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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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**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 GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
ADOPTION OF THE SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Monday, 10 August 2015 at 10:30 a.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out in Appendix IV to this circular. A form of proxy for use by the shareholders of the Company at the AGM is enclosed herein.

Whether or not you are able or intend to attend the AGM, 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 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM 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](http://www.hkgem.com) for at least 7 days from the date of its posting.*

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## CHARACTERISTICS OF GEM

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**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.**

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## DEFINITIONS

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

“Adoption Date”	the date on which the Share Option Scheme is conditionally adopted by an ordinary resolution of the Shareholders and the DDIHL Shareholders;
“AGM”	the annual general meeting of the Company to be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong, on Monday, 10 August 2015 at 10:30 a.m. or any adjournment thereof;
“Articles of Association”	the articles of association of the Company (as amended from time to time);
“associate(s)”	has the meaning as defined under the GEM Listing Rules;
“Board”	the board of Directors;
“Business Day”	a day upon which the Stock Exchange is open for securities trading;
“Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time;
“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 GEM (Stock Code: 8268);
“core connected person”	has the same meaning as defined in the GEM Listing Rules;
“DDIHL”	Deson Development International Holdings Limited (迪臣發展國際集團有限公司*), an exempted company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 262);
“DDIHL Group”	DDIHL and its subsidiaries, which includes the Group;
“DDIHL Shareholder(s)”	holder(s) of the shares of DDIHL;
“Directors”	the directors of the Company;

\* For identification purpose only

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## DEFINITIONS

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“Eligible Person”	means: <ul style="list-style-type: none"><li>(i) any full-time or part-time employees, executives, officers or directors (including independent non-executive directors) of any member of the Group;</li><li>(ii) any individual for the time being seconded to work for any member of the Group; or</li><li>(iii) any consultant or adviser (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), contractor, supplier, service provider, agent, customer and business partner of any member of the Group who, at the sole determination of the Board, have contributed or will contribute to any member of the Group;</li></ul>
“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;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	HK dollars, the lawful currency in Hong Kong;
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the power to allot, issue and otherwise deal with Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution granting such mandate (such mandate to be extended to Shares with the nominal amount of any Shares repurchased by the Company pursuant to the Repurchase Mandate);
“Latest Practicable Date”	25 June 2015, being the latest practicable date for ascertaining certain information included in this circular;
“Option”	an option to subscribe for the Shares granted pursuant to the Share Option Scheme;
“PRC”	the People’s Republic of China;

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## DEFINITIONS

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“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares on the Stock Exchange with an aggregate nominal amount up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution granting such mandate;
“Scheme Period”	the period commencing on the Adoption Date and expiring at the close of business on the day immediately preceding the tenth anniversary thereof;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) in the issued share capital of the Company;
“Shareholders”	holders of Shares;
“Share Option Scheme”	the share option scheme proposed to be approved and adopted at the AGM, a summary of the principal terms of which is set out in Appendix II to this circular;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission.



**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

*Independent non-executive Directors:*

Mr. Lee Tho Siem

Mr. Cheung Ting Kee

Mr. Ong King Keung

*Non-executive Director:*

Mr. Tjia Boen Sien (*Chairman*)

*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

30 June 2015

*To the Shareholders*

Dear Sirs,

**PROPOSED GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
ADOPTION OF THE SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the above proposed matters which include, inter alia, (i) the grant of the Issue Mandate and Repurchase Mandate; (ii) the proposed re-election of retiring Directors; (iii) the adoption of the Share Option Scheme, and (iv) to send you the notice of the AGM.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant a general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate will lapse on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders in general meeting (whichever is the earliest). In order to ensure that the flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal with Shares of the Company, approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal with Shares up to a maximum of 20 per cent. of the total nominal amount of the share capital of the Company in issue as at the date of the passing of the ordinary resolution set out as resolution numbered 6(A) in the notice convening the AGM and adding to such general mandate any Shares representing the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate. If the resolution is passed and no Share is repurchased by the Company, exercise in full of the Issue Mandate (on the basis of 800,000,000 Shares in issue at the Latest Practicable Date) would result in up to 160,000,000 new Shares being allotted, issued and dealt with by the Company.

### 3. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant a general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders in general meeting (whichever is the earliest). A resolution to grant the Directors the Repurchase Mandate will be proposed at the AGM to enable the Directors to exercise the powers of the Company to repurchase its own issued and fully paid Shares up to a maximum of 10 per cent. of the share capital of the Company in issue as at the date of the passing of the ordinary resolution set out as resolution numbered 6(B) in the notice convening the AGM. The notice convening the AGM is set out in Appendix IV to this circular. The Company at present has no immediate plan to exercise the Repurchase Mandate.

An explanatory statement as required by the GEM Listing Rules to provide the requisite information on the Repurchase Mandate is set out in Appendix I to this circular.

### 4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Company has stated in the annual report of the Company for the year ended 31 March 2015 that all the Directors of the Company, namely, Mr. Keung Kwok Cheung, Mr. Kwok Koon Keung and Mr. Lo Wing Ling (executive Directors), Mr. Tjia Boen Sien (non-

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## LETTER FROM THE BOARD

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executive Director), Mr. Lee Tho Siem, Mr. Cheung Ting Kee and Mr. Ong King Keung (independent non-executive Directors) are retiring by rotation and they are willing to put themselves up for re-election at the AGM.

Article 113 of the Articles of Association provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director, signed by a Shareholder (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by that person of his willingness to be elected shall have been lodged with the Company. The minimum length of the period during which such notices are given shall be at least seven days and the period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such meeting.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the principal place of business of the Company at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on or before 10:30 a.m. on 3 August 2015.

If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the publication of the notice of the AGM, the Company will publish an announcement to inform Shareholders of the biographical details of the additional candidate proposed.

Details of the biographies of each of the Directors who have offered themselves for re-election are set out in Appendix III to this circular.

### **5. ADOPTION OF SHARE OPTION SCHEME**

The Company currently does not have any share option scheme and proposes to adopt the Share Option Scheme which complies with Chapter 23 of the GEM Listing Rules. The purpose of the Share Option Scheme is to enable the Group to grant Options to selected Eligible Persons as incentives or rewards for their contribution or potential contribution to the Group. The Directors consider that it is in line with modern commercial practice that appropriate Eligible Person determined by the Board from time to time on the basis of their contribution to the development and growth of the Group, should be given incentives in the form of options to subscribe for Shares.

The rules of the Share Option Scheme provide that, in granting Options under the Share Option Scheme, the Board can determine whether there is any minimum holding period, and whether there is any performance target which must be achieved, before an Option granted under the Share Option Scheme can be exercised. The Board will also determine the exercise price per Share payable on the exercise of an Option according to the

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## LETTER FROM THE BOARD

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terms of the Share Option Scheme. The Directors consider that the aforesaid criteria and rules will serve to preserve the value of the Company and encourage Eligible Persons to acquire proprietary interest in the Company.

