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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 BONUS ISSUE OF SHARES

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The Board proposed a Bonus Issue of new Shares on the basis of one (1) Bonus Share for every four (4) existing Shares held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date. The Bonus Shares to be allotted and issued will rank *pari passu* in all respect with the Shares then in issue (except that they will not rank for the bonus issue of shares mentioned herein), and will be credited as fully paid at par by way of capitalisation of an amount standing to the credit of the share premium account of the Company.

The register of members of the Company will be closed from Thursday, 24 September 2015 to Friday, 25 September 2015, both days inclusive, to ascertain and determine the entitlement of the Shareholders under the Bonus Issue. To qualify for the Bonus Issue, any transfer of Shares must be lodged for registration no later than 4:30 p.m. on Wednesday, 23 September 2015.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares.

GENERAL

A circular containing, among other things, details of the Bonus Issue and a notice of the EGM will be despatched to the Shareholders on or before 2 September 2015.

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Basis of Bonus Issue

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

On the basis of 800,000,000 existing Shares in issue as at the date of this announcement, and assuming no further Shares will be issued or repurchased before the Record Date, it is anticipated that 200,000,000 Bonus Shares will be issued under the Bonus Issue. The Bonus Shares will be credited as fully paid at par by way of capitalisation of an amount standing to the credit of the share premium account of the Company. After the completion of the Bonus Issue, there will be a total of 1,000,000,000 Shares in issue as enlarged by the Bonus Issue.

Record Date and closure of register of members

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

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

Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 23 September 2015.

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

Reasons for the proposed Bonus Issue

The Board proposed the Bonus Issue in recognition of the continual support of the Shareholders. Despite the share price per Share on an ex-entitlement basis should be reduced by the same proportion and the Bonus Issue is not expected to increase the Shareholders’ proportionate interests in the Company, the Board is of the view that the Bonus Issue will increase the number of Shares to be held by the Shareholders which will enable them to enjoy more flexibility in managing their own investment portfolios such as giving them an opportunity to dispose of part of their Shares and realise a cash return. The Board believes that the Bonus Issue will enable the Shareholders to participate in the long term business growth of the Company by way of capitalisation of a portion of the share premium account

and be a return to the long-term support of the Shareholders. In addition, the Board believes that the Bonus Issue will also enlarge the shareholder and capital base of the Company and thereby enhance the liquidity of the Shares.

Overseas Shareholders

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

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

In circumstances where any Overseas Shareholders are not permitted to participate in the Bonus Issue, arrangements will then be made for the Bonus Shares which would otherwise have been issued to those Overseas Shareholders to be sold in the market as soon as practicable after dealings in Bonus Shares commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to the respective shareholding and remittances will be posted to them, at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100, in which case it will be retained for the benefit of the Company.

Status of Bonus Shares

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

Fraction of Bonus Shares

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

Conditions of the Bonus Issue

The completion of Bonus Issue is conditional upon:

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

Application will be made to the Listing Committee of the Stock Exchange in respect of such approval for the listing of, and permission to deal in, the Bonus Shares.

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

As at the date of this announcement, the Company has no outstanding options, warrants or securities which are convertible or exchangeable into Shares.

Certificates for Bonus Shares

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

EXPECTED TIMETABLE

The expected timetable for the Bonus Issue is as follows:

Event	Time and Date
Despatch of circular in relation to the Bonus Issue	Wednesday, 2 September 2015
Latest time for lodging proxy forms for the EGM (in any event not less than 48 hours prior to time of the EGM or any adjournment thereof)	11:00 a.m. on Wednesday, 16 September 2015
EGM	11:00 a.m. on Friday, 18 September 2015
Announcement of the result of the EGM	Friday, 18 September 2015
Last day of dealings in the Shares on a cum-entitlement basis in respect of the Bonus Issue	Monday, 21 September 2015
First day of dealings in the Shares on an ex-entitlement basis in respect of the Bonus Issue	Tuesday, 22 September 2015

Latest time for lodging transfer documents for registration
in order to be entitled to the Bonus Shares 4:30 p.m. on Wednesday,
23 September 2015

Closure of register of members of the Company
for the Bonus Issue Thursday, 24 September 2015 to
Friday, 25 September 2015 (both days inclusive)

Record Date Friday, 25 September 2015

Register of members of the Company re-opens Tuesday, 29 September 2015

Despatch of share certificates for Bonus Shares Tuesday, 6 October 2015

Dealings in the Bonus Shares commence Wednesday, 7 October 2015

Note: All times and dates in this 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 Bonus Issue.

GENERAL

A circular containing, among other things, details of the Bonus Issue, will be despatched to the Shareholders on or before 2 September 2015.

To the best knowledge, belief and information of the Directors having made all reasonable enquiries, no Shareholder is required under the GEM Listing Rules to abstain from voting on the resolution regarding the capitalisation of share premium account of the Company and the Bonus Issue at the EGM.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions having the following meanings:

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| “Board” | the board of Directors from time to time |
| “Bonus Issue” | the proposed allotment and issue of Bonus Shares to the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of one (1) Bonus Share for every four (4) existing Shares held |
| “Bonus Share(s)” | the new Share(s) to be allotted and issued by way of Bonus Issue by the Company as described in this announcement |
| “Company” | Deson Construction International Holdings Limited (迪臣建設國際集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the GEM |
| “Director(s)” | the director(s) of the Company from time to time |

“EGM”	the extraordinary general meeting of the Company to be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong, on Friday, 18 September 2015 at 11:00 a.m. or any adjournment thereof to approve the Bonus Issue
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) who is(are) excluded from the Bonus Issue and as detailed in the section headed “Overseas Shareholders” in this announcement
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company as at the close of business on the Record Date and whose address(es) as shown in the register of members on that date is(are) outside Hong Kong
“Qualifying Shareholder(s)”	holders of Shares, not being Non-Qualifying Shareholders, whose addresses as shown on the register of members of the Company on the Record Date and are entitled to the Bonus Issue
“Record Date”	Friday, 25 September 2015, being the date for ascertaining and determining the entitlement of the Shareholders to the Bonus Issue
“Share(s)”	ordinary share(s) with a par value of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	percentage or per cent

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

Hong Kong, 7 August 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 in this announcement misleading.

This announcement will remain on the on the “Latest Company Announcements” page of the GEM website at 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.