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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 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.

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**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)**

**PROPOSED GENERAL MANDATES TO  
ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
APPROVAL OF THE SHARE OPTION SCHEME OF  
DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED  
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 11:00 a.m. (or so soon thereafter as the annual general meeting of Deson Construction International Holdings Limited convened for 10:30 a.m. on the same date shall have been concluded or adjourned) 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 Tengis 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.

\* *For identification purpose only*

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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 DCIHL Option Scheme is conditionally adopted by an ordinary resolution of DCIHL Shareholders and the Shareholders of the Company;
“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 11:00 a.m. (or so soon thereafter as the annual general meeting of Deson Construction International Holdings Limited convened for 10:30 a.m. on the same date shall have been concluded or adjourned) or any adjournment thereof;
“associate”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Business Day”	a day upon which the Stock Exchange is open for securities trading;
“Bye-Laws”	the bye-laws of the Company (as amended from time to time);
“Company”	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);
“core connected person”	has the same meaning as defined in the Listing Rules;
“DCIHL”	Deson Construction International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and in which the Company is interested in approximately 51.18% of its issued share capital, the shares of which is listed on GEM;
“DCIHL Board”	the board of directors of DCIHL;
“DCIHL Group”	DCIHL and its subsidiaries;

\* For identification purpose only

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## DEFINITIONS

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“DCIHL Option Scheme” or “Scheme”	the proposed share option scheme of DCIHL, a summary of the principal terms of which is set out in Appendix II to this circular;
“DCIHL Share(s)”	ordinary share(s) with par value of HK\$0.025 each in the share capital of DCIHL;
“DCIHL Shareholder(s)”	holder(s) of DCIHL Shares;
“Directors”	the directors of the Company;
“Eligible Persons”	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 DCIHL Group;</li><li>(ii) any individual for the time being seconded to work for any member of the DCIHL 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 DCIHL Group who, at the sole determination of the board of directors of DCIHL, have contributed or will contribute to any member of the DCIHL Group;</li></ul>
“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;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	HK dollars, the lawful currency in Hong Kong;

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## DEFINITIONS

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“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”	30 June 2015, 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;
“Option”	an option to subscribe for DCIHL Shares granted pursuant to the DCIHL Option Scheme;
“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 and Share Buy-backs published by the Securities and Futures Commission.

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LETTER FROM THE BOARD

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**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. Lu Quanzhang (*Chairman*)  
Mr. Tjia Boen Sien  
*(Managing Director & Deputy Chairman)*  
Mr. Wang Jing Ning  
Mr. Tjia Wai Yip William

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Independent non-executive Directors:*

Dr. Ho Chung Tai, Raymond  
Mr. Siu Man Po  
Mr. Siu Kam Chau

*Principal place of business in Hong Kong:*

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

6 July 2015

To the Shareholders

Dear Sirs,

**PROPOSED GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
APPROVAL OF THE SHARE OPTION SCHEME OF  
DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED  
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 approval of the DCIHL Option Scheme; and (iv) to send you the notice of the AGM.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 10 August 2014, 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 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 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 651,920,267 Shares in issue at the Latest Practicable Date) would result in up to 130,384,053 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 (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 (whichever is the earliest).

### 3. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 10 August 2014, 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; and (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 6(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

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## LETTER FROM THE BOARD

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(whichever is the earliest). 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 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 the Directors retiring by rotation are Mr. Lu Quanzhang (executive Director), Mr. Wang Jing Ning (executive Director), Mr. Tjia Wai Yip, William (executive Director) and Dr. Ho Chung Tai, Raymond (independent non-executive Director), who are willing to put themselves up for re-election at the AGM.

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 serve 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.