Subject to the Share Option Scheme becoming effective, the Directors intend to exercise their powers under the Share Option Scheme during the Scheme Period with the objective of serving the purpose of the Share Option Scheme as stated above.

Subject to the Share Option Scheme becoming effective, the Directors will grant Options to selected Eligible Persons to subscribe for Shares under the Share Option Scheme and to allot and issue Shares pursuant to the exercise of any outstanding Options which may be granted under the Share Option Scheme.

The Share Option Scheme constitute a share option scheme governed by Chapter 23 of the GEM Listing Rules, which is subject to the approval of Shareholders in accordance with the GEM Listing Rules and an ordinary resolution will be proposed at the forthcoming AGM to approve and adopt the Share Option Scheme and authorization of the Board to grant Options to subscribe for Shares under the Share Option Scheme and to allot and issue Shares pursuant to the exercise of any Options granted under the Share Option Scheme subject to and in accordance with the terms of the Share Option Scheme. A summary of the principal terms of the Share Option Scheme is set out in Appendix II to this circular.

The Share Option Scheme is conditional upon:

- (a) the passing of the necessary resolutions of (i) the Shareholders in a general meeting of the Company; and (ii) DDIHL Shareholders in a general meeting of DDIHL, having obtained, in each case approving the adoption of the Share Option Scheme and authorising the Board to grant Options to subscribe for Shares under the Share Option Scheme and to allot and issue Shares pursuant to the exercise of any Options granted under the Share Option Scheme; and
- (b) the Listing Division of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the Share Option Scheme up to 10 per cent. of the Shares in issue as at the Adoption Date.

According to Chapter 23 of the GEM Listing Rules, where its provisions require the Share Option Scheme or any related matters to be approved by Shareholders/independent non-executive Directors, such scheme or matters must simultaneously be approved by the Shareholders/independent non-executive Directors of DDIHL.

### **Value of the Options**

The Board considers that it is not appropriate to state the value of all Options that may be granted under the Share Option Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for the calculation of the Option value have not been determined. Such variables include the exercise price, exercise period, performance targets and other relevant variables. In addition,

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## LETTER FROM THE BOARD

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with a scheme life of ten years, the Board is of the view that it is too premature to state whether or not Options will be granted under the Share Option Scheme and, if so, the number of Options that may be granted. It is also difficult to ascertain with accuracy the exercise price of the Shares given the volatility to which the price of Shares may be subject to during the ten-year life span of the Share Option Scheme. The Board believes that any calculation of the value of the Options as at the Latest Practicable Date would be based on a great number of speculative assumptions and would therefore not be meaningful to the Shareholders and to a certain extent would be misleading to the Shareholders.

The Board or a duly constituted committee of the Board will be responsible for administering the Share Option Scheme. There are no trustees appointed for the purposes of the Share Option Scheme.

### **Scheme Mandate Limit**

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares. Assuming that there is no change in the number of issued Shares between the period from the Latest Practicable Date and the Adoption Date, the maximum number of the Shares in respect of which Options may be granted under the Share Option Scheme shall not (when aggregated with any Shares subject to grants made after the Adoption Date pursuant to any other share option scheme(s) of the Company) exceed the limit of 10 per cent. of the issued share capital of the Company on the Adoption Date (the “**Scheme Mandate Limit**”). The Scheme Mandate Limit may be renewed at any time subject to prior approval of the Shareholders and the approval of the DDIHL Shareholders.

Any increase in the Scheme Mandate Limit shall in no event result in the number of the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and the other schemes of the Company exceeding 30 per cent. of the Shares in issue from time to time.

### **6. AGM**

A notice of the AGM is set out in Appendix IV to this circular.

To the best knowledge of the Directors having made all reasonable enquiries, none of the Shareholders has a material interest in the proposed adoption of the Share Option Scheme, and therefore, no Shareholder is required to abstain from voting at the AGM in respect of the resolution to approve the Share Option Scheme.

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able or intend to attend the AGM, you are requested to complete and return the enclosed form of proxy to the Company’s branch share registrar 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 AGM or any

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## LETTER FROM THE BOARD

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adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

### **7. VOTING BY POLL AT GENERAL MEETINGS**

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 AGM which is put to vote at the AGM shall be decided by poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.deson-c.com](http://www.deson-c.com) as soon as possible after the conclusion of the AGM.

### **8. 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.

### **9. RECOMMENDATION**

The Directors consider that (i) the proposed grant of the Issue Mandate and the Repurchase Mandate; (ii) the proposed re-election of retiring Directors; and (iii) the approval and adoption of the Share Option Scheme and the authorization of the Board to grant Options to subscribe for the Shares under the Share Option Scheme and to allot and issue the Shares pursuant to the exercise of any Options granted under the Share Option Scheme subject to and in accordance with the terms of the Share Option Scheme, in each case as described in this circular, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

### **10. COMPETING INTERESTS**

To the best knowledge of the Directors, none of the Directors or the controlling Shareholders (as defined in the GEM Listing Rules) of the Company, nor any of their respective close associates (as defined in the GEM Listing Rules), 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.

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## LETTER FROM THE BOARD

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### 11. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the rules of the Share Option Scheme is available for inspection at the principal place of business of the Company in Hong Kong at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong during normal business hours on any Business Day from the date of this circular up to and including the date of the AGM (both days inclusive), and will also be available for inspection at the AGM.

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

The GEM Listing Rules permit companies with primary listing on the Stock Exchange to repurchase their fully paid-up Shares on the Stock Exchange subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the grant of the Repurchase Mandate.

### **1. REASONS FOR REPURCHASE MANDATE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per Share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. The Directors have no present intention to repurchase any of the securities of the Company.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 800,000,000 Shares of HK\$0.025 each.

Subject to the passing of the resolution approving the Repurchase Mandate, and assuming no Shares will be issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 80,000,000 Shares.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands. Under the Cayman Companies Law, any repurchases by the Company may be made either (1) out of profits of the Company; (2) out of the share premium account of the Company; (3) out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase; or (4) out of capital, if so authorised by the Articles of Association and subject to the provisions of the Cayman Companies Laws. In the case of any premium payable over the par value of the Shares to be repurchased on the repurchase, such premium must be provided out of either or both of the profits of the Company or the share premium account of the Company, or out of capital, if so authorised by the Articles of Association and subject to the provisions of the Cayman Companies Laws. In accordance with the Cayman Companies Law, the Shares so repurchased would remain part of the authorised but unissued share capital of the Company.

If the Repurchase Mandate were exercised in full, there might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2015). However, the Directors do not propose to

exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. DIRECTORS DEALINGS AND CORE CONNECTED PERSON

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any Shares under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

#### 5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the six months since the Shares commenced trading on the Stock Exchange on 8 January 2015 and up to the Latest Practicable Date were as follows:

Month	Trading price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
January (commenced trading on 8 January 2015)	1.01	0.435
February	0.75	0.52
March	1.10	0.60
April	1.68	0.80
May	1.62	1.16
June (up to the Latest Practicable Date)	1.80	0.61

#### 6. SHARE REPURCHASES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months preceding the Latest Practicable Date.

