
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 Development International Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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



**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

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, 30 August 2021 at 11:00 a.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out in Appendix III 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 Tengis Limited at Level 54, 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.

SPECIAL ARRANGEMENTS FOR AGM

To protect the attending Shareholders, staff and stakeholders from the risk of infection of COVID-19, the Company will implement certain precautionary and control measures at the AGM against the pandemic. Please refer to the section "**Special Arrangements for AGM**" of this Circular.

* For identification purpose only

CONTENTS

	<i>Page</i>
Special Arrangements for AGM	ii
Definitions	1
Letter from the Board	3
1. Introduction	3
2. General Mandate to Issue Shares	3
3. General Mandate to Repurchase Shares	4
4. Proposed Re-election of Retiring Directors	5
5. AGM	9
6. Voting by Poll at General Meetings	9
7. Closure of Register of Members	9
8. Responsibility Statement	10
9. Recommendation	10
Appendix I — Explanatory Statement	11
Appendix II — Biographies of Directors	14
Appendix III — Notice of Annual General Meeting	17

SPECIAL ARRANGEMENTS FOR AGM

Maintaining social distancing is key to control the spread of COVID-19 in Hong Kong. The Company strongly encourages Shareholders to participate by voting by proxy in advance of the AGM.

All resolutions proposed at the AGM will be decided on a poll. Shareholders are encouraged to exercise their rights to vote at the AGM by appointing the Chairman of the AGM as their proxy to vote on the proposed resolutions at the AGM instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising rights of Shareholders.

Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish.

Non-registered Shareholders whose Shares are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

Shareholders are strongly encouraged to cast their votes by submitting a proxy form appointing the Chairman of the AGM as their proxy.

To protect the attending Shareholders, staff and stakeholders from the risk of infection of COVID-19, the Company will implement the following precautionary and control measures at the AGM against the pandemic:

- (i) Compulsory body temperature check
- (ii) Compulsory wearing of surgical facial masks
- (iii) Mandatory health declaration
- (iv) Maintaining a safe distance between seats
- (v) No provision of refreshments or beverages
- (vi) No distribution of coupons for subsequent consumption

Should anyone seeking to attend the AGM decline to submit to these requirements or be found to be suffering from a fever (i.e. having a body temperature of over 37.5 degrees Celsius) or otherwise unwell, the Company reserves the right to refuse such person's admission to the AGM.

Subject to the development of COVID-19, the Company may change the AGM arrangements at short notice and may issue further announcement as appropriate. Shareholders should check the Company's website (www.deson.com) for updates on the latest arrangement of the AGM.

The Company believes that these measures are necessary and appropriate in light of the current pandemic. If any Shareholders has any question relating to the AGM, please contact the Company's branch share registrar in Hong Kong, Tricor Tengis Limited of Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

DEFINITIONS

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

“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, 30 August 2021 at 11:00 a.m. or any adjournment thereof;
“associate” or “close associate(s)”	has the meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company (as amended from time to time);
“Company”	Deson Development International Holdings Limited, 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);
“core connected person”	has the meaning as defined in the Listing Rules;
“COVID-19”	the coronavirus disease 2019;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	HK dollars, the lawful currency in Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“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”	Monday, 19 July 2021, being the latest practicable date for ascertaining certain information included in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“PRC”	the People’s Republic of China;
“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;
“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;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Code on Takeovers and Mergers published by the Securities and Futures Commission.

LETTER FROM THE BOARD

 *Deson Development International Holdings Limited*
迪臣發展國際集團有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 262)

Executive Directors:

Mr. Tjia Boen Sien

(*Managing Director & Chairman*)

Mr. Wang Jing Ning

Mr. Tjia Wai Yip, William

Independent non-executive Directors:

Dr. Ho Chung Tai, Raymond

Ir Siu Man Po

Mr. Siu Kam Chau

Registered office:

Victoria Place

5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

*Principal place of business
in Hong Kong:*

11th Floor, Nanyang Plaza

57 Hung To Road, Kwun Tong

Kowloon

Hong Kong

22 July 2021

To the Shareholders

Dear Sirs,

**PROPOSED GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
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; and (iii) to send you the notice of the AGM.

