

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 24 December 2014 (the “Prospectus”) issued by Deson Construction International Holdings Limited (the “Company”).

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



迪臣建設國際集團有限公司
Deson Construction International Holdings Limited
(incorporated in the Cayman Islands with limited liability)

**LISTING BY WAY OF PLACING
ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

Number of Placing Shares : 50,000,000 Shares
Placing Price : Not more than HK\$0.40 per Placing Share and expected to be not less than HK\$0.375 per Placing Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application)
Nominal value : HK\$0.05 each
Stock code : 8268

Sponsor

SUNWAH KINGSWAY
新華滙富

Kingsway Capital Limited

Bookrunner and Lead Manager

SUNWAH KINGSWAY
新華滙富

**Kingsway Financial Services
Group Limited**

Printed copies of the Prospectus as required by the GEM Listing Rules and the Companies Ordinance (Miscellaneous Provisions) are available, for information purposes only, during normal business hours from 9:00 a.m. on Wednesday, 24 December 2014 until 5:00 p.m. on Thursday, 8 January 2015 at Kingsway Financial Services Group Limited at 7th Floor, Tower 1, Lippo Centre, 89 Queensway, Hong Kong.

Pursuant to the Underwriting Agreement, the Company is offering 50,000,000 Shares for subscription by way of Placing at the Placing Price, on and subject to the terms and conditions set out in the Underwriting Agreement and the Prospectus, representing approximately 12.5% of the total issued Shares of the Company upon completion of the Placing.

The Company has applied to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus on GEM.

The Placing Price is not more than HK\$0.40 per Placing Share and expected to be not less than HK\$0.375 per Placing Share. The Placing Price is expected to be fixed by agreement between the Company and Kingsway Financial on the Price Determination Date which is expected to be on or about Monday, 29 December 2014 (or such other date as may be agreed between them). If the Company and Kingsway Financial are unable to reach an agreement on the Placing Price on the Price Determination Date or such other date as may be agreed between them, the Placing will not become unconditional and will lapse.

Share certificates for the Placing Shares and Shares distributed pursuant to the Placing become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date. The Company will not issue any temporary document of title. No receipt will be issued for the subscription monies received in respect of the Placing Shares.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus. The Placing is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and conditions of the Placing — Conditions of the Placing” of the Prospectus. Prospective investors of the Placing Shares should note that Kingsway Financial is entitled, in its discretion, to terminate its obligations under the Underwriting Agreement by notice in writing to the Company, upon the occurrence of any of the events set forth under section headed “Underwriting — Grounds for termination” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the conditions of the Placing as mentioned therein are not fulfilled

or waived (as the case may be) on or before such dates and times, the Placing will lapse and all monies received will be refunded to the applicants of the Placing without interest and the Stock Exchange will be notified immediately. If the Placing does not become unconditional or the Underwriting Agreement is terminated in accordance with its terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.deson-c.com on the next business day following the date of such lapse or termination.

On Tuesday, 9 December 2014, the board of directors of DDIHL announced that a meeting of the board of directors of DDIHL will be held on Friday, 19 December 2014 for the purpose of, among other matters, considering the declaration of a conditional distribution, being the Distribution.

On 19 December 2014, the board of directors of DDIHL declared the Distribution to the DDIHL Qualifying Shareholders, being registered holders of DDIHL Shares whose names appear on the register of members of DDIHL on the Distribution Record Date. The Distribution will be satisfied wholly by way of a distribution in specie to the DDIHL Qualifying Shareholders of an aggregate of 110,642,053 Shares, representing approximately 27.66% of the issued share capital of the Company as enlarged by our Placing Shares, in proportion to their respective shareholdings in DDIHL on the Distribution Record Date. Pursuant to the Distribution, the DDIHL Qualifying Shareholders will be entitled to one Share for every five DDIHL Shares held on the Distribution Record Date. Fractional entitlements will be disregarded.

The Distribution is conditional upon, among other things, the Placing becoming unconditional in all respects and the Listing Division granting listing of, and permission to deal in, the Shares in issue on GEM. If these conditions are not satisfied, the Distribution will not be made and the Spin-off will not take place.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM and the Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on GEM or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The announcement of the level of indications of interest in the Placing, the final Placing Price and the basis of allocations of the Placing Shares will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.deson-c.com on Wednesday, 7 January 2015.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Thursday, 8 January 2015. The Shares will be traded in board lots of 8,000 Shares each. The stock code of the Shares is 8268.

By order of the Board
Deson Construction International Holdings Limited
Keung Kwok Cheung
Executive director

Hong Kong, 24 December 2014

As at the date of this announcement, the Board comprises Mr. Keung Kwok Cheung, Mr. Kwok Koon Keung, Mr. Lo Wing Ling as executive Directors; Mr. Tjia Boen Sien as non-executive Director; Mr. Lee Tho Siem, Mr. Cheung Ting Kee and Mr. Ong King Keung as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the Stock Exchange website at <http://www.hkexnews.hk> and in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.deson-c.com.