
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Deson Construction International Holdings Limited** 迪臣建設國際集團有限公司, 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 the Cayman Islands with limited liability)

(Stock Code: 8268)

**PROPOSED BONUS ISSUE OF SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 18 September 2015 at 11:00 a.m. is set out on pages 11 to 14 of this circular. A form of proxy for use by the Shareholders of the Company at the EGM is enclosed herein.

Whether or not you are able or intend to attend the EGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

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

2 September 2015

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Announcement”	the announcement of the Company dated 7 August 2015 in relation to the Bonus Issue
“Board”	the board of Directors from time to time
“Bonus Issue”	the proposed allotment and issue of Bonus Shares to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of one (1) Bonus Share for every four (4) existing Shares held
“Bonus Share(s)”	the new Share(s) to be allotted and issued by way of Bonus Issue by the Company as described in this circular
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Deson Construction International Holdings Limited (迪臣建設國際集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong, on Friday, 18 September 2015 at 11:00 a.m. or any adjournment thereof to approve the Bonus Issue
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	28 August 2015, being the latest practicable date for ascertaining certain information included in this circular
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) who is(are) excluded from the Bonus Issue and as detailed in the section headed “Overseas Shareholders” in this circular

DEFINITIONS

“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date and whose address(es) as shown in the register of members on that date is(are) outside Hong Kong
“Qualifying Shareholder(s)”	holders of Shares, not being Non-Qualifying Shareholders, whose addresses as shown on the register of members of the Company on the Record Date and are entitled to the Bonus Issue
“Record Date”	Friday, 25 September 2015, being the date for ascertaining and determining the entitlement of the Shareholders to the Bonus Issue
“Share(s)”	ordinary share(s) with a par value HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	percentage or per cent

EXPECTED TIMETABLE

The expected timetable for the Bonus Issue is set out below:

Event	Time and Date
Despatch of circular in relation to the Bonus Issue	Wednesday, 2 September 2015
Latest time for lodging proxy forms for the EGM (in any event not less than 48 hours prior to time of the EGM or any adjournment thereof)	11:00 a.m. on Wednesday, 16 September 2015
EGM	11:00 a.m. on Friday, 18 September 2015
Announcement of the result of the EGM	Friday, 18 September 2015
Last day of dealings in the Shares on a cum-entitlement basis in respect of the Bonus Issue	Monday, 21 September 2015
First day of dealings in the Shares on an ex-entitlement basis in respect of the Bonus Issue	Tuesday, 22 September 2015
Latest time for lodging transfer documents for registration in order to be entitled to the Bonus Shares	4:30 p.m. on Wednesday, 23 September 2015
Closure of register of members of the Company for the Bonus Issue	Thursday, 24 September 2015 to Friday, 25 September 2015 (both days inclusive)
Record Date	Friday, 25 September 2015
Register of members of the Company re-opens	Tuesday, 29 September 2015
Despatch of share certificates for Bonus Shares	Tuesday, 6 October 2015
Dealings in the Bonus Shares commence	Wednesday, 7 October 2015

Note: All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Further announcement will be made by the Company for changes, if any, in the expected timetable for the Bonus Issue.



DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

迪臣建設國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8268)

Executive Directors:

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

Non-executive Director:

Mr. Tjia Boen Sien (*Chairman*)

Independent non-executive Directors:

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

Registered office:

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

Principal place of business

in Hong Kong:
11th Floor, Nanyang Plaza
57 Hung To Road, Kwun Tong
Kowloon
Hong Kong

2 September 2015

To the Shareholders

Dear Sirs,

**PROPOSED BONUS ISSUE OF SHARES
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Announcement that the Company proposed to seek Shareholders' approval at the EGM to approve the Bonus Issue.

The purpose of this circular is to provide you with information regarding (i) the Bonus Issue and (ii) the notice of the EGM.

LETTER FROM THE BOARD

2. PROPOSED BONUS ISSUE

The Board proposed a Bonus Issue of new Shares on the basis of one (1) Bonus Share for every four (4) existing Shares held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. The Bonus Issue will be credited as fully paid at par by way of capitalisation of an amount standing in the credit of the share premium account of the Company. The terms of the Bonus Issue are set out below.

(a) Basis of Bonus Issue

Subject to the conditions as set out under the paragraph headed “Conditions of the Bonus Issue” in this circular, the Bonus Shares will be issued and credited as fully paid at par on the basis of one (1) Bonus Share for every four (4) existing Shares held on the Record Date by the Qualifying Shareholders.

On the basis of 800,000,000 existing Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or repurchased before the Record Date, it is anticipated that 200,000,000 Bonus Shares will be issued under the Bonus Issue. The Bonus Shares will be credited as fully paid at par by way of capitalisation of a sum of up to HK\$5,000,000 (or such other sum as may be necessary to give effect to the Bonus Issue) being part of the amount standing in the credit of the share premium account of the Company. After the completion of the Bonus Issue, there will be a total of 1,000,000,000 Shares in issue as enlarged by the Bonus Issue.