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 17 August 2020, a general and unconditional mandate was given by the Shareholders to the Directors to exercise the powers of the Company to allot, issue and deal with Shares. Such mandate would lapse on

* *For identification purpose only*

LETTER FROM THE BOARD

the earliest of: (i) the conclusion of the forthcoming annual general meeting of the Company; (ii) the expiration of the period within which the forthcoming annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders in general meeting. 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 the 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 the 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 5(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 977,880,400 Shares in issue at the Latest Practicable Date) would result in up to 195,576,080 new Shares being allotted, issued and dealt with by the Company. The authority granted under the Issue Mandate to the Directors will be valid until 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 Bye-Laws or any applicable law to be held; or (iii) the date on which the authority given under the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 17 August 2020, a general and unconditional mandate was given by the Shareholders 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 forthcoming annual general meeting of the Company; (ii) the expiration of the period within which the forthcoming annual general meeting of the Company is required by the Bye-Laws or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders in general meeting. 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 5(B) in the notice convening the AGM. The authority granted under the Repurchase Mandate to the Directors will be valid until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws or any applicable law to be held; or (iii) the date on which the authority given under the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting (whichever is the earliest). The notice convening the AGM is set out in Appendix III to this circular. The Company at present has no immediate plan to exercise the Repurchase Mandate.

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

LETTER FROM THE BOARD

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Company has stated in the annual report of the Company for the year ended 31 March 2021 that the Directors retiring by rotation are Mr. Wang Jing Ning (executive Director) and Ir Siu Man Po (Independent non-executive Director), who are willing to put themselves up for re-election at the AGM.

Ir Siu Man Po (“**Ir Siu**”) was appointed as an independent non-executive Director (“**INED**”) of the Company in September 2001. He has served the Company for more than 20 years as of the Latest Practicable Date and will retire by rotation at the AGM. The Board intends to further appoint Ir Siu as an INED. Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, if an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders, and the papers to shareholders accompanying that resolution should include the reasons why the board believes he is still independent and should be re-elected. The Nomination Committee of the Board has reviewed and assessed the independence of the INED, and satisfied that Ir Siu meet the independence criteria set out in Rule 3.1.3 of the Listing Rules (including by reference to the annual independence confirmation he has provided). In particular, the Nomination Committee is satisfied that during his tenure of office over the past 20 years, Ir Siu has been able to fulfill all the requirements regarding independence of an INED and provide annual confirmation of independence to the Company under Rule 3.13 of the Listing Rules. To the best knowledge of the Directors, as of the Latest Practicable Date, the Company is not aware of any foreseeable events that may occur and affect the independence of Ir Siu in the near future. Hence, the Board believes that Ir Siu is and will continue to be independent of the Company unless unexpected circumstances arise in the future. The Company will continue to review the independence of Ir Siu annually and take all appropriate measures to ensure compliance of relevant provisions regarding the independence of INED in the Listing Rules.

In addition, during his tenure of office, Ir Siu has performed his duties as an INED to the satisfaction of the Board. Through exercising the scrutinising and monitoring function of an INED, Ir Siu has contributed to a conscientious and efficient board of directors acting in the interest of Shareholders. In view of the above, the Board considers that the re-election of Ir Siu as an INED is beneficial to the Board, the Company and Shareholders as a whole.

Pursuant to the requirement of the Listing Rules, a separate ordinary resolution will be proposed at the AGM to approve the re-election of Ir Siu as an INED of the Company.

Ir Siu has confirmed that he meets the independence requirements set out in Rule 3.13 of the Listing Rules. Ir Siu has the relevant experience in construction field and has a deep understanding of the Group’s operation. Based on the above, the Board believes that Ir Siu is independent of the Group and will continue to make contributions to the Company if re-elected. Relevant details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

Procedure and Process for Nomination of Directors

The Nomination Committee will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following procedures and process:

