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**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)*

**(Stock Code: 8268)**

**PROPOSED SHARE SUBDIVISION**  
**AND**  
**PROPOSED AMENDMENTS TO THE MEMORANDUM AND**  
**ARTICLES OF ASSOCIATION**

**PROPOSED SHARE SUBDIVISION**

The Board proposes to put forward to the Shareholders a proposal to effect the proposed Share Subdivision whereby every one (1) existing issued and unissued Share of par value of HK\$0.05 each in the share capital of the Company will be subdivided into two (2) Subdivided Shares of par value of HK\$0.025 each. The Share Subdivision will become effective upon fulfillment of the conditions set out under the section headed “Conditions of the Share Subdivision” below. All Subdivided Shares will rank *pari passu* with each other in all respects with the Shares in issue prior to the Share Subdivision and the Share Subdivision will not be expected to result in any change in the relevant rights of the Shareholders.

Upon the Share Subdivision becoming effective, the board lot size for trading on GEM will remain unchanged with 8,000 Subdivided Shares for each board lot.

Other than the relevant expenses, including but not limited to professional fees and printing charges incurred, the implementation of the Share Subdivision will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders. The Directors believe that the Share Subdivision will not have any material adverse effect on the financial position of the Group.

**PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to put forward to the Shareholders a proposal to amend the memorandum and articles of association of the Company to reflect the change of the authorised share capital of the Company from HK\$100,000,000 divided into 2,000,000,000 Shares of HK\$0.05 each to HK\$100,000,000 divided into 4,000,000,000 Subdivided Shares of HK\$0.025 each upon the Share Subdivision becoming effective.

## **GENERAL**

An ordinary resolution to approve the Share Subdivision and a special resolution to approve the amendments to the memorandum and articles of association of the Company will be proposed at the EGM. A circular containing, among other things, further details of the Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company, together with the notice convening the EGM will be despatched to the Shareholders on or before 8 May 2015.

## **PROPOSED SHARE SUBDIVISION**

The Board proposes to put forward to the Shareholders a proposal to effect the proposed Share Subdivision whereby every one (1) existing issued and unissued Share of par value of HK\$0.05 each in the share capital of the Company will be subdivided into two (2) Subdivided Shares of par value of HK\$0.025 each.

### **Conditions of the Share Subdivision**

The Share Subdivision is conditional upon:

- (i) the passing of the ordinary resolution to approve the Share Subdivision by the Shareholders at the EGM; and
- (ii) the Stock Exchange granting approval to the listing of, and permission to deal in, the Subdivided Shares.

An application will be made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Subdivided Shares.

Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the Business Day following the passing of the ordinary resolution at the EGM, which is expected to be held on Wednesday, 3 June 2015.

### **Effect of the Share Subdivision**

As at the date of this announcement, the authorised share capital of the Company was HK\$100,000,000 divided into 2,000,000,000 Shares of par value of HK\$0.05 each, of which 400,000,000 Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares are issued or repurchased between the date of this announcement and the date of the EGM, immediately after the Share Subdivision becoming effective, the authorised share capital of the Company will become HK\$100,000,000 divided into 4,000,000,000 Subdivided Shares of par value of HK\$0.025 each, of which 800,000,000 Subdivided Shares of par value of HK\$0.025 each will be in issue which are fully paid or credited as fully paid.

Upon the Share Subdivision becoming effective, all Subdivided Shares will rank *pari passu* in all respects with the Shares in issue prior to the Share Subdivision and the Share Subdivision will not be expected to result in any change in the relevant rights of the Shareholders.

The Shares are currently traded in the board lots of 8,000 Shares. Upon the Share Subdivision becoming effective, the board lot size for trading on GEM will remain unchanged with 8,000 Subdivided Shares for each board lot. The Share Subdivision will not be expected to result in any odd lots other than those already exist.

## **Free exchange of Subdivided Shares' certificates and trading arrangement**

Subject to the Share Subdivision becoming effective, which is expected to be on Thursday, 4 June 2015, Shareholders may, during the period from Thursday, 4 June 2015 to Monday, 13 July 2015 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day, submit share certificates for the existing Shares in orange colour to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new certificates of the Subdivided Shares in yellow colour. After the expiry of such period, each share certificate for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate issued for the Subdivided Shares or each share certificate for the existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher.

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Thursday, 9 July 2015 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of title to the Subdivided Shares on the basis of one Share for two Subdivided Shares.

It is expected that the new share certificates will be available for collection within a period of ten Business Days after the submission of the existing share certificates to the Company's branch share registrar for exchange. The new share certificates will be yellow in colour so as to be distinguished from the existing share certificates which are orange in colour.

## **REASONS FOR THE SHARE SUBDIVISION**

The trading price of the Shares has recently increased and resulted in the increase in the value of a board lot. On the initial listing of the Shares on 8 January 2015, the placing price per Share was HK\$0.385 and each board lot value was HK\$3,080. As at the date of this announcement, the closing price per Share as quoted on the Stock Exchange is HK\$1.57 and each board lot value is HK\$12,560 which is approximately 308% increase compared to each board lot value on initial listing. The high board lot value sets a high entry fee for the investors and compromises the liquidity of the trading of the Shares.

