

Application Form No.
申請表格編號

IMPORTANT
重要提示

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.
閣下如對本申請表格之任何方面或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。
THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON TUESDAY, 5 JANUARY 2016.

本申請表格具有價值，但不可轉讓，並僅供下列之合資格股東使用。於2016年1月5日(星期二)下午4時正後不得提出申請。
Reference is made to the prospectus ("Prospectus") issued by Deson Development International Holdings Limited ("Company") dated 18 December 2015 in relation to the Open Offer. Terms used herein shall have the same meanings as defined in the Prospectus unless the context otherwise requires.

茲提述迪臣發展國際集團有限公司(「本公司」)於2015年12月18日刊發有關公開發售之招股章程(「招股章程」)，除文義另有所指外，本表格所用詞彙與招股章程所界定者具有相同涵義。
Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Application Form.

香港交易及結算有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

A copy of each of the Prospectus Documents, together with copies of the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

各章程文件連同本招股章程附錄三「送呈香港公司註冊處處長之文件」一段所述文件，已根據香港法例第32章公司(清盤及雜項條文)條例第342C條向香港公司註冊處處長登記。香港證券及期貨事務監察委員會及香港公司註冊處處長對任何該等文件之內容概不負責。
Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS FOR DETAILS OF THOSE SETTLEMENT ARRANGEMENTS AND HOW SUCH ARRANGEMENTS MAY AFFECT YOUR RIGHTS AND INTERESTS.

待發售股份獲批准於聯交所上市及買賣，以及遵守香港結算之證券收納規定後，發售股份將獲香港結算接納為合資格證券，由發售股份於聯交所開始買賣日期或香港結算釐定之有關其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後之第二個交收日透過中央結算系統進行交收。中央結算系統內一切活動均須根據不時生效之中央結算系統一般規則及中央結算系統運作程序規則進行。有關交收安排之詳情及該等安排對閣下之權利及權益可能構成之影響，閣下應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。



Deson Development International Holdings Limited

迪臣發展國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限責任公司)

(Stock Code: 262)

(股份代號: 262)

**OPEN OFFER OF NOT LESS THAN 325,960,133 OFFER SHARES
AND NOT MORE THAN 330,670,133 OFFER SHARES
AT THE OFFER PRICE OF HK\$0.32 EACH
ON THE BASIS OF ONE (1) OFFER SHARE FOR
EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE
按發售價每股0.32港元公開發售不少於325,960,133股發售股份
及不多於330,670,133股發售股份
基準為於記錄日期每持有
二(2)股現有股份獲發一(1)股發售股份**

**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER
THAN 4:00 P.M. ON TUESDAY, 5 JANUARY 2016
股款須不遲於2016年1月5日(星期二)
下午4時正接納時繳足**

**APPLICATION FORM
申請表格**

Hong Kong branch share registrar
and transfer office:

Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East

Hong Kong

香港股份過戶及登記分處：
卓佳登捷時有限公司
香港皇后大道東一八三號
合和中心二十二樓

Registered Office
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

註冊辦事處
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Head Office and
Principal Place of Business
11th Floor, Nanyang Plaza
57 Hung To Road
Kwun Tong
Kowloon
Hong Kong

總辦事處及主要營業地點
香港
九龍
觀塘鴻圖道五十七號
南洋廣場十一樓

18 December 2015
2015年12月18日

Name(s) and address of Qualifying Shareholder(s) 合資格股東姓名及地址

Box A
甲欄

Box B
乙欄

Box C
丙欄

Box D
丁欄

Number of Shares registered in your name on the Record Date of Thursday, 17 December 2015
於記錄日期2015年12月17日(星期四)以閣下名義登記之股份數目

Number of Offer Shares in your assured allotment subject to payment in full on acceptance by not later than 4:00 p.m. on Tuesday, 5 January 2016
有關閣下獲保證配發的發售股份數目，股款須於2016年1月5日(星期二)下午4時正前接納時繳足

Amount payable on assured allotment when applied in full
申請認購全數保證配額時應繳款項

Number of Offer Shares applied for
申請認購之發售股份數目

Remittance enclosed
隨附股款
HK\$
港元

Application can only be made by the Qualifying Shareholder(s) named above.

認購申請僅可由上文列名之合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed

(calculated as the number of Offer Shares applied for multiplied by HK\$0.32).

請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.32港元計算)。

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus, such allotment is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of One (1) Offer Share for every Two (2) existing Shares held on the Record Date. No excess Offer Shares will be offered to the Qualifying Shareholders and Offer Shares not taken up by the Qualifying Shareholders will be taken up by the Underwriter. If you wish to apply for any Offer Shares, you should complete and sign this Application Form and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by not later than 4:00 p.m. on Tuesday, 5 January 2016. All remittance(s) for application of Offer Shares under assured allotment must be in Hong Kong dollars and made payable to "Deson Development International Holdings Limited — Open Offer Account" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application(s) of Offer Shares can be made by any person who were Non-Qualifying Shareholders.