#### 7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

## 8. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined under the Takeovers Code) could, depending on the level of increase of the Shareholder's interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, DDIHL (through its wholly-owned subsidiary, Deson Development Holdings Limited) was beneficially interested in 409,415,894 Shares, representing approximately 51.18% of the total number of issued Shares. Sparta Assets Limited ("**Sparta Assets**"), which was wholly owned by Mr. Tjia Boen Sien ("**Mr. Tjia**"), the Chairman and non-executive Director, was directly interested in 93,316,000 Shares representing approximately 11.66% of the total number of issued Shares and it also beneficially owned 233,290,000 shares in DDIHL, representing approximately 35.79% of the issued share capital of DDIHL as at the Latest Practicable Date. Mr. Tjia also had direct personal interest in 18,309,760 Shares, representing approximately 2.29% of the total number of issued Shares and 45,774,400 shares in DDIHL, representing approximately 7.02% of the issued share capital of DDIHL as at the Latest Practicable Date. Accordingly, Sparta Assets is interested and is deemed to be interested in a total of 502,731,894 Shares, representing approximately 62.84% of the total number of issued Shares (being its direct interest and its deemed interest through DDIHL) and Mr. Tjia is interested and is deemed to be interested in a total of 521,041,654 Shares, representing approximately 65.13% of the total number of issued Shares (being his direct interest and deemed interest through Sparta Assets).

In the event that the Repurchase Mandate was exercised in full by the Company, the aggregate percentage shareholding of DDIHL, Sparta Assets and Mr. Tjia in the Company would increase to approximately 56.86%, 69.82% and 72.37%, respectively. Such increases would not result in DDIHL, Sparta Assets and Mr. Tjia to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such extent as would cause the public float to fall below 25% of the issued share capital of the Company or such other minimum percentage as prescribed by the GEM Listing Rules from time to time.

The following is a summary of the principal terms of the Share Option Scheme to be approved at the AGM. It should not be taken to represent the complete set of the rules of the Share Option Scheme or as affecting the interpretation of the rules of the Share Option Scheme. The Directors reserve the right at any time prior to the AGM to make such amendments to the Share Option Scheme as they consider necessary or appropriate provided that such amendments do not conflict with any material aspects with the summary in this Appendix II. In the event that any material amendments are made to the Share Option Scheme subsequent to the dispatch of this circular, the Company shall inform the Shareholders by way of an announcement.

### **1. PURPOSE OF THE SHARE OPTION SCHEME**

The purpose of the Share Option Scheme is to enable the Board to grant Options to selected Eligible Persons as incentives or rewards for their contribution or potential contribution to the Group. The Directors consider that it is in line with modern commercial practice that appropriate Eligible Persons determined by the Board from time to time on the basis of their contribution to the development and growth of the Group, should be given incentives in the form of options to subscribe for the Shares.

### **2. WHO MAY JOIN AND BASIS OF ELIGIBILITY**

The Board may, at its absolute discretion and on such terms as it may think fit, grant Options to any Eligible Person to subscribe at a price calculated in accordance with paragraph (3) below for such number of Shares as it may determine in accordance with the terms of the Share Option Scheme.

The basis of eligibility of any of the Eligible Persons to the grant of Options shall be determined by the Board from time to time on the basis of his contribution or potential contribution to the development and growth of the Group.

### **3. EXERCISE PRICE FOR SUBSCRIPTION OF SHARES**

The exercise price per Share payable on the exercise of an option is to be determined by the Board but in any event must be at least the higher of:

- (a) the official closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the date of offer of grant, which must be a business day;
- (b) the average of the official closing price of the Shares as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the date of offer of grant; and
- (c) the nominal value the Share.

#### 4. GRANT OF OPTIONS AND ACCEPTANCE OF OFFERS

No offer of grant of Options shall be made:

- (a) after an inside information event has come to the knowledge of the Company until it has announced such inside information pursuant to the requirements of the GEM Listing Rules and the Inside Information Provision of Part XIVA of the SFO; and
- (b) during the period commencing one month immediately preceding the earlier of:
  - (1) the date of the board meeting for the approval of the Company's annual results, half-yearly, quarterly or any other interim period; and
  - (2) the deadline of the Company to publish an announcement of results for (i) any year or half-year period in accordance with the GEM Listing Rules, and (ii) where the Company has elected to publish them, any quarterly or any other interim period,

and ending on the date of actual publication of the results for such year, half year, quarterly or interim period (as the case may be).

Where the grant of Options is to a Director of the Company, no Options shall be granted to the Directors of the Company:

- (a) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
- (b) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results.

An offer for the grant of options must be accepted within 30 days inclusive of the day on which such offer was made. The amount payable by the grantee of an Option to the Company on acceptance of the offer for the grant of an Option is HK\$1.00.

#### 5. MAXIMUM NUMBER OF SHARES

- (a) Subject to sub-paragraphs (b) and (c) below, the maximum number of Shares in respect of which Options may be granted under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10 per cent. of the total number of Shares in issue as at the date of the AGM (the "**Scheme Mandate**"), excluding for this purpose Shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company).

- (b) The Scheme Mandate may be refreshed at any time by issuing a circular, containing such information as required under the GEM Listing Rules, to the Shareholders to, among other matters, convene a general meeting for the purpose of refreshing the Scheme Mandate and obtaining approval of the Shareholders at such general meeting provided that the new limit under the refreshed Scheme Mandate must not exceed 10 per cent. of the Shares in issue at the date of the Shareholders' approval of such refreshed Scheme Mandate. Options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) will not be counted for the purpose of calculating the total number of Shares subject to the refreshed Scheme Mandate.
- (c) The Company may also, by issuing a circular, containing such information as required under the GEM Listing Rules, to, among other matters, convene a general meeting for the purpose of granting Options beyond the Scheme Mandate and obtaining separate approval of the Shareholders at such general meeting, grant Options beyond the Scheme Mandate provided the options in excess of the Scheme Mandate are granted only to Eligible Persons specifically identified by the Board before such approval is sought.
- (d) The aggregate number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30 per cent. of the Shares in issue from time to time.

## **6. MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PERSON**

The maximum number of Shares issued and to be issued upon exercise of Options granted under the Share Option Scheme and any other share option schemes of the Company to any Eligible Person (including those cancelled, exercised and outstanding options), in any 12-month period up to the latest date of grant shall not exceed one per cent. of the Shares in issue. Any further grant of Options in excess of such limit must be separately approved by Shareholders in general meeting convened by way of notice which shall be accompanied by a circular of the Company setting out details as required under the GEM Listing Rules. The relevant Eligible Person and his associates must abstain from voting at such general meeting.