Dr. Ho Chung Tai, Raymond (“Dr. Ho”) was appointed as an independent non-executive Director (“INED”) of the Company in May 1997. He has served the Company for more than 18 years as of the Latest Practicable Date and will retire by rotation at the AGM. The Board intends to further appoint Dr. Ho 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 nine 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 requirements of the INEDs, including Dr. Ho, and are satisfied that meet the independence criteria set out in Rule 3.1.3 of the Listing Rules (including by reference to the annual independence confirmation they have provided). In particular, the Nomination Committee is satisfied that during his tenure of office over the past 18 years, Dr. Ho 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 Dr. Ho in the near future. Hence, the Board believes that Dr. Ho 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 Dr. Ho annually and take all appropriate measures to ensure compliance of relevant provisions regarding the independence of INED in the Listing Rules.

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## LETTER FROM THE BOARD

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In addition, during his tenure of office, Dr. Ho has performed his duties as an INED to the satisfaction of the Board. Through exercising the scrutinizing and monitoring function of an INED, he 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 Dr. Ho 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 Dr. Ho as an INED of the Company.

Dr. Ho has confirmed that he meets the independent requirements set out in Rule 3.13 of the Listing Rules. Dr. Ho 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 Dr. Ho is independent of the Group and will continue to make contribution to the Company if re-elected. Relevant details of each of the Directors proposed to be re-elected at the AGM are set out in Appendix III to this circular.

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 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 11:00 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.

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## LETTER FROM THE BOARD

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### 5. DCIHL OPTION SCHEME

DCIHL, a company whose shares are listed on GEM, is principally engaged as a contractor in the building industry operating in Hong Kong and the PRC. As at the Latest Practicable Date, the Company was interested in approximately 51.18% of its issued share capital.

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

The rules of the DCIHL Option Scheme provide that, in granting Options under the DCIHL Option Scheme, DCIHL Directors 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 DCIHL Option Scheme can be exercised. DCIHL Board will also determine the exercise price per DCIHL Share payable on the exercise of an Option according to the terms of the DCIHL Option Scheme. The Directors consider that the aforesaid criteria and rules will serve to preserve the value of DCIHL and encourage Eligible Persons to acquire proprietary interest in DCIHL.

The DCIHL Option Scheme constitutes a share option scheme governed by Chapter 17 of the Listing Rules. As DCIHL is a subsidiary of the Company, the DCIHL Option Scheme is subject to the approval of Shareholders in accordance with the Listing Rules and an ordinary resolution will be proposed at the forthcoming AGM to approve the DCIHL Option Scheme, the adoption of the DCIHL Option Scheme and the authorization of the DCIHL Board to grant Options to subscribe for DCIHL Shares under the DCIHL Option Scheme and to allot and issue DCIHL Shares pursuant to the exercise of any Options granted under the DCIHL Option Scheme subject to and in accordance with the terms of the DCIHL Option Scheme. A summary of the principal terms of the DCIHL Option Scheme is set out in Appendix II to this circular.

The DCIHL Option Scheme is conditional upon:

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

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## LETTER FROM THE BOARD

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According to Chapter 17 of the Listing Rules, where its provisions require the DCIHL Option Scheme or any related matters to be approved by DCIHL Shareholders/independent non-executive DCIHL Directors, such scheme or matters must simultaneously be approved by the Shareholders/independent non-executive Directors of the Company.

### *Value of the Options*

The Board considers that it is not appropriate to state the value of the Options that may be granted under the DCIHL 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, 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 DCIHL 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 DCIHL Shares given the volatility to which the price of DCIHL Shares may be subject to during the ten-year life span of the DCIHL 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.

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

### *Scheme Mandate Limit*

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

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

## **6. AGM**

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

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## LETTER FROM THE BOARD

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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 DCIHL Option Scheme and, therefore, no Shareholder is required to abstain from voting at the AGM in respect of the resolution to approve the DCIHL 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 Tengis 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.

### **7. 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 there 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](http://www.hkexnews.hk) and the Company's website at [www.deson.com](http://www.deson.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 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; (ii) the proposed re-election of retiring Directors; and (iii) the approval of and the adoption of the DCIHL Option Scheme and the authorisation of the DCIHL Board to grant Options to subscribe for DCIHL Shares under the DCIHL Option Scheme and to allot and issue DCIHL Shares pursuant to the exercise of any Options granted under the DCIHL Option Scheme subject to and in accordance with the terms of the DCIHL 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.