(b) Record Date and closure of register of members

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Non-Qualifying Shareholders are further elaborated below under the heading “Overseas Shareholders”.

The register of members of the Company will be closed from Thursday, 24 September 2015 to Friday, 25 September 2015 (both days inclusive), during which no transfer of Shares will be effected, in order to ascertain and determine the entitlement of the Shareholders under the Bonus Issue.

Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged with 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 for registration not later than 4:30 p.m. on Wednesday, 23 September 2015.

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until after the Record Date.

LETTER FROM THE BOARD

(c) Reasons for the proposed Bonus Issue

The Board proposed the Bonus Issue in recognition of the continual support of the Shareholders. Despite the share price per Share on an ex-entitlement basis should be reduced by the same proportion and the Bonus Issue is not expected to increase the Shareholders' proportionate interests in the Company, the Board is of the view that due to the current fluctuation in the financial market and the uncertainties in the economy slowdown, the Bonus Issue will increase the number of Shares to be held by the Shareholders which will enable them to enjoy more flexibility in managing their own investment portfolios such as giving them an opportunity to dispose of part of their Shares and realise a cash return. The Board believes that the Bonus Issue will enable the Shareholders to participate in the long term business growth of the Company by way of capitalisation of a portion of the share premium account and be a return to the long-term support of the Shareholders. In addition, the Board believes that the Bonus Issue will also enlarge the shareholder and capital base of the Company and thereby enhance the liquidity of the Shares. Moreover, the Board prefers the Bonus Issue to a cash dividend as the Company would like to conserve its book value as well as cash for future business development.

(d) Overseas Shareholders

As at the Latest Practicable Date, there were no Overseas Shareholders whose addresses as registered in the register of members of the Company were outside Hong Kong. If as at the close of business on the Record Date, a Shareholder's address as recorded on the register of members of the Company is in a place outside Hong Kong, the Board will make enquiries as to whether the Bonus Issue to the Overseas Shareholders may contravene the applicable securities legislation of the relevant overseas places or the requirements of the relevant regulatory body or stock exchange pursuant to Rule 17.41(1) of the GEM Listing Rules. If, after making such enquiry, the Board is of the opinion that there is no legal restriction under the laws of the relevant place(s) or any requirement of the relevant regulatory body or stock exchange in such place(s), such Overseas Shareholders will be permitted to participate in the Bonus Issue. If, however, after making such enquiry, the Board is of the opinion that the exclusion of the Overseas Shareholders would be necessary or expedient, on account either of the legal restriction under the laws of the relevant place or any requirement of the relevant regulatory body or stock exchange in that place, not to offer to such Overseas Shareholders, no issue of the Bonus Shares will be made to such Non-Qualifying Shareholders.

In such circumstances, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealings in Bonus Shares commence. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to the respective shareholding and remittances will be posted to them, at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100, in which case it will be retained for the benefit of the Company.

LETTER FROM THE BOARD

Overseas Shareholders receiving a copy of the circular concerning the Bonus Issue may not treat the same as an invitation to participate in the Bonus Issue unless such invitation could lawfully be made to him/her/it without having to comply with any registration or other legal requirements in the relevant territory.

(e) Status of Bonus Shares

The Bonus Shares, upon issued, will rank *pari passu* in all respects with the Shares then in issue, including the entitlement to receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares (except that they will not rank for the bonus issue of shares mentioned herein). The Company will not allot any fractions of Bonus Shares.

As at the Latest Practicable Date, no part of the equity or debt securities of the Company is listed or dealt in any other stock exchange other than the Stock Exchange and no such listing or permission to deal in is being or is proposed to be sought from any other stock exchange.

As at the Latest Practicable Date, the Company has no outstanding options, warrants or securities which are convertible or exchangeable into Shares.

The Shares are currently traded in the board lots of 8,000 Shares. Upon the issuance of the Bonus Shares, the board lot size for trading on GEM will remain unchanged with 8,000 Shares for each board lot.

(f) Fraction of Bonus Shares

The total number of Bonus Shares to be issued to any Shareholders will be rounded down to a whole number, if there are any fractional entitlements of the Bonus Shares. Such fractional entitlements arising from the Bonus Issue (if any) will not be issued to the Shareholders, but will be aggregated and sold for the benefit of the Company.

(g) Conditions of the Bonus Issue

The completion of Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by the Shareholders at the EGM;
- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of the Cayman Islands and articles of association of the Company to effect the Bonus Issue.

LETTER FROM THE BOARD

(h) Listing Application

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares. All necessary arrangements will be made for the Bonus Shares to be admitted to CCASS established and operated by HKSCC.