- i. The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- ii. The Nomination Committee may, in its sole discretion, consider candidates recommended by any Director or Shareholder (provided that such proposals from Shareholders comply with all the application notice requirements set forth in the Company's Bye-Laws, the procedures for a Shareholder's nomination to be properly brought before a general meeting, and the Listing Rules) with due consideration given to the criteria which include but are not limited to the following (collectively the "**Criteria**"):
 - (a) Be of high integrity with a solid record of accomplishment in the individual's chosen fields;
 - (b) Possess the qualifications, qualities, skills and experience in the relevant industries in which the Group's business is involved in to effectively represent the best interests of all Shareholders;
 - (c) Be able to exercise good judgment and provide the commitment to enhance shareholder value and practical insights and diverse perspectives;
 - (d) Diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
 - (e) Commitment for responsibilities of the Board in respect of available time and relevant interest. In particular, regarding the appointment of an independent non-executive director, whether the individual can still devote sufficient time to the Board whilst holding directorships in seven (or more) listed companies including the Company;
 - (f) Independence in relation to the appointment of independent non-executive director by reviewing any potential conflicts of interest that he or she and their immediate family members (as defined in the Listing Rules) may have, based on the criteria for independence set forth in Rule 3.13 of the Listing Rules;
 - (g) Potential contributions including the perspectives, skills, experience and diversity that the individual can bring to the Board;

LETTER FROM THE BOARD

- (h) Plan(s) in place for the orderly succession of the Board; and
 - (i) Other factors that the Nomination Committee deem to be in the best interests of the Company and its Shareholders.
- iii. The Nomination Committee may adopt any process it deems appropriate and consistent with its terms of reference, the Company's Bye-Laws, the Company's corporate government policy and the policy described here in evaluating the suitability of the candidates, such as interviews, background checks and third-party reference checks;
 - iv. Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
 - v. The Nomination Committee will consider any director who has indicated his or her willingness to stand for re-election and any other person who is recommended by any shareholders as a candidate. The Nomination Committee may also undertake its own search process for candidates and may retain the services of professional firms or other third parties to assist in identifying and evaluating potential nominees;
 - vi. The secretary of the Nomination Committee shall call a meeting of the committee, and invite nominations of candidates from Board members, if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members;
 - vii. For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation;
 - viii. Until the issuance of the shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting; and
 - ix. In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, a circular will be sent to Shareholders. The circular will set out the names, brief biographies (including qualifications and relevant experience), and any other information, as required pursuant to applicable laws, rules and regulations, of the proposed candidates.

LETTER FROM THE BOARD

The Nomination Committee will evaluate and recommend the retiring Director(s) to the Board for re-appointment by giving due consideration to the Criteria including but not limited to:

- i. The overall contribution and service of the retiring Director(s) to the Company, including but not limited to the attendance of the meetings of the Board and/or its committees and general meetings of the Company where applicable, in addition to the level of participation and performance on the Board and/or its committees; and
- ii. Whether the retiring Director(s) continue(s) to satisfy the Criteria.

The Nomination Committee will evaluate and recommend candidate(s) for the position(s) of the independent non-executive Director(s) by giving due consideration to the factors including but not limited to those set out in Rules 3.10(2) and 3.13 of the Listing Rules in addition to the Criteria.

Recommendation of the Nomination Committee

The Nomination Committee has assessed and reviewed the independent non-executive Director's annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that Ir Siu remains independent. Based on the board diversity policy adopted by the Company, the Nomination Committee also considers that Ir Siu can contribute to the diversity of the Board, in particular, with his strong and diversified background and professional experience in his expertise. In addition, the Nomination Committee has evaluated the performance of each of the retiring Directors for the year ended 31 March 2021 and found their performance satisfactory. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors, namely Mr. Wang Jing Ning and Ir Siu Man Po stand for re-election as Directors at the AGM.

Bye-Law 89 of the Bye-Laws 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 dispatch 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

LETTER FROM THE BOARD

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 11:00 a.m. on 23 August 2021.

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 II to this circular.

5. AGM

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

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 Tengis Limited at Level 54, 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.

6. VOTING BY POLL AT GENERAL MEETINGS

Pursuant to Rule 13.39(4) of the 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 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 Bye-Law 69, 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 and the Company's website at www.deson.com as soon as possible after the conclusion of the AGM.

7. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 25 August 2021 to 30 August 2021, both days inclusive. During this period, no transfer of Shares will be registered. In order to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 24 August 2021.