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## LETTER FROM THE BOARD

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### 10. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the rules of the DCIHL 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 Tung, 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 Development International Holdings Limited**  
**Tjia Boen Sien**  
*Managing Director and Deputy 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 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 651,920,267 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 65,192,027 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 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 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 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>
<b>2014</b>		
July	0.61	0.50
August	0.70	0.57
September	0.95	0.61
October	0.88	0.75
November	1.08	0.79
December	0.99	0.75
<b>2015</b>		
January	0.89	0.72
February	0.94	0.65
March	0.78	0.60
April	0.92	0.62
May	0.86	0.74
June (up to the Latest Practicable Date)	0.91	0.73

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

During the six months preceding the Latest Practicable Date, the Company made the following repurchases of Shares on the Stock Exchange:

Date	Number of Existing Shares	Purchase Price Per Share		Aggregate Consideration (HK\$)
		Highest (HK\$)	Lowest (HK\$)	
March 2015	1,370,000	0.660	0.610	883,950
April 2015	<u>500,000</u>	0.650	0.640	<u>322,000</u>
Total	<u>1,870,000</u>			<u>1,205,950</u>

Save as disclosed herein, the Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in 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 Listing Rules and the applicable laws of Bermuda.

**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 Boen Sien ("Mr. Tjia"), our Managing Director and executive Director, was directly interested in 233,290,000 Shares representing approximately 35.79% of the issued share capital in the Company as at the Latest Practicable Date, and Mr. Tjia also had direct personal interest in 45,774,400 Shares, representing approximately 7.02% 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 42.81% to approximately 47.56%. 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 is a summary of the principal terms of the DCIHL Option Scheme to be approved at the AGM. It should not be taken to represent the complete set of the rules of the DCIHL Option Scheme or as affecting the interpretation of the rules of the DCIHL Option Scheme. The Directors reserve the right at any time prior to the AGM to make such amendments to the DCIHL 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 DCIHL Option Scheme subsequent to the dispatch of this circular, the Company shall inform the Shareholders by way of an announcement.

### **1. Purpose of the DCIHL Option Scheme**

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

### **2. Who may join and basis of eligibility**

The DCIHL 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 DCIHL Shares as it may determine in accordance with the terms of the DCIHL Option Scheme.

The basis of eligibility of any of the Eligible Persons to the grant of Options shall be determined by the DCIHL 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 DCIHL Share payable on the exercise of an Option is to be determined by the DCIHL Board but in any event must be at least the higher of:

- (a) the official closing price of the DCIHL 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 DCIHL 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 of a DCIHL Shares.

**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 DCIHL until it has announced such inside information pursuant to the requirements of the GEM Listing Rules and the Inside Information Provisions 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 of DCIHL for the approval of DCIHL's annual results, half-yearly, quarterly or any other interim period; and
  - (2) the deadline of DCIHL to publish an announcement of results for (i) any year or half-year period in accordance with the GEM Listing Rules, and (ii) where DCIHL 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 DCIHL, no Options shall be granted to the directors of DCIHL:

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

- (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 DCIHL Shareholders to, among other matters, convene a general meeting for the purpose of refreshing the Scheme Mandate and obtaining approval of the DCIHL Shareholders at such general meeting provided that the new limit under the refreshed Scheme Mandate must not exceed 10 per cent. of the DCIHL Shares in issue at the date of the DCIHL Shareholders' approval of such refreshed Scheme Mandate. Options previously granted under the DCIHL Option Scheme or any other share option schemes of DCIHL (including those exercised, outstanding, cancelled or lapsed in accordance with the terms of the DCIHL Option Scheme or any other share option schemes of DCIHL) will not be counted for the purpose of calculating the total number of DCIHL Shares subject to the refreshed Scheme Mandate.
- (c) DCIHL 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 DCIHL 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 DCIHL Board before such approval is sought.
- (d) The aggregate number of DCIHL Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the DCIHL Option Scheme and any other share option schemes of DCIHL must not exceed 30 per cent. of the DCIHL Shares in issue from time to time.