## **7. GRANT OF OPTIONS TO CERTAIN CORE CONNECTED PERSONS**

- (a) Any grant of an Option to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Option).
- (b) Where any grant of Options to a substantial shareholder of the Company or an independent non-executive Director (or any of their respective associates) will result in the total number of Shares issued and to be issued upon exercise of

Options already granted and to be granted to such person under the Share Option Scheme and any other share option schemes of the Company (including Options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant:

- (1) representing in aggregate over 0.1 per cent. or such other percentage as may be from time to time provided under the GEM Listing Rules, of the Shares in issue; and
- (2) having an aggregate value, based on the official closing price of the Shares as stated in the daily quotation sheet of the Stock Exchange at each date of grant, in excess of \$5 million or such other sum as may be from time to time provided under the GEM Listing Rules,

such further grant of Options is required to be approved by the Shareholders in general meeting in accordance with the GEM Listing Rules. Any change in the terms of an Option granted to a substantial shareholder of the Company or an independent non-executive Director or any of their respective associates is also required to be approved by Shareholders.

The Company must send a circular, containing such information as required under the GEM Listing Rules, to the Shareholders for seeking approval on the matter referred to in sub-paragraph (b) above. All core connected persons of the Company must abstain from voting at such general meeting except that any core connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular.

## **8. TIME OF EXERCISE OF OPTION**

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period commencing on such date on which the Option is granted as the Board may determine in granting the Option and expiring at the close of business on such date as the Board may determine in granting the Option but in any event shall not exceed 10 years from the date of grant.

No minimum period during which the Option granted under the Share Option Scheme must be held is specified in the Share Option Scheme. The Directors may, however, at their discretion, impose the minimum period during which the Option granted under the Share Option Scheme must be held when the Option is granted to the relevant Eligible Person.

## **9. PERFORMANCE TARGETS**

Save as determined by the Board and provided in the offer of the grant of the relevant Options, there is no performance target which must be achieved before any of the options can be exercised.

No performance target is specifically stipulated under the Share Option Scheme. The Directors may, however, at their discretion, impose the performance target which must be achieved before the Option can be exercised when the Option is granted to the relevant Eligible Person.

#### **10. RANKING OF SHARES**

Shares to be allotted upon the exercise of an Option will not carry voting rights until completion of the registration of the grantee (or any other person) as the holder thereof. Subject to the aforesaid, Shares allotted and issued on the exercise of Options will rank *pari passu* in all respects and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation as attached to the other fully-paid Shares in issue on the date of exercise.

#### **11. RIGHTS ARE PERSONAL TO GRANTEE**

An Option is personal to the grantee and may be exercised or treated as exercised, as the case may be, in whole or in part. No grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest (legal or beneficial) in favour of any third party over or in relation to any option or attempt so to do (save that the grantee may nominate a nominee in whose name Shares issued pursuant to the Share Option Scheme may be registered). Any breach of the foregoing shall entitle the Company to cancel any outstanding options or any part thereof granted to such grantee.

#### **12. RIGHTS OF EXERCISE FOR ELIGIBLE PERSONS**

If a grantee of an Option ceases to be an Eligible Person:

- (a) by reason of ill-health or injury or disability or death, then he or his personal representatives (as the case may be) may exercise his outstanding Option within six months (or such longer period as the Board may determine) from the date of cessation of being an Eligible Person or death, failing which the option will lapse; or
- (b) because the relevant member of the Group by reason of his employment or engagement with, or secondment to, which he qualified as an Eligible Person at the time the Option was granted cease to be a member of the Group, then he may exercise his outstanding Option within six months (or such longer period as the Board may determine) from the date of cessation of being an Eligible Person, failing which the Option will lapse; or
- (c) by reason of retirement in accordance with his contract of employment or service, then he may exercise his outstanding Option within six months after he so ceases or, if the Board in its absolute discretion determines, within six months following the date of his sixtieth (60th) birthday where the retirement takes effect or up to the expiration of the relevant option period prior to such date, failing which the Option will lapse; or

- (d) by reason of voluntary resignation or dismissal, or upon expiration of his term of directorship (unless immediately renewed upon expiration), or by termination of his employment or service in accordance with the termination provisions of his contract of employment or service by the relevant company otherwise than by reason of redundancy, then his outstanding Option shall lapse and determine on the date he so ceases; or
- (e) for any other reason, any Options exercisable at the date he so ceases may be exercised within six months (or such longer period as the Board may determine) of the date he so ceases, failing which the Option will lapse provided always that in each case the Board in its absolute discretion may decide that such Options or any part thereof shall not so lapse or determine subject to such conditions or limitations as it may decide.

### **13. RIGHTS ON A GENERAL OFFER**

If a general offer is made to all the Shareholders (or all such Shareholders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or in concert with the offeror (as defined in the Takeovers Code)) and such offer becomes or is declared unconditional during the option period of the relevant Option, the grantee of an Option (or his legal personal representative(s)) shall be entitled to exercise the Option in full (to the extent not already exercised) at any time within 14 days after the date on which the offer becomes or is declared unconditional.

### **14. RIGHTS ON WINDING-UP**

In the event that a notice is given by the Company to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up the Company, the Company shall forthwith give notice thereof to all grantees and thereupon, each grantee (or in the case of his death, his legal personal representative(s)) shall be entitled to exercise all or any of his Options (to the extent not already exercised) at any time not later than two business days prior to the proposed general meeting of the Company referred to above by giving notice in writing to the Company, accompanied by remittance for the full amount of the aggregate subscription price for the Shares in respect of which the notice is given, whereupon the Company shall as soon as possible and, in any event, no later than the business day immediately prior to the date of the proposed general meeting, allot the relevant Shares to the grantee credited as fully paid and register the grantee as holder thereof.

### **15. RIGHTS ON COMPROMISE OR ARRANGEMENT**

If a compromise or arrangement between the Company and its members or creditors is proposed for the purposes of a scheme for the reconstruction of the Company or its amalgamation with any other companies pursuant to the laws of jurisdiction in which the Company was incorporated, the Company shall give notice to all the grantees of the Options on the same day as it gives notice of the meeting to its members or creditors summoning the meeting to consider such a scheme or arrangement and any grantee may exercise all or any of his Options in whole or in part at any time prior to 12 noon (Hong

Kong time) on the business day immediately preceding the date of the meeting directed to be convened by the relevant court for the purpose of considering such compromise or arrangement, and if there is more than one meeting for such purpose, the date of the first meeting.

With effect from the date of such meeting, the rights of all grantees to exercise their respective Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Options shall, to the extent that they have not been exercised, lapse and determine. If for any reason such compromise or arrangement is not approved by the relevant court, the rights of grantees to exercise their respective options shall with effect from such order by the relevant court be restored in full as if such compromise or arrangement had not been proposed by the Company.

