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DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

迪臣建設國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8268)

INSIDE INFORMATION

PLACING OF SHARES OF THE COMPANY BY SUBSTANTIAL SHAREHOLDER

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) and Part XIVA of the SFO.

The Board hereby announces that it was informed by the Company's substantial shareholder, Sparta, that on 4 December 2015 (after trading hours of the Stock Exchange), Sparta entered into the Placing Agreement with the Placing Agent, under which the Placing Agent was appointed to the exclusion of all others to procure places who are Independent Third Parties, on a best effort basis, to purchase up to 90,000,000 Placing Shares (representing approximately 9% of the total number of issued Shares as at the date of this announcement) at the placing price of HK\$0.49 per Placing Share during the placing period from the date of the Placing Agreement up to and including the Closing Date. All the issued shares of Sparta are held by Mr Tjia, who is the Chairman and non-executive Director of the Company.

As at the date of this announcement, Sparta held a total of 116,645,000 Shares (representing approximately 11.66% of the total number of issued Shares as at the date of this announcement). Sparta is the controlling shareholder of DDIHL, which in turn is the controlling shareholder of the Company. DDIHL (through DDHL) held a total of 511,769,868 Shares (representing approximately 51.18% of the total number of issued Shares as at the date of this announcement). Thus, Sparta is deemed to be interested in a total of 628,414,868 Shares (representing approximately 62.84% of the total number of issued Shares as at the date of this announcement) by virtue of the SFO. As at the date of this announcement, Mr. Tjia, being the ultimate beneficial owner of Sparta, directly beneficially owned 22,887,200 Shares and is also deemed to be interested in (i) 628,414,868 Shares owned by DDIHL (through DDHL); and (ii) 116,645,000 Shares beneficially owned by Sparta, by virtue of the SFO. Assuming all the Placing Shares have been successfully placed, Sparta's direct shareholding in the Company is expected to be reduced to 26,645,000 Shares (representing approximately 2.66% of the total number of issued Shares as at the date of this announcement), its deemed interest will be reduced to 538,414,868 Shares (representing approximately 53.84% of the total number of

issued Shares as at the date of this announcement) and Mr. Tjia's total beneficial and deemed interests will be reduced to 561,302,068 Shares (representing approximately 56.13% of the total number of issued Shares as at the date of this announcement).

After completion of the Placing (assuming all the Placing Shares are placed in full), Sparta will remain as a substantial shareholder of the Company.

The Board does not expect that the reduction of shareholding interest of Sparta in the Company as a result of the Placing will have any material adverse effect on the operations of the Group.

The Placing may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

“Board”	the board of Directors;
“Business Day”	any day (excluding Saturday, Sunday and public holidays in Hong Kong and days on which a tropical cyclone warning signal No. 8 or above or a “black rainstorm warning signal” is hosted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks generally are open for business in Hong Kong;
“Closing Date”	the second Business Day after the day on which the sale and purchase of the Placing Shares are input into the Automatic Order Matching System as operated by the Stock Exchange;
“Company”	Deson Construction International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM;
“DDHL”	Deson Development Holdings Limited, a limited liability company incorporated in the British Virgin Islands;
“DDIHL”	Deson Development International Holdings Limited (Stock Code: 262), a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange;
“Director(s)”	director(s) of the Company from time to time;
“GEM”	the Growth Enterprise Market of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange;
“Group”	collectively, the Company and its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the People's Republic of China;

“Independent Third Parties”	third parties (i) independent of and not acting in concert (as defined under the Code on Takeovers and Mergers) with Sparta or any of its or the Company’s directors, chief executive or substantial shareholders, or any of their respective associates, (ii) independent of and not connected with the Company or Sparta or the directors, chief executive, substantial shareholders or connected persons of the Company or Sparta or any of their respective subsidiaries or any associates of any of them and (iii) who are not, and who will not become after completion of the sale of the Placing Shares, connected persons of the Company. For the purpose of this definition, “directors”, “associates” and “connected persons” shall have the meaning in Rules 1.01, 20.10 and 20.11 of the Listing Rules;
“Mr. Tjia”	Mr. Tjia Boen Sien;
“Placing”	the conditional placing of the Placing Shares on behalf of Sparta, pursuant to the Placing Agreement;
“Placing Agent”	Koala Securities Limited;
“Placing Agreement”	the placing agreement dated 4 December 2015 entered into between Sparta and the Placing Agent in respect of the placing, on a best effort basis, of the Placing Shares;
“Placing Shares”	up to 90,000,000 Shares legally and beneficially owned by Sparta;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shares”	ordinary shares of HK\$0.025 each in the share capital of the Company;
“Sparta”	Sparta Assets Limited, a limited liability company incorporated in the British Virgin Islands;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

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

Hong Kong, 4 December 2015

As at the date of this announcement, the Board of Directors of the Company 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.