#### **6. Maximum entitlement of each Eligible Person**

The maximum number of DCIHL Shares issued and to be issued upon exercise of Options granted under the DCIHL Option Scheme and any other share option schemes of DCIHL 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 DCIHL Shares in issue. Any further grant of Options in excess of such limit must be separately approved by DCIHL Shareholders in general meeting convened by way of notice which shall be accompanied by a circular of DCIHL 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 DCIHL (or any of their respective associates) must be approved by the independent non-executive Directors of DCIHL (excluding any independent non-executive Director of DCIHL who is the grantee of the Option).

(b) Where any grant of Options to a substantial shareholder of DCIHL or an independent non-executive Director of DCIHL (or any of their respective associates) will result in the total number of DCIHL Shares issued and to be issued upon exercise of Options already granted and to be granted to such person under the DCIHL Option Scheme and any other share option schemes of DCIHL (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 DCIHL Shares in issue; and
- (2) having an aggregate value, based on the official closing price of the DCIHL Shares as stated in the daily quotation sheet of the Stock Exchange at each date of grant, in excess of HK\$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 DCIHL 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 DCIHL or an independent non-executive Director of DCIHL or any of their respective associates is also required to be approved by DCIHL Shareholders.

(c) DCIHL must send a circular, containing such information as required under the GEM Listing Rules, to the DCIHL Shareholders for seeking approval on the matter referred to in sub-paragraph (b) above. All core connected persons of DCIHL 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 DCIHL Option Scheme at any time during a period commencing on such date on which the Option is granted as the DCIHL Board may determine in granting the Option and expiring at the close of business on such date as the DCIHL 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 DCIHL Option Scheme must be held is specified in the DCIHL Option Scheme. The DCIHL Directors may, however, at their discretion, impose the minimum period during which the Option granted under the DCIHL Option Scheme must be held when the Option is granted to the relevant Eligible Person.

**9. Performance targets**

Save as determined by the DCIHL 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 DCIHL Option Scheme. The DCIHL 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 DCIHL Shares**

DCIHL 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, DCIHL 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 DCIHL 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 DCIHL Shares issued pursuant to the DCIHL Option Scheme may be registered). Any breach of the foregoing shall entitle DCIHL 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 DCIHL 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 DCIHL 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 DCIHL Group, then he may exercise his outstanding Option within six months (or such longer period as the DCIHL 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 DCIHL 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;
- (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 DCIHL Board may determine) of the date he so ceases, failing which the Option will lapse provided always that in each case the DCIHL 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 DCIHL Shareholders (or all such DCIHL 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 DCIHL to its members to convene a general meeting for the purposes of considering, and if thought fit, approving a resolution to voluntarily wind-up DCIHL, DCIHL 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 DCIHL referred to above by giving notice in writing to DCIHL, accompanied by a remittance for the full amount of the aggregate subscription price for DCIHL Shares in respect of which the notice is given, whereupon DCIHL 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 DCIHL 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 DCIHL and its members or creditors is proposed for the purposes of a scheme for the reconstruction of DCIHL or its amalgamation with any other companies pursuant to the laws of jurisdictions in which DCIHL was incorporated, DCIHL 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 DCIHL 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 DCIHL referred to in paragraph (15) becomes effective;
- (d) subject to paragraph (14), the date of commencement of the winding-up of DCIHL;
- (e) the date on which the grantee ceases to be an Eligible Person by reason of such grantee's resignation from the employment of DCIHL Group or the termination of his or her relationship with the DCIHL Group or contract 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 DCIHL Group (if so determined by the DCIHL 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 DCIHL Group. A resolution of the DCIHL 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 DCIHL Board shall exercise DCIHL'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 DCIHL 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 DCIHL, or otherwise howsoever, such corresponding alterations (if any) shall be made (except on an issue of securities of DCIHL as consideration in a transaction) in the number of DCIHL Shares subject to any Options so far as unexercised and/or the subscription price per DCIHL Share of each outstanding Option as the auditors of DCIHL or an independent financial adviser shall certify in writing to the DCIHL 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 DCIHL 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 DCIHL 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 DCIHL 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 DCIHL 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 DCIHL Option Scheme**

The DCIHL Option Scheme will remain in force for a period of 10 years commencing on the date on which the DCIHL Option Scheme is adopted by the DCIHL Shareholders and the Shareholders of the Company 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 DCIHL Shareholders in general meeting.

