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DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

迪臣建設國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8268)

COMPLETION OF PLACING OF EXISTING SHARES BY THE CONTROLLING SHAREHOLDER

Reference is made to the announcement of the Company dated 12 January 2017 (the “**Previous Announcement**”) in relation to the Placing Agreement between the Vendor and the Placing Agent with respect to the placing by the Placing Agent, on a best efforts basis, of up to 200,000,000 Placing Shares to independent Placees. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Previous Announcement.

COMPLETION OF PLACING OF 200,000,000 EXISTING SHARES BY THE CONTROLLING SHAREHOLDER

The Board has been informed by the Company’s controlling Shareholder, Deson Development, that the Placing Agent has successfully placed all 200,000,000 Placing Shares at the Placing Price per Placing Share to independent Placees on behalf of the Vendor. Completion of the Placing took place on 31 March 2017. Upon Completion, the shareholding of Deson Development in the Company through the Vendor has been reduced to 311,769,868 Shares, representing approximately 31.18% of the existing issued share capital of the Company and the Group has ceased to be subsidiaries of the Vendor and Deson Development and the results, assets and liabilities of the Group have ceased to be consolidated into the accounts of Deson Development.

The Board has been further informed that Deson Development will classify the interest in the Company as an investment in associate, which will be initially recognised at fair value and accounted for using the equity method subsequently after the Completion.

EFFECT OF COMPLETION OF THE PLACING

The shareholding structure of the Company (i) as at the date of the Placing Agreement and the Previous Announcement; and (ii) immediately after completion of the Placing are as follows:

	As at the date of the Placing Agreement and the Previous Announcement		Placing No. of Shares	Shareholdings upon completion of the Placing	
	No. of Shares	Approximate %		No. of Shares	Approximate %
Shareholders					
The Vendor	511,769,868	51.18%	(200,000,000)	311,769,868	31.18%
Sparta Assets Limited	26,645,000	2.66%	—	26,645,000	2.66%
Like Capital Limited	55,009,000	5.50%	—	55,009,000	5.50%
Directors					
Mr. Tjia Boen Sien	22,887,200	2.29%	—	22,887,200	2.29%
Mr. Kwok Koon Keung	500	0.00%	—	500	0.00%
Mr. Ong Chi King	8,802,000	0.88%	—	8,802,000	0.88%
The places	—	—	200,000,000	200,000,000	20.00%
Other public Shareholders	<u>374,886,432</u>	<u>37.49%</u>	—	<u>374,886,432</u>	<u>37.49%</u>
Total	<u>1,000,000,000</u>	<u>100%</u>		<u>1,000,000,000</u>	<u>100%</u>

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

Hong Kong, 31 March 2017

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

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for a minimum period of seven days from the date of its publication and on the website of the Company at www.deson-c.com.