LETTER FROM THE BOARD

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 believe 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; and (ii) the proposed re-election of retiring Directors 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.

By Order of the Board
Deson Development International Holdings Limited
Tjia Boen Sien
Managing Director and Chairman

The 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 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 THE 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 977,880,400 Shares of HK\$0.10 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 97,788,040 Shares.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-Laws, the Listing Rules and the applicable laws of Bermuda. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant Shares, or out of funds of the Company otherwise available for dividend or distribution or the proceeds of a new issue of Shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company otherwise available for dividend or distribution or out of the share premium or contributed surplus accounts 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 2021). 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 PERSONS

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 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 previous twelve months prior to the Latest Practicable Date were as follows:

	Trading price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
July	0.120	0.091
August	0.145	0.092
September	0.138	0.110
October	0.130	0.110
November	0.125	0.106
December	0.112	0.095
2021		
January	0.117	0.093
February	0.160	0.100
March	0.160	0.116
April	0.160	0.111
May	0.140	0.121
June	0.139	0.125
July (up to the Latest Practicable Date)	0.132	0.119

6. SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company had not repurchased any Shares on the Stock Exchange.

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 Listing Rules, the applicable laws of Bermuda and the regulations set out in its memorandum of association and Bye-Laws.

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, Sparta Assets Limited ("**Sparta Assets**"), which was wholly owned by Mr. Tjia, our Managing Director and executive Director, was directly interested in 349,935,000 Shares representing approximately 35.79% of the issued share capital in the Company as at the Latest Practicable Date, Mr. Tjia also had direct personal interest in 86,001,600 Shares, representing approximately 8.79% of the issued share capital in the Company as at the Latest Practicable Date.

In the event that the Repurchase Mandate was exercised in full by the Company, the aggregate percentage shareholding of Sparta Assets and Mr. Tjia in the Company would increase from approximately 44.58% to approximately 49.00%. Such increases would give rise to an obligation to 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 result in a mandatory offer obligation being imposed on any Shareholders or 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 Listing Rules from time to time.

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

EXECUTIVE DIRECTOR

Mr. WANG Jing Ning (“Mr. Wang”), aged 65, is an executive Director of the Company since September 1993. Mr. Wang is a member of the remuneration committee and a member of the nomination committee of the Board. He is also a director of various main operating subsidiaries of the Group, among others, Deson Ventures (HK) Limited, Winsome Properties Limited and Honour Advance Limited. Mr. Wang has over 41 years’ experience in hotel management and construction engineering in Mainland China and Hong Kong. He is responsible for managing the Group’s projects in Mainland China.

As at the Latest Practicable Date, Mr. Wang and his associates (i) were interested in 26,429,400 shares representing approximately 2.70% of the existing issued share capital of the Company; and (ii) held share options under the share option scheme of the Company to subscribe for 9,000,000 Shares within the meaning of Part XV of the SFO. Save as disclosed, Mr. Wang does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the 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, no service contract had been entered into between the Company and Mr. Wang. No term has been fixed or proposed for his length of service with the Company. Mr. Wang will be subject to retirement by rotation at least once every three years. Mr. Wang is entitled to receive a remuneration of HK\$3,000,000 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 Board from time to time with reference to the financial results of the Company and on his performance. Save as disclosed above, Mr. Wang is not entitled to any other emoluments.

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

Mr. Wang 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
Goodear Trading Co., Limited	Never carried on/ ceased business	14 December 2007	These were Hong Kong incorporated companies de-registered under section 291AA of the Predecessor Companies Ordinance and accordingly dissolved upon de-registration (<i>Note 1</i>).
Hambo Development Limited		21 December 2007	
Solink Development Limited		21 December 2007	
Toplite Development Limited		24 October 2008	
Deson — IEE Limited		17 July 2009	
Deson — IES Engineering Limited		17 July 2009	
Bless Honour Limited		31 July 2009	
Lucky Pacific (Asia) Development Limited		3 May 2013	
Lucky Pacific Industries Limited		3 May 2013	
Billion Hope Holdings Limited (“ Billion Hope ”)	Contracting works in building industry	2 February 2010	

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. Wang 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. Wang 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 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Ir SIU Man Po (“Ir Siu”), aged 83, is an independent non-executive Director of the Company since September 2001. Ir Siu is a member of the audit committee and remuneration committee, and the chairman of the nomination committee of the Board.