**20. Alteration to the DCIHL Option Scheme**

The DCIHL Option Scheme may be altered in any respect by resolution of the DCIHL 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 Rule 23.03 of the GEM Listing Rules;
- (b) any material alteration to the terms and conditions of the DCIHL Option Scheme or any change to the terms of Options granted (except any alteration which take effect automatically under the terms of the DCIHL Option Scheme); or
- (c) any change to the authority of the DCIHL Board in relation to any alteration to the terms of the DCIHL Option Scheme,

shall first be approved by DCIHL Shareholders and Shareholders of the Company at which any persons to whom or for the benefit the DCIHL Shares may be issued under the DCIHL 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 DCIHL Option Scheme. The amended terms of the DCIHL Option Scheme shall still comply with Chapter 23 of the GEM Listing Rules and any change to the authority of the DCIHL Board in relation to any alteration to the terms of the DCIHL Option Scheme must be approved by DCIHL Shareholders and the Shareholders of the Company in general meeting.

**21. Termination to the DCIHL Option Scheme**

DCIHL may by resolution in general meeting or the DCIHL Board at any time terminate the DCIHL Option Scheme and in such event no further Option shall be offered but the provisions of the DCIHL 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 DCIHL 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 DCIHL Option Scheme.

**22. Conditions of the DCIHL Option Scheme**

The DCIHL Option Scheme and the grant of any Option are conditional upon:

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

**23. Present status of the DCIHL Option Scheme**

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

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

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

#### EXECUTIVE DIRECTORS

**LU Quanzhang** (“**Mr. Lu**”), aged 59, is an executive Director of the Company since 9 November 2011. He is also the Chairman of the Board. Mr. Lu has over 18 years of experience in legal practice in the PRC. Mr. Lu is a registered lawyer in the PRC and holds a master post graduate certificate of law from China University of Political Science and Law (Practicing). Mr. Lu was a founding partner of Jun Yan Law Firm in Guangdong where he has practiced since 2003. He is an arbitrator of the China International Economic and Trade Arbitration Commission, Shenzhen Court of International Arbitration and Shanghai International Arbitration Centre.

As at the Latest Practicable Date, Mr. Lu and his associate were interested in 100,000 Shares representing approximately 0.015% of the existing issued share capital of the Company and 1,500,000 outstanding share options granted by the Company. Mr. Lu and his associate also have 20,000 shares interest in the associate corporation, Deson Construction International Holdings Limited (stock code: 8268). Save as disclosed, Mr. Lu 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 Part XV of SFO.

As at the Latest Practicable Date, no service contract had been entered into between the Company and Mr. Lu. No term has been fixed or proposed for his length of service with the Company. Mr. Lu will be subject to retirement by rotation at least once every three years. Mr. Lu will be entitled to an annual salary of HK\$300,000 which is determined by 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. Lu is not entitled to any other emoluments.

Mr. Lu was an independent non-executive director of Flying Financial Service Holdings Limited (Stock Code 8030) from August 2012 until August 2014. Save as disclosed above, Mr. Lu 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 Mr. Lu 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.

**WANG Jing Ning** (“**Mr. Wang**”), aged 59, is an executive Director of the Company since January 1989. He is also a director of various main operating subsidiaries of the Group, among others, Deson Ventures (HK) Ltd., Winsome Properties Ltd., Honour Advance Ltd. and Yew Siang Ltd. Mr. Wang has over 35 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 was interested in 14,839,600 Shares representing approximately 2.28% of the existing issued share capital of the Company and 5,000,000 outstanding share options granted by the Company. 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 will be entitled to an annual salary of HK\$1,110,000 which is determined by 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 <sup>(Note 1)</sup> .
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	

Name of company	Principal business activity immediately before dissolution	Date of dissolution or winding-up	Details
Lucky Pacific Industries Limited		3 May 2013	
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 <sup>(Note 2)</sup> .

