

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the prospectus dated 24 December 2014 (the “Prospectus”) issued by Deson Construction International Holdings Limited (the “Company”) for detailed information about the Company and the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.*

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*Unless defined herein, terms in this announcement shall have the same meanings as those defined in the Prospectus.*



**迪臣建設國際集團有限公司**  
**Deson Construction International Holdings Limited**  
*(incorporated in the Cayman Islands with limited liability)*

**LISTING BY WAY OF PLACING  
ON THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

**Number of Placing Shares : 50,000,000 Shares**  
**Placing Price : HK\$0.385 per Placing Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application)**  
**Nominal value : HK\$0.05 each**  
**Stock code : 8268**

**Sponsor**

**SUNWAH KINGSWAY**  
**新華滙富**

**Kingsway Capital Limited**

**Bookrunner and Lead Manager**

**SUNWAH KINGSWAY**  
**新華滙富**

**Kingsway Financial Services  
Group Limited**

## SUMMARY

- The Placing Price has been determined at HK\$0.385 per Placing Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$0.385 per Placing Share, the net proceeds from the Placing to be received by the Company are estimated to be approximately HK\$16.5 million.
- The 50,000,000 Placing Shares offered by the Company under the Placing were moderately over-subscribed and have been conditionally allocated to a total of 131 selected individual, professional and institutional investors.
- The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Distribution and the Placing. The Directors confirm that there will not be any new substantial shareholder of the Company immediately after the completion of the Distribution and the Placing within the meaning of the GEM Listing Rules.
- Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after the Distribution and the completion of the Placing, the public float of the Company will be 34.8% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.
- No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.

— Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 8 January 2015. The Shares will be traded in board lots of 8,000 Shares each. The stock code of the Shares is 8268.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## PLACING PRICE AND USE OF NET PROCEEDS

The Placing Price has been determined at HK\$0.385 per Placing Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

Based on the Placing Price of HK\$0.385 per Placing Share, the net proceeds from the Placing to be received by the Company are estimated to be approximately HK\$16.5 million. The Directors intend to apply the net proceeds from the Placing for the purposes and in the amounts set out below:

Use of net proceeds	Percentage of net proceeds %	Amount of net proceeds HK\$ million
<i>Operation of two existing projects particularly payment of sub-contractors and materials suppliers</i>	<b>90</b>	<b>14.8</b>
- project involving building construction works for residential houses in Hong Kong	68.7	11.3
- project involving fitting-out works for a shop of a luxury brand in Hong Kong	21.3	3.5
<i>General working capital</i>	<u>10</u>	<u>1.7</u>
<b>Total:</b>	<u><u>100</u></u>	<u><u>16.5</u></u>

## LEVEL OF INDICATION OF INTERESTS UNDER THE PLACING

The 50,000,000 Placing Shares offered under the Placing were moderately over-subscribed.

## RESULTS OF ALLOCATION

Pursuant to the Placing, 50,000,000 Shares have been conditionally allocated to a total of 131 individual, professional and institutional investors. The distribution of the Placing Shares is set forth as below:

	<b>Aggregate number of Placing Shares allocated</b>	<b>Aggregate percentage of the total number of Placing Shares allocated</b>	<b>Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Distribution and the Placing</b>
Top placee	3,480,000	6.96%	0.87%
Top five placees	16,440,000	32.88%	4.11%
Top ten placees	31,040,000	62.08%	7.76%
Top 25 placees	47,552,000	95.10%	11.89%

### Number of Placing Shares allocated

### Number of Placees

8,000 to 80,000	96
80,001 to 800,000	16
800,001 to 8,000,000	19
8,000,001 and above	<u>0</u>

### Total:

131

The Directors confirm that all placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective close associates (as defined in the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee, individually, has been or will be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Distribution and the Placing. The Directors confirm that there will not be any new substantial shareholder of the Company immediately after completion of the Distribution and the Placing within the meaning of the GEM Listing Rules.

**Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

#### **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Distribution and the Placing, the public float of the Company will be approximately 34.8% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders.

#### **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued on GEM and the compliance by the Company with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. Thursday, 8 January 2015) or on such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

**No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.**

The share certificates issued in respect of the Placing Shares to be distributed via CCASS will be deposited into CCASS on or before Wednesday, 7 January 2015 for credit to the respective CCASS participants' stock accounts designated by the Underwriter, the places or its agents (as the case may be).

Prospective investors of the Placing Shares should note that Kingsway Financial is entitled to terminate the Underwriting Agreement with immediate effect by giving notice in writing to the Company upon the occurrence of any of the events set forth under the section headed “Underwriting - Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date which is expected to be Thursday, 8 January 2015. In the event that the Underwriting Agreement is terminated, the Placing will lapse and an announcement will be published by the Company on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.deson-c.com](http://www.deson-c.com) accordingly.

All share certificates will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. on the Listing Date.

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Thursday, 8 January 2015. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.deson-c.com](http://www.deson-c.com). Shares will be traded in board lots of 8,000 Shares each. The stock code of the Shares is 8268.

By order of the Board of Directors  
**Deson Construction International Holdings Limited**  
**Keung Kwok Cheung**  
*Executive director*

Hong Kong, 7 January 2015

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Keung Kwok Cheung, Mr. Kwok Koon Keung, Mr. Lo Wing Ling as executive Directors; Mr. Tjia Boen Sien as non-executive Director; Mr. Lee Tho Siem, Mr. Cheung Ting Kee and Mr. Ong King Keung as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and will also be published on the Company’s website at [www.deson-c.com](http://www.deson-c.com).*