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**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)*

**(Stock Code: 8268)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**Meeting**”) of Deson Construction International Holdings Limited (“**Company**”) will be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 3 June 2015 at 11:00 a.m., for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

**ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) grating the listing of, and permission to deal in, the issued ordinary shares of the Company subdivided in the matter as set out in paragraph (a) of this resolution below (“**Share Subdivision**”):

- (a) with effect from the trading day immediately following the day on which this resolution is passed (the “**Effective Date**”), being a day on which the Stock Exchange is open for the business of dealing in securities, each of the issued and unissued ordinary share with a par value of HK\$0.05 each in the share capital of the Company be subdivided into two (2) ordinary shares with a par value of HK\$0.025 each (“**Subdivided Share(s)**”), such that the authorised share capital of the Company becomes HK\$100,000,000 divided into 4,000,000,000 shares with a par value of HK\$0.025 each, and the Subdivided Shares shall rank pari passu in all respects with each other in accordance with the memorandum and articles of association of the Company; and
- (b) the directors of the Company (“**Directors**”) (or any one of them) be and are generally authorised to do all such acts and things including, without limitation, issue new share certificates in respect of the Subdivided Shares to holder of existing share of the Company and execute and deliver on behalf of the Company all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Subdivision.”

## SPECIAL RESOLUTION

“THAT,

- (a) conditional upon the passing of the Ordinary Resolution set out in this notice, and with effect on the Effective Date the existing memorandum and articles of association of the Company be and are hereby amended in the following manner:

**(i) Clause 7 of the memorandum of association**

Existing Clause 7:

“7. The authorised share capital of the Company is HK\$100,000,000.00 consisting of 2,000,000,000 shares of HK\$0.05 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.”

By deleting the existing Clause 7 of the memorandum of association in its entirety and inserting in place thereof the following new Clause 7:

“7. The authorised share capital of the Company is HK\$100,000,000.00 consisting of 4,000,000,000 shares of HK\$0.025 each with the power for the Company to increase or reduce the said capital and to issue any part of its capital, original or increased, with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions; and so that, unless the condition of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.”

**(ii) Article 6 of the articles of association**

Existing Article 6:

“6. The authorised share capital of the Company on the date of the adoption of these Articles is HK\$100,000,000.00 divided into 2,000,000,000 Shares of HK\$0.05 each.”

By deleting the existing Article 6 of the article of association in its entirety and inserting in place thereof the following new Article 6:

“6. The authorised share capital of the Company on the date of the adoption of these Articles is HK\$100,000,000.00 divided into 4,000,000,000 Shares of HK\$0.025 each.”

- (b) subject to the approval of the proposed amendments to the memorandum and articles of association by the Shareholders as set out in paragraph (a) above with effect from the Effective Date, the second amended and restated memorandum and articles of association (incorporating the proposed amendments to the memorandum and articles of association, a copy of which has been produced to this meeting and marked “A”) (the “Second Amended M&A”) be adopted in substitution for the existing memorandum and articles of association of the Company; and
- (c) any Director be and is hereby authorised to do all such acts and things and to execute and deliver on behalf of the Company all documents as he considers necessary, desirable or expedient to give effect to the proposed amendments to the memorandum and articles of association and the transactions contemplated thereunder.”

By Order of the Board  
**Deson Construction International Holdings Limited**  
**Keung Kwok Cheung**  
*Chief Executive Officer and Executive Director*

Hong Kong, 8 May 2015

*Registered office:*  
Clifton House  
75 Fort Street  
P. O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Principal place of business in Hong Kong:*  
11th Floor  
Nanyang Plaza  
57 Hung To Road, Kwun Tong  
Kowloon  
Hong Kong

**Notes:**

1. Any Shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the Shareholder to speak at the Meeting. A proxy need not be a Shareholder of the Company. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting.
2. A form of proxy for use at the Meeting is enclosed. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting thereof.
3. Completion and delivery of the form of proxy will not preclude a Shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof should such Shareholder so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.

4. Where there are joint holders of any share of the Company, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of Shareholders of the Company in respect of the joint holding.
5. Pursuant to Article 72 of the Articles of Association, the above resolutions put to vote at the Meeting shall be decided by poll as required under the Rules Governing the Listing of Securities on Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.
6. If typhoon signal no.8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at [www.deson-c.com](http://www.deson-c.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled extraordinary general meeting.
7. As at the date of this circular, the executive directors of the Company are Mr. Keung Kwok Cheung, Mr. Kwok Koon Keung, Mr. Lo Wing Ling, the non-executive director of the Company is Mr. Tjia Boen Sien, the independent non-executive directors of the Company are Mr. Cheung Ting Kee, Mr. Lee Tho Siem and Mr. Ong King Keung.

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

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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 will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven days from the date of its publication and on the Company’s website at [www.deson-c.com](http://www.deson-c.com).*