Upon the proposed Share Subdivision becoming effective, the par value of each share of the Company will decrease and the total number of shares of the Company in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the shares of the Company. The Board believes that the Share Subdivision will improve the liquidity in trading of the Company's Subdivided Shares, and thereby attract more investors and widen its Shareholder base. It will also provide more flexibility for the investors to buy and sell Shares. In view of the above, the Board considers that the Share Subdivision is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Other than the relevant expenses, including but not limited to professional fees and printing charges incurred, the implementation of the Share Subdivision will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders. The Directors believe that the Share Subdivision will not have any material adverse effect on the financial position of the Group.

## EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision and the associated trading arrangement is as follows:

Event	Time and date
Expected date of despatch of the circular, notice and proxy form of the EGM . . . . .	not later than Friday, 8 May 2015
Latest time for return of proxy form of the EGM (not less than 48 hours prior to time of the EGM) . . . . .	11:00 a.m. on Monday, 1 June 2015
EGM . . . . .	11:00 a.m. on Wednesday, 3 June 2015
Publication of announcement of results of the EGM . . . . .	Wednesday, 3 June 2015
<b>The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” above.</b>	
Effective date of the Share Subdivision . . . . .	Thursday, 4 June 2015
First day of free exchange of existing certificates for the new certificates for the Subdivided Shares . . . . .	Thursday, 4 June 2015
Commencement of dealings in the Subdivided Shares . . . . .	9:00 a.m. on Thursday, 4 June 2015
Original counter for trading in Shares (in board lots of 8,000 Shares) temporarily closes . . . . .	9:00 a.m. on Thursday, 4 June 2015
Temporary counter for trading in Subdivided Shares in board lots of 16,000 Subdivided Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Thursday, 4 June 2015
Original counter for trading in Subdivided Shares in board lots of 8,000 Subdivided Shares (in the form of new share certificates) re-opens . . . . .	9:00 a.m. on Thursday, 18 June 2015
Parallel trading in the Shares and Subdivided Shares (in the form of existing share certificates and new share certificates) commences . . . . .	9:00 a.m. on Thursday, 18 June 2015

Temporary counter for trading in Subdivided Shares  
in board lots of 16,000 Subdivided Shares  
(in the form of existing share certificates) closes . . . . . 4:00 p.m. on Thursday,  
9 July 2015

Parallel trading in the Shares and Subdivided Shares  
(in the form of existing share certificates and  
new share certificates) ends . . . . . 4:00 p.m. on Thursday,  
9 July 2015

Last day of free exchange of existing certificates  
for new certificates for Subdivided Shares . . . . . Monday, 13 July 2015

*All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Further announcement will be made by the Company for changes, if any, in the expected timetable for the implementation of the Share Subdivision and the associated trading arrangements as aforesaid.*

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to put forward to the Shareholders a proposal to amend the memorandum and articles of association of the Company to reflect the change of the authorised share capital of the Company from HK\$100,000,000 divided into 2,000,000,000 Shares of HK\$0.05 each to HK\$100,000,000 divided into 4,000,000,000 Subdivided Shares of HK\$0.025 each upon the Share Subdivision becoming effective. The proposed amendments to the memorandum and articles of association of the Company are subject to approval by Shareholders at an EGM by way of special resolution. Details of the proposed amendments to the memorandum and articles of association of the Company will be provided in the circular to be despatched to the Shareholders.

## **GENERAL**

An ordinary resolution to approve the Share Subdivision and a special resolution to approve the amendments to the memorandum and articles of association of the Company will be proposed at the EGM. A circular containing, among other things, further details of the Share Subdivision and the proposed amendments to the memorandum and articles of association of the Company, together with the notice convening the EGM will be despatched to the Shareholders on or before 8 May 2015.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

- |                |  |
|----------------|--|
| “Board”        | the board of Directors   |
| “Business Day” | a day on which the Stock Exchange is open for business to deal in securities |

“Company”	Deson Construction International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the securities of which are listed on GEM
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, to approve, among other matters, the proposed Share Subdivision and the amendments to the memorandum and articles of association of the Company
“GEM”	Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary share(s) in the issued and unissued capital of the Company, the par value of which being of HK\$0.05 each prior to the completion of the Share Subdivision
“Shareholder(s)”	holder(s) of Shares or Subdivided Shares, as the case may be
“Share Subdivision”	the proposed subdivision of every one (1) issued and unissued Share of par value of HK\$0.05 each into two (2) Subdivided Shares of par value of HK\$0.025 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of par value of HK\$0.025 each in the share capital of the Company upon completion of the Share Subdivision
“%” or “per cent”	percentage or per cent

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

Hong Kong, 23 April 2015

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

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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 “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of seven days from the date of its publication and on the Company’s website at [www.deson-c.com](http://www.deson-c.com).*