*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.

**Mr. Tjia Wai Yip, William**, (“**Mr. Tjia**”), aged 39, is an executive Director of the Company since January 2015. Mr. Tjia joined the Group in February 2000. Mr. William Tjia is a director of Deson Innovative Limited since July 2005, one of the subsidiaries of the Company. He is responsible for intelligent building and security systems business of the Group, and has over 14 years’ of experience in this field. He graduated from City University of Hong Kong with a Bachelor degree in Information Systems (Honours) in 1998.

As at the Latest Practicable Date, Mr. Tjia was interested in 1,600,000 Shares representing approximately 0.25% of the existing issued share capital of the Company and 5,000,000 outstanding share options granted by the Company. He is the son of Mr. Tjia Boen Sien, the Managing Director and Deputy Chairman and a controlling Shareholder (as defined in the Listing Rules) of the Company who was interested in 279,064,400 Shares representing approximately 42.81% interest in the Company. Save as disclosed, Mr. Tjia

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 SFO.

As at the Latest Practicable Date, no service contract had been entered into between the Company and Mr. Tjia. No term has been fixed or proposed for his length of service with the Company. Mr. Tjia will be subject to retirement by rotation at least once every three years. Mr. Tjia will be entitled to an annual salary of HK\$625,000 which is determined by 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. Tjia is not entitled to any other emoluments. Mr. Tjia 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 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 13.51(2) of the Listing Rules.

#### INDEPENDENT NON-EXECUTIVE DIRECTOR

**Dr. HO Chung Tai, Raymond (“Dr. Ho”)** SBS, MBE, S.B. St. J., JP, aged 75, has 50 years’ experience in the fields of civil, structural, environmental and geotechnical engineering and direct project management of mega size engineering projects including 41 years in Hong Kong and 10 years in the United Kingdom, with direct responsibility in the HK\$3.0 billion project of Electrification and Modernisation of Kowloon-Canton Railway from the mid-70’s till early 80’s, all the government-funded infrastructure works for Shatin New Town and Tseung Kwan O New Town from early 80’s till the end of 1993, major projects of tunnels, bridges, flyovers, roads, dockyards, jetties, hospitals, hotels, incinerators, high-rise commercial/residential buildings, geotechnical work, environmental studies and projects. Dr. Ho holds a doctorate degree in civil engineering from the City University of London, United Kingdom, Honorary Doctor of Business Administration from the City University of Hong Kong, Honorary Doctor of Laws from University of Manchester, United Kingdom, a postgraduate diploma in geotechnical engineering from Manchester University, United Kingdom and a bachelor degree in civil engineering from the University of Hong Kong. Dr. Ho was formerly a partner and senior director of Maunsell Consultants Asia Limited from January 1976 to August 1993. Dr. Ho was formerly Hong Kong Deputy to the 10th & 11th National People’s Congress of the PRC, member of the 1st, 2nd, 3rd & 4th terms of Legislative Council (Engineering Functional Constituency) (1998-2012), member of the Provisional Legislative Council (1996-1998), President of the Hong Kong Institution of Engineers (1987/1988), Founding Council Chairman of the City University of Hong Kong, Council Chairman of the former City Polytechnic of Hong Kong, Chairman of Hong Kong Technology Committee of the Industry & Technology Development Council (“ITDC”) and member of ITDC, Chairman of the Transport Advisory Committee, Hong Kong Affairs Adviser, member of Consultative Committee on the New Airport and Related Projects, and member of the Gas Safety Advisory Committee. Currently, Dr. Ho is Chairman of Guangdong Daya Bay Nuclear Plant, LingAo Nuclear Plant Safety Consultative Committee,

board member of the Hong Kong Airport Authority, member of the Court of the City University of Hong Kong and member of the Chinese Medicine Consultative Committee of the School of Chinese Medicine of Hong Kong Baptist University.