## **16. LAPSE OF OPTIONS**

An Option shall lapse automatically and not be exercisable (to the extent not already exercised) on the earliest of:

- (a) the date of expiry of the Option as may be determined by the Board;
- (b) the expiry of any of the periods referred to in paragraphs (12), (13), (14) or (15);
- (c) the date on which the scheme of arrangement of the Company referred to in paragraph (15) becomes effective;
- (d) subject to paragraph (14), the date of commencement of the winding-up of the Company;
- (e) the date on which the grantee ceases to be an Eligible Person by reason of such grantee's resignation from the employment of the Group or the termination of his or her relationship with the Group on any one or more of the grounds that he has been guilty of serious misconduct, or has been convicted of any criminal offence involving his integrity or honesty, or in relation to an employee of the Group (if so determined by the Board), or has been insolvent, bankrupt or has made arrangements or compositions with his creditors generally or any other ground that would warrant the termination of his employment at common law or pursuant to any applicable laws or under the grantee's service contract with the Group. A resolution of the Board to the effect that the relationship of a grantee has or has not been terminated on one or more of the grounds specified in this paragraph shall be conclusive; or
- (f) the date on which the Board shall exercise the Company's right to cancel the Option at any time after the grantee commits a breach of paragraph (11) above or the options are cancelled in accordance with paragraph (17) below.

**17. CANCELLATION OF OPTIONS GRANTED BUT NOT YET EXERCISED**

Subject to paragraph (11) above, any cancellation of Options granted but not exercised must be approved by the grantees of the relevant Options in writing. For the avoidance of doubt, such approval is not required in the event any Option is cancelled pursuant to paragraph 11.

**18. EFFECTS OF ALTERATIONS TO CAPITAL**

In the event of any alteration in the capital structure of the Company whilst any Option may become or remain exercisable, whether by way of capitalisation issue, rights issue, open offer (if there is a price dilutive element), consolidation, sub-division or reduction of share capital of the Company, or otherwise howsoever, such corresponding alterations (if any) shall be made (except on an issue of securities of the Company as consideration in a transaction) in the number of the Shares subject to any Options so far as unexercised and/or the subscription price per Share of each outstanding Option as the auditors of the Company or an independent financial adviser shall certify in writing to the Board to be in their/his opinion fair and reasonable and in compliance with Rule 23.03(13) of the GEM Listing Rules and the note thereto and the supplementary guidance issued by the Stock Exchange on 5 September 2005 and/or such other requirement prescribed under the GEM Listing Rules from time to time. The capacity of the auditors of the Company or the independent financial adviser, as the case may be, in this paragraph is that of experts and not arbitrators and their certificate shall, in the absence of manifest error, be final and conclusive and binding on the Company and the grantees.

Any such alterations will be made on the basis that a grantee shall have the same proportion of the issued share capital of the Company for which any grantee of an option is entitled to subscribe pursuant to the options held by him before such alteration and the aggregate subscription price payable on full exercise of any option is to remain as nearly as possible the same (and in any event not greater than) as it was before such event. No such alteration will be made the effect of which would be to enable a Share to be issued at less than its nominal value. The issue of securities as consideration in a transaction is not to be regarded as a circumstance requiring any such alterations.

**19. DURATION OF THE SHARE OPTION SCHEME**

The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme is adopted by the Shareholders and DDIHL Shareholders in general meeting (being 10 August 2015) and shall expire at the close of business on the tenth anniversary thereof unless terminated earlier by the Shareholders in general meeting.

**20. ALTERATION TO THE SHARE OPTION SCHEME**

The Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (a) any alteration to the advantage of the grantees or the Eligible Persons (as the case may be) in respect of the matters contained in by Rule 23.03 of the GEM Listing Rules;
- (b) any material alteration to the terms and conditions of the Share Option Scheme or any change to the terms of Options granted (except any alternatives which take effect automatically under the terms of the Share Option Scheme); or
- (c) any change to the authority of the Board in relation to any alteration to the terms of the Share Option Scheme,

shall first be approved by the Shareholders and DDIHL Shareholders at which any persons to whom or for the benefit the Shares may be issued under the Share Option Scheme and their respective associates shall abstain from voting in general meeting provided that if the proposed alteration shall adversely affect any Option granted or agreed to be granted prior to the date of alteration, such alteration shall be further subject to the grantees' approval in accordance with the terms of the Share Option Scheme. The amended terms of the Share Option Scheme shall still comply with Chapter 23 of the GEM Listing Rules and any change to the authority of the Board in relation to any alteration to the terms of the Share Option Scheme must be approved by the Shareholders and the DDIHL Shareholders in general meeting.

**21. TERMINATION OF THE SHARE OPTION SCHEME**

The Company may by resolution in general meeting or the Board at any time terminate the Share Option Scheme and in such event no further Options shall be offered but the provisions of the Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Option granted prior thereto or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

**22. CONDITIONS OF THE SHARE OPTION SCHEME**

The adoption of the Share Option Scheme and the grant of any Option conditional upon:

- (a) the passing of the necessary resolutions of (i) the Shareholders in a general meeting of the Company; and (ii) DDIHL Shareholders in a general meeting of DDIHL, having obtained, in each case approving the adoption of the Share Option Scheme and authorising the Board to grant Options to subscribe for the Shares under the Share Option Scheme and to allot and issue Shares pursuant to the exercise of any Options granted under the Share Option Scheme; and

- (b) the Listing Division of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the Share Option Scheme up to 10 per cent. of the Shares in issue as at the Adoption Date.

**23. PRESENT STATUS OF THE SHARE OPTION SCHEME**

As at the Latest Practicable Date, no Option has been granted or agreed to be granted under the Share Option Scheme.

Application has been made to the Listing Division of the Stock Exchange for the listing of and permission to deal in the Shares which fall to be issued pursuant to the exercise of any Options granted under the Share Option Scheme.

The following are the biographies of each of the retiring Directors proposed to be re-elected at the AGM:

#### EXECUTIVE DIRECTORS

**Keung Kwok Cheung (姜國祥) (“Mr. Keung”)**, aged 56, is the chief executive officer and an executive Director of the Company since December 2014. He is also a member of both the remuneration and nomination committees of the Board. Mr. Keung is primarily in charge of the Group’s overall corporate strategy and daily operations, including business development and overall management. He is the Technical Director and an Authorised Signatory for Deson Development Limited as a Registered General Building Contractor with the Buildings Department since 1999.

Mr. Keung has over 25 years of experience in the fields of civil, structural and building engineering and in the management of large-scale projects. Before Mr. Keung is appointed as an executive Director of the Company, he was primarily responsible for the engineering and contracts departments of the Group and responsible for project management, feasibility studies, budgetary control, business strategies development and liaison with government departments and clients. He first joined the Group as an assistant project manager in March 1989 and was promoted to contracts administrator in February 1991, contracts manager in November 1993 and assistant general manager in June 1994.

Mr. Keung was awarded with an Associateship in Civil and Structural Engineering from the Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in November 1982 and graduated from the University of Macau (formerly known as University of East Asia, Macau) with the Master of Business Administration in January 1991. He was admitted as a fellow member of The Hong Kong Institute of Directors in September 2004.