Ir Siu was awarded the MEDAL OF HONOUR (MH) by the Chief Executive of the Government of the Hong Kong Special Administrative Region in July 2004 for his dedication and meritorious services to the development of the engineering profession in Hong Kong.

Ir Siu obtained his Master of Science in Civil Engineering in 1963 from Auburn University in Auburn, Alabama, U.S.A. Ir Siu has extensive experience in construction field including the construction of Tsing Yi Power Stations in 1966 to 1977, MTR stations from 1977 to 1987, and Hong Kong Baptist University campus development from 1989 to 1999. Ir Siu was the Managing Director of Ho Wang Siu Mak Management Ltd. from 2008 to 2019. Ir Siu is a Fellow Member of the Hong Kong Institution of Engineers and the American Society of Civil Engineers.

As at the Latest Practicable Date, Ir Siu and his associate (i) were interested in 920,000 shares representing approximately 0.09% of the existing issued share capital of the Company; (ii) and held share options under the share option scheme of the Company to subscribe for 800,000 Shares within the meaning of Part XV of the SFO. Save as disclosed, Ir Siu does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the 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, no service contract had been entered into between the Company and Ir Siu. No term has been fixed or proposed for his length of service with the Company. Ir Siu will be subject to retirement by rotation at least once every three years. Ir Siu is entitled to receive a remuneration of HK\$240,000 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, Ir Siu is not entitled to any other emoluments.

Ir Siu did not have any other directorship 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 Ir Siu 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 13.51(2) of the Listing Rules.



Deson Development International Holdings Limited
迪臣發展國際集團有限公司*
(Incorporated in Bermuda with limited liability)
(Stock Code: 262)

NOTICE IS HEREBY GIVEN that an annual general meeting (“AGM”) of Deson Development International Holdings Limited (the “Company”) will be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Monday, 30 August 2021 at 11:00 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 2021;
- (2) (A) To consider the re-election of Mr. Wang Jing Ning as an executive Director of the Company;

(B) To consider the re-election of Ir Siu Man Po (who has served the Company as an independent non-executive Director for more than nine (9) years) as an independent non-executive Director of the Company;
- (3) To authorise the board of Directors of the Company to fix the remuneration of the Directors of the Company;
- (4) 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;
- (5) 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;

* For identification purpose only

- (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 bye-laws 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 bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (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 Bermuda, the bye-laws 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 bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (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 5(A) and 5(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 5(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 5(A) of the said notice, provided that such amount 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 passing of this resolution.”

By Order of the Board
Deson Development International Holdings Limited
Tjia Boen Sien
Managing Director and Chairman

Hong Kong, 22 July 2021

Registered office in Bermuda:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Principal place of business:
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. **To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19, Shareholders are strongly encouraged to cast their votes by submitting a proxy form appointing the Chairman of the AGM as their proxy.**
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 Tengis Limited, at Level 54, 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 of the Company will be closed from 25 August 2021 to 30 August 2021, both days inclusive. During this period, no transfer of Shares will be registered. In order to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 24 August 2021.
6. Pursuant to Bye-Law 69, 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 The Stock Exchange of Hong Kong Limited.
7. If typhoon signal no. 8 or above is issued, or a "black" rainstorm warning is in effect, or "extreme conditions" caused by super typhoons at 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 www.deson.com and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the Company of the date, time and place of the rescheduled AGM.
8. In view of the ongoing COVID-19 epidemic, the Company will implement the following precautionary measures at the AGM, including:
 - (a) compulsory body temperature checks (any person with fever, respiratory symptoms or a body temperature of over 37.3 degree Celsius will not be permitted access to the meeting venue);
 - (b) request of wearing of surgical face masks throughout the meeting and not wearing surgical face masks will not be permitted access to the meeting venue;
 - (c) hand sanitiser will be provided;
 - (d) no refreshments will be served;
 - (e) no corporate gifts will be distributed; and
 - (f) other safety measures as appropriate.