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

(i) Certificates for Bonus Shares

It is expected that share certificates for the Bonus Shares will be posted by ordinary post on or before Tuesday, 6 October 2015 after all the conditions have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date. Dealings in the Bonus Shares are expected to commence on Wednesday, 7 October 2015.

3. EXPECTED TIMETABLE

The expected timetable for the Bonus Issue is set out on page 3 of this circular. Dates or deadlines specified in this circular are indicative only and may be varied by the Company.

Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

4. EGM

The EGM will be convened to consider and, if thought fit, approve the Bonus Issue. A form of proxy for use at the EGM is enclosed with this circular. In order to be valid, the accompanying form of proxy must be completed in accordance with the instructions printed thereon, signed and deposited 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, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. The completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or adjournment thereof should you so wish.

LETTER FROM THE BOARD

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

5. VOTING BY POLL AT THE EGM

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

6. 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.

7. INTERESTS OF THE COMPLIANCE ADVISER

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

8. COMPETITION AND CONFLICT OF INTERESTS

To the best knowledge of the Directors, none of the Directors or the controlling Shareholders of the Company, nor any of their respective close associates, 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.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that the proposed Bonus Issue is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution approving the Bonus Issue at the EGM.

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



DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

迪臣建設國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8268)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Deson Construction International Holdings Limited (“**Company**”) will be convened and held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 18 September 2015 at 11:00 a.m. (Hong Kong time), for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

*All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the Company’s circular to shareholders dated 2 September 2015 (the “**Circular**”).*

ORDINARY RESOLUTION

“**THAT**, subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, the Bonus Shares (as defined below) to be issued pursuant to this resolution; and (ii) compliance with the relevant legal procedures and requirements under the applicable laws of the Cayman Islands and the articles of association of the Company to effect the Bonus Issue (as defined below):

- (a) upon the recommendation of the board of directors of the Company (“**Directors**”), a sum of up to HK\$5,000,000 (or such other sum as may be necessary to give effect to the Bonus Issue) being part of the amount standing to the credit of the share premium account of the Company be capitalised and the Directors be and are hereby authorised and directed to apply such sum in paying up in full at par up to 200,000,000 new ordinary shares of par value HK\$0.025 each in the capital of the Company (“**Bonus Share(s)**”), and that such Bonus Shares shall be allotted and distributed, credited as fully paid at par, to and among the shareholders of the Company whose names appear on the register of members of the Company (“**Register of Members**”) at the close of business on Friday, 25 September 2015 (“**Record Date**”), other than those members (“**Non-qualifying Shareholders**”) whose addresses as shown on the Register of Members at the close of business on the Record Date are in jurisdiction outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Rules

NOTICE OF EXTRAORDINARY GENERAL MEETING

Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, on the basis of one (1) Bonus Share for every four (4) existing issued shares of par value HK\$0.025 each in the capital of the Company then held by them on the Record Date (“**Bonus Issue**”), fractional entitlements arising from the Bonus Issue (if any) will not be issued to the Shareholders, but will be aggregated and sold for the benefit of the Company, and the number of Bonus Shares to be issued to any Shareholders be rounded down to a whole number if there are any fractional entitlements to the Bonus Shares;

- (b) the Bonus Shares shall, subject to the applicable laws of the Cayman Islands and the articles of association of the Company, rank *pari passu* in all respects with the ordinary shares of par value HK\$0.025 each in the capital of the Company in issue on the day on which the Bonus Shares are allotted and issued, except that they will not rank for the Bonus Issue mentioned in this resolution;
- (c) the Directors be and are hereby authorised to arrange for the Bonus Shares which would otherwise have been issued to the Non-qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences, and distribute the net proceeds of sale, after deduction of expenses, in Hong Kong dollars to the Non-qualifying Shareholders, if any, pro rata to their respective shareholdings and to post to them the remittances therefor at their own risk, unless the amount to be distributed to any such persons is less than HK\$100.00, in which case the Directors be and are hereby authorised to retain such amount for the benefit of the Company; and
- (d) the Directors be and are hereby authorised to execute and deliver, and where appropriate to affix the common seal of the Company to, all such documents, instruments and agreements, and to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the Non-qualifying Shareholders, if any, the amount to be capitalized out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

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

Hong Kong, 2 September 2015

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

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

Notes:

1. Any Shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the Shareholder to speak at the Meeting. A proxy need not be a Shareholder of the Company. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting.
2. A form of proxy for use at the Meeting is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting thereof.
3. Completion and delivery of the form of proxy will not preclude a Shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof should such Shareholder so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.
4. Where there are joint holders of any share of the Company, any one of such joint holder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of Shareholders of the Company in respect of the joint holding.
5. The Register of Members will be closed from 24 September 2015 to 25 September 2015, both days inclusive, during which period no transfer of shares will be affected. In order to qualify for the proposed bonus issue, 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 23 September 2015.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at www.deson-c.com and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the Company of the date, time and place of the rescheduled extraordinary general meeting.