As at the Latest Practicable Date, except for his interest in 200,000 shares in DDIHL and 4,000,000 outstanding share options granted by DDIHL, an associated corporation, Mr. Keung did not hold any Shares in the Company. Save as disclosed, Mr. Keung does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company or any other interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Keung has entered into a service agreement with the Company for a term of three years and will be subject to retirement by rotation at least once every three years. Pursuant to the service agreement between Mr. Keung and the Company, Mr. Keung is entitled to receive a remuneration of HK\$1,624,000 per annum, which is determined by the remuneration committee of the Board with reference to his duties and responsibilities with the Company and an annual discretionary bonus of such an amount to be determined by the remuneration committee of the Board from time to time with reference to the financial results of the Company and on his performance. Save as disclosed above, Mr. Keung is not entitled to any other emoluments.

Mr. Keung was an executive director of DDIHL, which is the controlling Shareholder (as defined in the GEM Listing Rules) of the Company from November 1998 until January 2015. Save as disclosed above, Mr. Keung did not have any other directorship held in listed public companies in the last three years.

Mr. Keung was a director of the following companies, which were dissolved or wound-up (but not due to member's voluntary winding-up) with details as follows:

<b>Name of company</b>	<b>Principal business activity immediately before dissolution</b>	<b>Date of dissolution or winding-up</b>	<b>Details</b>
Fitness Concept International Holdings Limited	Investment holding	30 June 2005	This was a Cayman Islands incorporated company. Mr. Keung confirmed that it was solvent and inactive at the time of such company's application to being struck off from the registrar of companies in the Cayman Islands and subsequently dissolved.
W & D Joint Venture Limited	Never carried on/ ceased business	19 December 2008	These were Hong Kong incorporated companies de-registered under section 291AA of the Predecessor Companies Ordinance and accordingly dissolved upon de-registration (Note 1).
Leadtrade Development Limited		15 November 2013	
Billion Hope Holdings Limited ("Billion Hope")	Contracting works in building industry	2 February 2010	This was a Hong Kong incorporated company, which was compulsory wound-up by our subsidiary, Deson Development Limited (Note 2).

*Notes:*

- (1) Under section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) all the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) such company has no outstanding liabilities.
- (2) Billion Hope was a joint venture company owned as to approximately 70% by Deson Development Limited and 30% by a third party and its principal business was performing certain contracting works. Due to the breaking down of relationship with the joint venture partner, Deson Development Limited paid certain suppliers of Billion Hope directly on behalf of Billion Hope when it was unable to and eventually, after completion of a project, Deson Development Limited made a petition in 2005 to the courts of Hong Kong for the compulsory winding-up of Billion Hope in order to recover the repayment of such unpaid amounts owed to Deson Development Limited by Billion Hope.

Mr. Keung confirmed that there is no wrongful act on his part leading to the above dissolutions and winding-up and he is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions and winding-up of these companies.

Save as disclosed above, there is no other matter in relation to the re-election of Mr. Keung that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

**Kwok Koon Keung (郭冠強)** (“Mr. Kwok”), aged 48, is an executive Director of the Company since December 2014. Mr. Kwok is primarily responsible for the building and fitting out works division of the Group and the planning and coordination of projects, which covers the coordination of engineering resources, progress monitoring and work performance. Before Mr. Kwok is appointed as an executive Director of the Company, he was the contracts manager of the Group and was previously in charge of the contract department and was responsible for liaison with architects, designers and consultants, preparation of tender and payment application, estimation of cost, valuation of variations and settlement of final account. Mr. Kwok has over 19 years of experience in the building industry. He joined the Group as a quantity surveyor in February 1996 and was promoted to senior quantity surveyor in March 1997, and later as deputy contracts manager and contracts manager in July 2002 and May 2003 respectively.

Mr. Kwok graduated from the London South Bank University (formerly known as South Bank University) with a Bachelor of Science degree with distinction in June 1992. He is a professional associate of The Royal Institution of Chartered Surveyors since November 1997.

As at the Latest Practicable Date, Mr. Kwok beneficially owned 400 Shares in the Company, 1,000 shares in DDIHL and 1,500,000 outstanding share options granted by DDIHL, an associated corporation. Save as disclosed, Mr. Kwok does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company or any other interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Kwok has entered into a service agreement with the Company for a term of three years and will be subject to retirement by rotation at least once every three years. Pursuant to the service agreement between Mr. Kwok and the Company, Mr. Kwok is entitled to receive a remuneration of HK\$1,036,000 per annum, which is determined by the remuneration committee of the Board with reference to his duties and responsibilities with the Company and an annual discretionary bonus of such an amount to be determined by the remuneration committee of the Board from time to time with reference to the financial results of the Company and on his performance. Save as disclosed above, Mr. Kwok is not entitled to any other emoluments. Mr. Kwok did not have any other directorships held in listed public companies in the last three years.

Save as disclosed above, there is no other matter in relation to the re-election of Mr. Kwok that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

**Lo Wing Ling (羅永寧) (“Mr. Lo”)**, aged 56, is an executive Director of the Company since December 2014. Mr. Lo is in charge of the electrical and mechanical engineering division of our Group, responsible for the planning and co-ordination of projects, which cover the coordination of engineering resources, progress monitoring and work performance. Mr. Lo has over 15 years of experience in environmental engineering and building service work. Mr. Lo joined the Group in August 2000 as the director of Kenworth Engineering Limited. Before Mr. Lo is appointed as an executive Director of the Company, he was in charge of the engineering division of the Group. He is responsible for planning and co-ordination of projects, which cover the co-ordination of engineering resources, progress monitoring and work performance. Mr. Lo is the Technical Director and an Authorised Signatory for Kenworth Engineering Limited as a Registered Specialist Contractor (Ventilation) with the Buildings Department since 2000 and 2001 respectively.

Mr. Lo graduated from the University of Hong Kong with a Bachelor of Science degree in Engineering in November 1981 and through part-time studies, graduated from the City University of Hong Kong (formerly known as City Polytechnic of Hong Kong) with a Bachelor of Arts degree in Business Studies in November 1990. He has also studied as an external student and obtained a Master of Science degree in Environmental Management from the University of London in December 2003.

As at the Latest Practicable Date, except for 1,500,000 outstanding share options granted by DDIHL, an associated corporation, Mr. Lo did not hold any shares in the Company. Save as disclosed, Mr. Lo does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company or any other interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Lo has entered into a service agreement with the Company for a term of three years and will be subject to retirement by rotation at least once every three years. Pursuant to the service agreement between Mr. Lo and the Company, Mr. Lo is entitled to receive a remuneration of HK\$1,134,000 per annum, which is determined by the remuneration committee of the Board with reference to his duties and responsibilities with the Company and an annual discretionary bonus of such an amount to be determined by the remuneration committee of the Board from time to time with reference to the financial results of the Company and on his performance. Save as disclosed above, Mr. Lo is not entitled to any other emoluments. Mr. Lo did not have any other directorships held in listed public companies in the last three years.

