
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Deson Construction International Holdings Limited**, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

迪臣建設國際集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8268)

**PROPOSED SHARE SUBDIVISION
AND
PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the Extraordinary General Meeting of the Company to 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. is set out on pages 12 to 15 of this circular. A form of proxy for use by the shareholders of the Company at the EGM is enclosed herein.

Whether or not you are able or intend to attend the EGM, you are requested to complete and return the enclosed form of proxy to 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 in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting.

8 May 2015

CHARACTERISTICS OF GEM

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

| | <i>Page</i> |
|--|-------------|
| Definitions | 1 |
| Expected Timetable | 3 |
| Letter from the Board | |
| 1. Introduction | 5 |
| 2. Proposed Share Subdivision | 6 |
| 3. Reasons for the Share Subdivision | 7 |
| 4. Proposed Amendments to the Memorandum and Articles of Association . | 8 |
| 5. EGM | 9 |
| 6. Voting by poll at the EGM | 10 |
| 7. Responsibility Statement | 10 |
| 8. Interests of the Compliance Adviser | 10 |
| 9. Competition and Conflict of Interests | 11 |
| 10. Recommendation | 11 |
| Notice of EGM | 12 |

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions have the following meanings:

| | |
|---------------------------|--|
| “Announcement” | the announcement of the Company dated 23 April 2015 in relation to the Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company |
| “Board” | the board of Directors |
| “Business Day(s)” | a day upon which the Stock Exchange is open for business to deal in securities |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC |
| “Company” | Deson Construction International Holdings Limited (迪臣建設國際集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the GEM |
| “Director(s)” | the director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company to 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. or any adjournment thereof to approve the Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company |
| “GEM” | the Growth Enterprise Market of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on the GEM |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency in Hong Kong |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 5 May 2015, being the latest practicable date for ascertaining certain information included in this circular |
| “Share(s)” | ordinary share(s) in the issued and unissued capital of the Company, the par value of HK\$0.05 each prior to the completion of the Share Subdivision |

DEFINITIONS

| | |
|-----------------------|---|
| “Share Registrar” | Tricor Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong |
| “Share Subdivision” | the proposed subdivision of every one (1) issued and unissued Share of par value of HK\$0.05 each into two (2) Subdivided Shares of par value of HK\$0.025 each |
| “Shareholder(s)” | holders of Share(s) or Subdivided Share(s), as the case maybe |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subdivided Share(s)” | ordinary share(s) with a par value of HK\$0.025 each in the share capital of the Company upon completion of the Share Subdivision |
| “%” or “per cent” | percentage or per cent |

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out below:

| Event | Time and Date |
|---|--------------------------------------|
| Latest date and time of lodgment of form of proxy for the EGM | 11:00 a.m. on Monday, 1 June 2015 |
| Date and time of the EGM | 11:00 a.m. on Wednesday, 3 June 2015 |
| Publication of the announcement of the results of the EGM | Wednesday, 3 June 2015 |
| <p>The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision”.</p> | |
| Effective date of the Share Subdivision | Thursday, 4 June 2015 |
| First day of free exchange of existing certificates for the new certificates for the Subdivided Shares | Thursday, 4 June 2015 |
| Commencement of dealings in Subdivided Shares | 9:00 a.m. on Thursday, 4 June 2015 |
| Original counter for trading in Shares (in board lots of 8,000 Shares) temporarily closes | 9:00 a.m. on Thursday, 4 June 2015 |
| Temporary counter for trading in Subdivided Shares in board lots of 16,000 Subdivided Shares (in the form of existing share certificates) opens | 9:00 a.m. on Thursday, 4 June 2015 |
| Original counter for trading in Subdivided Shares in board lots of 8,000 Subdivided Shares (in the form of new share certificates) re-opens | 9:00 a.m. on Thursday, 18 June 2015 |
| Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) commences | 9:00 a.m. on Thursday, 18 June 2015 |
| Temporary counter for trading in Subdivided Shares in board lots of 16,000 Subdivided Shares (in the form of existing share certificates) closes | 4:00 p.m. on Thursday, 9 July 2015 |
| Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) ends | 4:00 p.m. on Thursday, 9 July 2015 |
| Last day of free exchange of existing certificates for new certificates for Subdivided Shares | Monday, 13 July 2015 |

EXPECTED TIMETABLE

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Further announcement will be made by the Company for changes, if any, in the expected timetable for the implementation of the Share Subdivision and the associated trading arrangements as aforesaid.



DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

迪臣建設國際集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 8268)

Executive Directors:

Mr. Keung Kwok Cheung
(Chief Executive Officer)
Mr. Kwok Koon Keung
Mr. Lo Wing Ling

Non-executive Director:

Mr. Tjia Boen Sien *(Chairman)*

Independent non-executive Directors:

Mr. Lee Tho Siem
Mr. Cheung Ting Kee
Mr. Ong King Keung

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

8 May 2015

To the Shareholders

Dear Sirs,

**PROPOSED SHARE SUBDIVISION
AND
PROPOSED AMENDMENTS TO THE MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Announcement that the Company proposed to seek Shareholders' approval at the EGM to approve the Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company.

The purpose of this circular is to provide you with (i) information regarding the Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company; and (ii) notice of the EGM.

LETTER FROM THE BOARD

2. PROPOSED SHARE SUBDIVISION

The Board proposes to put forward to the Shareholders a proposal to effect the proposed Share Subdivision whereby every one (1) existing issued and unissued Share of par value of HK\$0.05 each in the share capital of the Company will be subdivided into two (2) Subdivided Shares of par value of HK\$0.025 each.

(a) Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (i) the passing of the ordinary resolution to approve the Share Subdivision by the Shareholders at the EGM; and
- (ii) the Stock Exchange granting approval to the listing of, and permission to deal in, the Subdivided Shares.

Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the Business Day following the passing of the ordinary resolution at the EGM, which is expected to be held on Wednesday, 3 June 2015.

(b) Effect of the Share Subdivision

As at the Latest Practical Date, the authorised share capital of the Company was HK\$100,000,000 divided into 2,000,000,000 Shares of par value of HK\$0.05 each, of which 400,000,000 Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the EGM, immediately after the Share Subdivision becoming effective, the authorised share capital of the Company will become HK\$100,000,000 divided into 4,000,000,000 Subdivided Shares of par value of HK\$0.025 each, of which 800,000,000 Subdivided Shares of par value of HK\$0.025 each will be in issue which are fully paid or credited as fully paid.

Upon the Share Subdivision becoming effective, all Subdivided Shares will rank *pari passu* in all respects with the Shares in issue prior to the Share Subdivision and the Share Subdivision will not be expected to result in any change in the relevant rights of the Shareholders.

The Shares are currently traded in the board lots of 8,000 Shares. Upon the Share Subdivision becoming effective, the board lot size for trading on GEM will remain unchanged with 8,000 Subdivided Shares for each board lot. The Share Subdivision will not be expected to result in any odd lots other than those already exist.

(c) Free exchange of Subdivided Shares' certificates and trading arrangement

Subject to the Share Subdivision becoming effective, which is expected to be on Thursday, 4 June 2015, Shareholders may, during the period from Thursday, 4 June 2015 to Monday, 13 July 2015 (both days inclusive) between 9:00 a.m. and 4:30 p.m.

LETTER FROM THE BOARD

on any Business Day, submit share certificates for the existing Shares in orange colour to the Share Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new certificates of the Subdivided Shares in yellow colour. After the expiry of such period, each share certificate for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate issued for the Subdivided Shares or each share certificate for the existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher.

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Thursday, 9 July 2015 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of title to the Subdivided Shares on the basis of one Share for two Subdivided Shares.

It is expected that the new share certificates will be available for collection within a period of ten Business Days after the submission of the existing share certificates. The new share certificates will be yellow in colour so as to be distinguished from the existing share certificates which are orange in colour.

(d) Listing Application

An application has been made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares to be in issue upon the Share Subdivision becoming effective. All necessary arrangements will be made for the Subdivided Shares to be admitted into CCASS established and operated by HKSCC.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the enquiry or debt securities of the Company is listed or dealt in any other stock exchange other than the Stock Exchange and no such listing or permission to deal in is being currently purposed to be sought from any other stock exchange.