All dates or deadlines specified in this Application Form refer to Hong Kong local time.

閣下有權透過填寫本申請表格申請認購相等或於上文乙欄所列閣下獲保證配發之任何數目之發售股份。在招股章程所述者規限下，有關配發乃向於記錄日期名列本公司股東名冊並為合資格股東之股東作出，基準為按於記錄日期每持有二(2)股現有股份獲發一(1)股發售股份。本公司將不會向合資格股東提呈額外發售股份，而不獲合資格股東承購之發售股份將由包銷商承購。倘閣下欲申請認購任何發售股份，請填妥及簽署本申請表格並將表格連同申請認購發售股份涉及之全數應繳款項之足額股款，於不遲於2016年1月5日(星期二)下午4時正交回本公司之香港股份過戶及登記分處：卓佳登捷時有限公司(地址為香港皇后大道東一八三號合和中心二十二樓)。所有認購保證配發之發售股份股款必須為港元，並須註明抬頭人為「Deson Development International Holdings Limited — Open Offer Account」及以「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁所載手續。非合資格股東不得申請認購發售股份。

本申請表格所列之所有日期或截止時間均指香港本地時間。

Your attention is drawn to the sections headed "Conditions" and "Procedures for application" in this Application Form.

請注意於本申請表格「條件」及「申請手續」章節。

* For identification purposes only 僅供識別



Deson Development International Holdings Limited

迪臣發展國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限責任公司)

(Stock Code: 262)

(股份代號: 262)

To: Deson Development International Holdings Limited

致: 迪臣發展國際集團有限公司*

Dear Sirs,

I/We, being the Qualifying Shareholder(s) stated in this Application Form, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.32 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept and undertake to accept that number of Offer Shares on the terms and conditions of the Prospectus dated 18 December 2015 and this Application Form and subject to the memorandum of association and Bye-Laws of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members of the Company as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send the share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

敬啟者:

本人/吾等為本申請表格所列之合資格股東, 現申請認購乙欄(或, 倘若僅填妥丁欄, 則指丁欄)指定數目之發售股份, 並附上按每股發售股份0.32港元之價格計算須於申請時繳足之全數股款**。本人/吾等謹此根據2015年12月18日刊發之售股章程及本申請表格所載條款及條件, 以及貴公司之組織章程大綱及公司細則, 接納並承諾接納有關數目之發售股份, 而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權貴公司將本人/吾等之姓名列入貴公司之股東名冊, 作為上述有關數目或較少數目之發售股份之持有人, 並請貴公司將有關股票按背頁地址以平郵方式寄予本人/吾等。郵誤風險概由本人/吾等承擔。本人/吾等已細閱背頁所載各項條件及申請手續, 並同意全部遵守。

Please insert contact telephone number
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholders must sign)
合資格股東簽署(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date 日期: _____

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total number specified in Box B) 申請認購之發售股份數目 (即丁欄或(如未有填妥) 乙欄所列明之總數)	Total amount of remittance (being the total amount specified in Box D, or failing which, the total specified in Box C) 股款總額(即丁欄或(如未有填妥) 丙欄所列明之總額)	Name of bank on which cheque/ banker's cashier order is drawn 支票/銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque or banker's cashier order should be crossed "ACCOUNT PAYEE ONLY" and made payable to "Deson Development International Holdings Limited — Open Offer Account" (see the section headed "Procedures for Application" on the reverse side of this Application Form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「Deson Development International Holdings Limited — Open Offer Account」為抬頭人劃線開出(請參閱本申請表格背頁「申請手續」一節)。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be given effect in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes overleaf or above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成, 認購發售股份數目少於或相等於申請人獲保證配發之有關發售股份數目之有效申請將獲全數有效配發。倘背頁欄內或上述各欄內並無填上數目, 則閣下將被視作申請認購已收取股款代表之發售股份數目。倘股款少於所填數目之發售股份所需股款, 則閣下將被視作申請認購已收股款代表之發售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。該等股款不會獲發收據。