Save as disclosed above, there is no other matter in relation to the re-election of Mr. Lo that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

**NON-EXECUTIVE DIRECTOR**

**Tjia Boen Sien (謝文盛)** (“**Mr. Tjia**”), aged 71, is the chairman and non-executive Director of the Company since December 2014. He is also a member of both the remuneration and nomination committees of the Board. He has over 27 years of experience in the building industry in the PRC and Hong Kong. Mr. Tjia is one of the co-founders of the DDIHL Group (including the Group). Mr. Tjia is primarily responsible for a consultative role in matters concerning our Group and is not involved in the day-to-day management of our Group.

Mr. Tjia graduated from chemistry studies at the Huaqiao University (華橋大學) in the PRC in July 1966. He was admitted as member of The Chartered Institute of Building in November 1996 and is a professional member of The Royal Institution of Chartered Surveyors since October 2002. Mr. Tjia previously served as the vice chairman and honorable member of Zhan Tian You Civil Engineering Science and Technology Development Fund Management Committee (詹天佑土木工程科學技術發展基金管理委員會).

As at Latest Practicable Date, Mr. Tjia beneficially owned (i) 18,309,760 Shares representing approximately 2.29% of the existing issued share capital of the Company, (ii) all the shares in Sparta Assets Limited (“**Sparta Assets**”); (iii) 45,774,400 shares in DDIHL; and (iv) 500,000 outstanding share options granted by DDIHL, an associated corporation. Sparta Assets directly beneficially owned 93,316,000 Shares in the Company and it beneficially owned 233,290,000 shares in DDIHL. By virtue of the SFO, Mr. Tjia is interested and deemed to be interested in 521,041,654 Shares in the Company (being the aggregate of (1) his direct beneficial interest of 18,309,760 Shares; (2) 93,316,000 Shares held by Sparta Assets; and (3) 409,415,894 Shares indirectly owned by DDIHL (through Deson Development Holding Limited which Sparta Assets is also deemed to be interested in)). Save as disclosed above, Mr. Tjia does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company or any other interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Tjia has entered into an appointment letter with the Company for a term of three years and will be subject to retirement by rotation at least once every three years. Pursuant to the appointment letter between Mr. Tjia and the Company, Mr. Tjia is entitled to receive a remuneration of HK\$120,000 per annum, which is determined by the remuneration committee of the Board with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. Tjia is not entitled to any other emoluments.

Mr. Tjia is an executive director, the Managing Director and Deputy Chairman of DDIHL, which is the controlling Shareholder (as defined in the GEM Listing Rules) of the Company. Save as disclosed above, Mr. Tjia did not have any other directorship held in listed public companies in the last three years.

Mr. Tjia was a director of the following companies, which were dissolved or wound-up (but not due to member's voluntary winding-up) with details as follows:

Name of company	Principal business activity immediately before dissolution	Date of dissolution or winding-up	Details
Fitness Concept International Holdings Limited	Investment holding	30 June 2005	This was a Cayman Islands incorporated company. Mr. Tjia confirmed that it was solvent and inactive at the time of such company's application to being struck off from the registrar of companies in the Cayman Islands and subsequently dissolved.
W & D Joint Venture Limited	Never carried on/ ceased business	19 December 2008	These were Hong Kong incorporated companies de-registered under section 291AA of the Predecessor Companies Ordinance and accordingly dissolved upon de-registration (Note 1).
Deson — IEE Limited		17 July 2009	
Deson — IES Engineering Limited		17 July 2009	
Bless Honour Limited		31 July 2009	
Capital Mind Securities Limited		18 June 2010	
Pacific Chest Limited		20 August 2010	
Lucky Pacific (Asia) Development Limited		3 May 2013	
Lucky Pacific Industries Limited		3 May 2013	
Leadtrade Development Limited		15 November 2013	
Link Systems Limited		4 July 2014	
健逸企業管理顧問(深圳)有限公司 (Jianyi Enterprise Management Consultation (Shenzhen) Co., Ltd.*)	Management consultation services	19 November 2012	This was a PRC established limited liabilities company, which is a wholly foreign-owned enterprise. It was dissolved upon the expiry of the operation term as set out in its business certificate.
Billion Hope Holdings Limited (“ <b>Billion Hope</b> ”)	Contracting works in building industry	2 February 2010	This was a Hong Kong incorporated company, which was compulsory wound-up by our subsidiary, Deson Development Limited (Note 2).

\* For identification purpose

*Notes:*

- (1) Under section 291AA of the Predecessor Companies Ordinance, an application for deregistration can only be made if (a) all the members of such company agreed to such deregistration; (b) such company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) such company has no outstanding liabilities.
- (2) Billion Hope was a joint venture company owned as to approximately 70% by Deson Development Limited and 30% by a third party and its principal business was performing certain contracting works. Due to the breaking down of relationship with the joint venture partner, Deson Development Limited paid certain suppliers of Billion Hope directly on behalf of Billion Hope when it was unable to and eventually, after completion of a project, Deson Development Limited made a petition in 2005 to the courts of Hong Kong for the compulsory winding-up of Billion Hope in order to recover the repayment of such unpaid amounts owed to Deson Development Limited by Billion Hope.

Mr. Tjia confirmed that there is no wrongful act on his part leading to the above dissolutions and winding-up and he is not aware of any actual or potential claim has been or will be made against him as a result of the dissolutions and winding-up of these companies.

Save as disclosed above, there is no other matter in relation to the re-election of Mr. Tjia that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

#### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Cheung Ting Kee (張廷基) (“Mr. Cheung”)**, aged 46, is an independent non-executive Director of the Company since December 2014. He is also a member of the remuneration, nomination, audit and internal control committees of the Board. Mr. Cheung has over 19 years of working experience in the securities industry including equity research, equity sales, fund management and corporate finance. Mr. Cheung is currently the sole director and a responsible officer of a Hong Kong company being a corporation licensed to carry out type 6 (advising on corporate finance) regulated activities under the SFO.

Mr. Cheung obtained a Bachelor of Business Administration degree and a Master in Professional Accounting.

As at the Latest Practicable Date, Mr. Cheung did not hold any Shares in the Company. Save as disclosed, Mr. Cheung does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company or any other interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Cheung has entered into an appointment letter with the Company for a term of three years and will be subject to retirement by rotation at least once every three years. Pursuant to the appointment letter between Mr. Cheung and the Company, Mr. Cheung is entitled to receive a remuneration of HK\$120,000 per annum, which is determined by the remuneration committee of the Board with reference to his

duties and responsibilities with the Company. Save as disclosed above, Mr. Cheung is not entitled to any other emoluments. Mr. Cheung did not have any other directorships held in listed public companies in the last three years.

Save as disclosed above, there is no other matter in relation to the re-election of Mr. Cheung that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

**Ong King Keung (王競強) (“Mr. Ong”)**, aged 39, is an independent non-executive Director of the Company since December 2014. He is also the chairman of the audit and internal control committees and a member of the remuneration and nomination committees of the Board. He has over 15 years of experience in the auditing and accounting industry. Mr. Ong is currently the company secretary of Unity Investments Holdings Limited (Stock Code: 00913). Mr. Ong obtained a Bachelor of Arts degree in Accountancy from The Hong Kong Polytechnic University in November 1998 and a Master of Science degree in Finance from the City University of Hong Kong in November 2007. Mr. Ong has been a fellow of the Association of Chartered Certified Accountants since October 2007 and a fellow of the Hong Kong Institute of Certified Public Accountants since June 2010.