As at the Latest Practicable Date, Dr Ho was interested in 485,000 Shares representing approximately 0.07% of the existing issued share capital of the Company and 500,000 outstanding share options granted by the Company. Save as disclosed, Dr. Ho 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 SFO.

As at the Latest Practicable Date, no service contract had been entered into between the Company and Dr. Ho. No term has been fixed or proposed for his length of service with the Company. Dr. Ho will be subject to retirement by rotation at least once every three years. Dr. Ho will be entitled to an annual salary of HK\$120,000 which is determined by the Board with reference to his duties and responsibilities with the Company. Save as disclosed above, Dr. Ho is not entitled to any other emoluments.

As at the Latest Practicable Date, Dr. Ho is also an independent non-executive director of the following public listed companies in the last three years:

- (1) China State Construction International Holdings Limited (Stock Code: 3311);
- (2) GCL-Poly Energy Holdings Limited (Stock Code: 3800); and
- (3) Chinlink International Holdings Limited (Stock Code: 997).

Save as disclosed above, Dr. Ho did not have any other directorship held in listed public companies in the last three years.

Dr. Ho 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
Greater Beijing Expressways Limited	Investment holding	31 October 2000	This was a Bermuda incorporated company which ceased to have a place of business in Hong Kong and was dissolved under section 339(1) of the Predecessor Companies Ordinance.
Capital China Timber Products Limited	Never carried on/ceased business	16 January 2004	These were Hong Kong incorporated companies de-registered under section 291AA of the Predecessor Companies Ordinance and accordingly dissolved upon de-registration <sup>(Note 1)</sup> .

Name of company	Principal business activity immediately before dissolution	Date of dissolution or winding-up	Details
Ho Wang Shea Environmental Sciences Limited		9 September 2005	
Public Key Infrastructure Technologies Limited		9 September 2005	
Zhong Hua Association For The Advancement of Real Estate And Construction Technology Limited		8 January 2010	
Ho Poon Kow Investment Company Limited		17 December 2010	

*Note:*

- (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.

Dr. Ho 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 mater in relation to the re-election of the above Directors 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, 10 August 2015 at 11:00 a.m. (or so soon thereafter as the annual general meeting of Deson Construction International Holdings Limited convened for 10:30 a.m. on the same date shall have been concluded or adjourned) 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 HK1 cent per share;
- (3) (A) To consider the re-election of Mr. Lu Quanzhang as executive Director of the Company;
- (B) To consider the re-election of Mr. Wang Jing Ning as executive Director of the Company;
- (C) To consider the re-election of Mr. Tjia Wai Yip, William as executive Director of the Company;
- (D) To consider the re-election of Dr. Ho Chung Tai, Raymond (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;
- (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;

\* For identification purpose only

(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 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; 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 recognized 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 recognized 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; 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**

the share option scheme of Deson Construction International Holdings Limited (“DCIHL”) (the “DCIHL 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 6 July 2015, of which this notice is part) be and is hereby approved for adoption as the 2015 – 2025 Option Scheme of DCIHL; the board of directors of DCIHL be and is hereby authorised to grant options to subscribe for shares of DCIHL under the DCIHL Option Scheme and to allot and issue shares of DCIHL pursuant to the exercise of any options granted under the DCIHL Option Scheme subject to and in accordance with the terms of the DCIHL Option Scheme; and the board of the directors of the Company be and is hereby authorised to approve any amendments to the rules of the DCIHL Option Scheme to be

made prior to the adoption of the DCIHL Option Scheme, provided that any such amendments are acceptable to, or not objected by, The Stock Exchange of Hong Kong Limited; and the board of directors of the Company be and is hereby also authorised to do all such acts and things on behalf of the Company, and to approve the Company entering into all such transactions and arrangements, as, in each case, the board of directors of the Company considers to be necessary, desirable or expedient in order to give effect to the DCIHL Option Scheme.”

By Order of the Board  
**Tjia Boen Sien**  
*Managing Director and Deputy Chairman*

Hong Kong, 6 July 2015

*Registered office in Bermuda:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
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.
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 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 Tengis 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 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, 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 [www.deson.com](http://www.deson.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.