3. REASONS FOR THE SHARE SUBDIVISION

The trading price of the Shares has recently increased and resulted in the increase in the value of a board lot. On the initial listing of the Shares on 8 January 2015, the placing price per Share was HK\$0.385 and each board lot value was HK\$3,080. As at the Latest

LETTER FROM THE BOARD

Practicable Date, the closing price per Share as quoted on the Stock Exchange is HK\$1.36 and each board lot value is HK\$10,880 which is approximately 253% increase compared to each board lot value on initial listing. The high board lot value sets a high entry fee for the investors and compromises the liquidity of the trading of the Shares.

Upon the Share Subdivision becoming effective, the par value of each share of the Company will decrease and the total number of shares of the Company in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the shares of the Company. The Board believes that the Share Subdivision will improve the liquidity in trading of the Company's Subdivided Shares, and thereby attract more investors and widen its Shareholder base. It will also provide more flexibility for the investors to buy and sell Shares. In view of the above, the Board considers that the Share Subdivision is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Other than the relevant expenses, including but not limited to professional fees and printing charges incurred, the implementation of the Share Subdivision will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders. The Directors believe that the Share Subdivision will not have any material adverse effect on the financial position of the Group.

4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to put forward to the Shareholders to amend the memorandum and articles of association of the Company to reflect the change to the authorised share capital of the Company from HK\$100,000,000 divided into 2,000,000,000 Shares of par value of HK\$0.05 each to HK\$100,000,000 divided into 4,000,000,000 of par value of HK\$0.025 each upon the Share Subdivision becoming effective. The proposed amendments to the memorandum and articles of association of the Company are subject to approval by Shareholders at the EGM by way of special resolution. Details of the proposed amendments to the memorandum and articles of association of the Company are as follows:

(a) 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.”

LETTER FROM THE BOARD

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.”

(b) 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.”

Subject to the approval of the proposed amendments to the memorandum and articles of association by the Shareholders, the Company intends to adopt the second amended and restated memorandum and articles of association (incorporating the proposed amendments to the memorandum and articles of association (the “**Second Amended M&A**”) in substitution for the existing memorandum and articles of association of the Company. The adoption of the Second Amended M&A are subject to approval by Shareholders at the EGM by way of special resolution.

The legal advisers to the Company as to Hong Kong laws and the laws of the Cayman Islands have respectively confirmed that the Second Amended M&A comply with the requirements of the GEM Listing Rules and are not inconsistent with the Companies Laws (as revised) of the Cayman Islands. The Company also confirms that there is nothing unusual in the Second Amended M&A of the Company for a company listed in Hong Kong.

5. EGM

The EGM will be convened to consider and, if thought fit, approve the Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company. A form of proxy for use at the EGM is enclosed with this circular.

LETTER FROM THE BOARD

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar 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 holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or adjournment thereof should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

6. VOTING BY POLL AT THE EGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, pursuant to Article 72 of the Articles of Association, each resolution set out in the notice to the EGM which is put to vote at the EGM shall be decided by poll. The Company will appoint scrutineers to handle vote-taking procedures at the EGM. The results of the poll will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.deson-c.com as soon as possible after the conclusion of the EGM.

7. RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

8. INTERESTS OF THE COMPLIANCE ADVISER

As notified by the compliance adviser of the Company, Kingsway Capital Limited ("**Kingsway**"), as at the Latest Practical Date, except for (i) Kingsway's participation as the sponsor in relation to the Company's listing on GEM and (ii) the compliance adviser agreement entered into between the Company and Kingsway dated 25 December 2014, neither Kingsway nor its directors, employees or associates had any interest in relation to the Group which is required to be notified to the Company pursuant to Rule 6A.32 of the GEM Listing Rules.

LETTER FROM THE BOARD

9. COMPETITION AND CONFLICT OF INTERESTS

To the best knowledge of the Directors, none of the Directors or the controlling Shareholders of the Company, nor any of their respective close, had any interest as at the Latest Practicable Date that competes or may compete with the business of the Group, which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

10. RECOMMENDATION

The Directors consider that the Share Subdivision and proposed amendments to the memorandum and articles of association of the Company are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions approving the Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company at the EGM.

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



DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

迪臣建設國際集團有限公司

(Incorporated in 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**”) granting 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.”

NOTICE OF EGM

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.”

NOTICE OF EGM

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.

NOTICE OF EGM

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 and the Stock Exchange at 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.