As at the Latest Practicable Date, Mr. Ong did not hold any Shares in the Company. Save as disclosed, Mr. Ong does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company or any other interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Ong has entered into an appointment letter with the Company for a term of three years and will be subject to retirement by rotation at least once every three years. Pursuant to the appointment letter between Mr. Cheung and the Company, Mr. Ong is entitled to receive a remuneration of HK\$120,000 per annum, which is determined by the remuneration committee of the Board with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. Ong is not entitled to any other emoluments.

As at the Latest Practicable Date, Mr. Ong is an independent non-executive director of China Water Affairs Group Limited (Stock Code: 855) and was an independent non-executive director of China Environmental Energy Investment Limited (Stock Code: 986) from March 2013 to August 2014. Save as disclosed above, Mr. Ong did not have any other directorships held in listed public companies in the last three years.

Save as disclosed above, there is no other matter in relation to the re-election of Mr. Ong that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

**Lee Tho Siem (李多森)** (“Mr. Lee”), aged 75, is an independent non-executive Director of the Company since December 2014. He is also the chairman of the remuneration and nomination committees and a member of the audit and internal control committees of the Board. He has over 38 years of experience in the banking industry. He worked in Hua Chiao Commercial Bank Limited from September 1963 to November 2001 and was appointed as a director and acting general manager in January 2000.

As at the Latest Practicable Date, Mr. Lee did not hold any Shares in the Company. Mr. Lee and his associate were interested in 1,190,000 shares in DDIHL representing approximately 0.18% of the existing issued share capital of DDIHL, an associated corporation. Save as disclosed, Mr. Lee does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the GEM Listing Rules) of the Company or any other interest in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Lee has entered into an appointment letter with the Company for a term of three years and will be subject to retirement by rotation at least once every three years. Pursuant to the appointment letter between Mr. Lee and the Company, Mr. Lee is entitled to receive a remuneration of HK\$120,000 per annum, which is determined by the remuneration committee of the Board with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. Lee is not entitled to any other emoluments.

Mr. Lee did not have any other directorships held in listed public companies in the last three years.

Save as disclosed above, there is no other matter in relation to the re-election of Mr. Lee that needs to be brought to the attention of the Shareholders or any information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

**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 IS HEREBY GIVEN** that an annual general meeting (“AGM”) of Deson Construction International Holdings Limited (the “**Company**”) will be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Monday, 10 August 2015 at 10:30 a.m. for the following purposes:

- (1) To receive and adopt the audited consolidated financial statements and the reports of directors and auditors of the Company for the year ended 31 March 2015;
- (2) To approve the payment of a final dividend for the year ended 31 March 2015 of HK0.5 cent per share;
- (3)
  - (A) To consider the re-election of Mr. Keung Kwok Cheung as an executive Director of the Company;
  - (B) To consider the re-election of Mr. Kwok Koon Keung as an executive Director of the Company;
  - (C) To consider the re-election of Mr. Lo Wing Ling as an executive Director of the Company;
  - (D) To consider the re-election of Mr. Tjia Boen Sien as the non-executive Director of the Company;
  - (E) To consider the re-election of Mr. Lee Tho Siem as an independent non-executive director of the Company;
  - (F) To consider the re-election of Mr. Cheung Ting Kee as an independent non-executive Director of the Company;
  - (G) To consider the re-election of Mr. Ong King Keung as an independent non-executive Director of the Company;
- (4) To authorise the board of Directors of the Company to fix the remuneration of the Directors of the Company;

- (5) To consider the re-appointment of Ernst & Young as the auditors of the Company and to authorise the board of Directors of the Company to fix their remuneration;
- (6) As special business, to consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions:
  - (A) “**THAT:**
    - (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities and to make or grant offers, agreements and options which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
    - (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
    - (c) the aggregate nominal amount of share capital to be allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), (ii) the exercise of the subscription rights or conversion rights under the terms or any warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding, (iii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to (amongst others) officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or stock exchange in any territory outside Hong Kong applicable to the Company).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), subject to and in accordance with all applicable laws and regulations of the Cayman Islands, the articles of association of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other applicable requirements of any Recognised Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which the Company may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined in

paragraph (c) below) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT:**

subject to the passing of the resolutions set out in items 6 (A) and 6 (B) in the notice convening this meeting, the aggregate nominal amount of the share capital of the Company which has been purchased by the Company pursuant to the authority granted to the directors of the Company under the resolution set out in item 6(B) of the said notice shall be added to the aggregate nominal amount of share capital of the Company that may be allotted, issued and dealt with by the directors of the Company pursuant to the resolution set out in item 6 (A) of the said notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

(D) “**THAT:**

subject to and conditional upon the Listing Division of the Stock Exchange granting the listing of and permission to deal in the shares of the Company (in an amount not exceeding 10 per cent. of the shares in issue as at the date of passing this resolution) to be issued pursuant to the exercise of the options which may be granted under the proposed share option scheme of the Company (the “**Share Option Scheme**”), a copy of the rules of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose, and a summary of which is set out in Appendix II to the circular of the Company dated 30 June 2015, of which this notice is part), the Share

Option Scheme be and is hereby approved and adopted as the 2015–2025 Share Option Scheme of the Company and the Board of Directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme including, but with limitation:

- (a) to grant options to subscribe for the shares of the Company under the Share Option Scheme;
- (b) to allot and issue from time to time such number of shares in the share capital of the Company as may be required to be allotted and issued pursuant to the exercise of any options under the Share Option Scheme, subject to and in accordance with the terms of the Share Option Scheme and the GEM Listing Rules;
- (c) to administer the Share Option Scheme under which options may be granted to Eligible Persons (as defined in the Share Option Scheme) to subscribe for shares in the capital of the Company;
- (d) to modify and/or amend or approve any amendments to the rules of the Share Option Scheme to be made prior to the adoption of the Share Option Scheme, provided that any such amendments are acceptable to, or not objected by, The Stock Exchange of Hong Kong Limited;
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme; and
- (f) to take all such steps as may be necessary, desirable or expedient to carry into effect the Share Option Scheme.”

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

Hong Kong, 30 June 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 AGM 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 AGM. 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 AGM.
2. A form of proxy for use at the AGM 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 AGM 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 AGM 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 AGM, 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. The Register of Members will be closed from 17 August 2015 to 19 August 2015, both days inclusive, during which period no transfer of shares will be affected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with 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 not later than 4:30 p.m. on 14 August 2015.

6. 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.
7. 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 AGM, the AGM will be postponed. The Company will post an announcement on the websites of the Company at <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 AGM.
8. 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.