, the Provisional Liquidators are unable to comment as to whether the Company complied with the required standard set out in the Model Code for Securities Transactions by Directors of Listed Companies in Appendix 10 to the Listing Rules as the code of conduct regarding the securities transactions by the directors throughout the financial year ended 31 March 2008.

AUDIT COMMITTEE

To the best of the knowledge of the Provisional Liquidators, the Company had an audit committee comprising the three former Independent Non-executive Directors ("INEDs"), namely Mr Wang Xiangfei, Mr. Xu Xiaosheng and Mr. Zhao Renwei, until their resignation as directors. At the Company's board meeting held on 4 December 2007, the audit committee was resumed comprising the three newly appointed INEDs, namely Mr Choi Man On (who also acts as the chairman of the audit committee), Mr Young Meng Cheung Andrew and Mr Chan Kin Sang. The audit committee will consider the Group's financial reporting and internal control and to maintain an appropriate relationship with the auditors of the Company in accordance with the requirements of the Code on Corporate Governance Practices.

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

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

PUBLICATION OF INFORMATION ON WEBSITES

This results announcement is available for viewing on the website of Stock Exchange at www.hkex.com.hk and on the website of the Company at http://www.equitynet.com.hk/plusholdings.

For and on behalf of
Plus Holdings Limited
(Provisional Liquidators Appointed)
Liu Yiu Keung Stephen
Robert Armor Morris
Provisional Liquidators of the Company
who act without personal liabilities

Hong Kong, 12 August, 2008

* *For identification purpose only*

As at the date of this announcement, the board of directors comprises three executive directors, namely Mr. Zou Yishang, Mr. Hu Jian and Mr. Cui Jingya, one non-executive director, Mr. Weng Xianding, and three independent non-executive directors, namely Mr. Choi Man On, Mr. Young Meng Cheung Andrew and Mr. Chan Kin Sang. However, the power of the directors of the Company have been exercised by the Provisional Liquidators of the Company since their appointment pursuant to the order of the Hong Kong Court dated 17 May 2007.