* For identification purposes only 僅供識別



條件

1. 非合資格股東不得申請認購任何發售股份。
2. 就已收之申請認購款項概不會發出收據，惟預期申請獲全數或部份接納之發售股份之股票將以平郵方式按表格所列地址寄予承配人（或倘屬聯名承配人，則寄予排名首位之承配人），郵誤風險概由彼等自行承擔。
3. 填妥本申請表格將構成申請人指示及授權本公司及／或卓佳登捷時有限公司或其提名之任何人士代表申請人辦理本申請表格或其他文件之任何登記手續，以及進行有關公司或人士可能認為必需或合宜之所有有關其他事宜以根據發售章程所述安排，將申請人所申請認購之數目或較少數目之發售股份登記在申請人名下。
4. 發售股份之申請人承諾簽署所有文件並採取一切其他必要行動以讓彼等登記成為所申請認購發售股份之持有人，惟須符合本公司組織章程大綱及公司細則之規定。
5. 填妥及交回本申請表格連同支付本表格所申請發售股份款項的支票或銀行本票即構成申請人對支票或銀行本票在首次過戶即獲兌現的保證。所有支票或銀行本票在收到後將過戶作兌現，而就有關股款賺取之所有利息（如有）將撥歸本公司所有。如果支票或銀行本票在首次過戶時不獲兌現，本申請表格可能不獲受理，而在此情況下，發售股份的相關配額及一切有關權利將視為已遭拒絕而將予取消。
6. 本申請表格僅供本申請表格指明之人士使用，而其中申請認購發售股份之權利不得轉讓。
7. 本公司保留權利，可接納或拒絕任何不符合本文件所載申請手續之發售股份認購申請。
8. 除非在有關司法權區毋須遵守任何登記規定或其他法律或監管規定可合法提呈申請認購發售股份之要約或邀請，否則於任何香港以外地區或司法權區收到發售章程或本申請表格之人士，概不得視之為申請認購發售股份之要約或邀請。任何香港境外人士如欲申請認購發售股份，均有責任自行遵守一切有關司法權區之法例及規例，包括取得任何政府或其他同意，以及就此支付有關司法權區規定須繳付之任何有關稅項及稅款。填妥及交回本申請表格將構成申請人向本公司保證及聲明有關申請人已妥為遵守香港以外所有有關地區有關接納發售股份之所有登記、法律及監管規定。為免生疑問，特此說明，香港結算或香港中央結算（代理人）有限公司不受任何該等聲明及保證所規限。閣下如對本身之立場有任何疑問，應諮詢閣下之專業顧問。
9. 公開發售須待包銷協議成為無條件方可作實（詳情見發售章程「董事會函件」內所載「公開發售之條件」分節）。
10. 本申請表格的英文版和中文版之間如有任何歧異，概以英文版為準。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於乙欄所列 閣下獲保證配發之有關發售股份數目。

倘 閣下欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上 閣下欲申請認購之發售股份數目及應繳款項總額（以申請認購之發售股份數目乘以0.32港元計算）。倘所收到之相應股款少於所填上之發售股份數目之所需股款，則申請人將被視作申請認購已收全數款項所代表之較少發售股份數目。

倘 閣下欲申請本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購已收全數款項所代表數目之發售股份。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並不遲於2016年1月5日（星期二）下午4時正交回本公司之香港股份過戶及登記分處卓佳登捷時有限公司，地址為香港皇后大道東一八三號合和中心二十二樓。申請認購發售股份之所有股款須以港元繳付，支票及銀行本票須由香港持牌銀行之銀行賬戶開出，以「Deson Development International Holdings Limited – Open Offer Account」為抬頭人並以「只准入抬頭人賬戶」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄（視情況而定）所示之適當股款於2016年1月5日（星期二）下午4時正前收訖，否則 閣下申請認購發售股份之權利以及一切有關權利將視作被拒絕而予以註銷。

預期有關發售股份之股票將於2016年1月13日（星期三）以平郵方式寄予 閣下，郵誤風險概由 閣下自行承擔。 閣下將會就全部獲配發及發行之繳足股款發售股份獲發一張股票。

終止包銷協議

包銷協議載有條文，授予該包銷商權利在若干事件發生時透過發出書面通知終止包銷商根據該協議承擔之責任。倘於最後終止時間前發生以下任何事件，則包銷商可於最後終止時間或之前終止包銷協議：

- (a) 包銷商真誠地合理認為公開發售之成功將受下列因素之重大不利因素影響：
 1. 頒佈任何新規例或現有法律或規例（或其司法詮釋）出現任何變動或發生任何性質之其他事件，而依包銷商之絕對意見認為，該事件可能對本集團之整體業務或財務或貿易狀況或前景構成重大不利影響；或
 2. 當地、國家或國際發生任何政治、金融、經濟、貨幣、市場或其他性質之事件或變動（無論是否構成於本申請表格日期之前及／或之後發生或持續之一連串事件或變動之一部份，及無論是否與任何上述同一類）或當地、國家或國際敵對行動或武裝衝突爆發或升級，或影響當地證券市場，而依包銷商之絕對意見認為，其可能對本集團之整體業務或財務或經營狀況或前景構成重大不利影響；或
 3. 本集團之整體業務或財務或經營狀況或前景出現任何重大不利變動；或
 4. 任何天災、戰爭、暴動、擾亂公共秩序、群眾騷亂、火災、水災、爆炸、疫症、恐怖活動、罷工或閉廠，而包銷商合理認為，其將對本集團之整體業務或財務或經營狀況或前景構成重大不利影響；或
 5. 因特殊金融情況或其他原因出現或對於聯交所全面買賣股份實施任何禁售、暫停買賣或重大限制；或
 6. 任何第三方向本集團任何成員公司展開任何訴訟或申索，而現時或可能對本集團整體而言關係重大；或
- (b) 市況出現任何重大不利變動（包括但不限於香港、中國或與本集團或本集團任何成員公司有關之其他司法權區財政或貨幣政策或外匯或貨幣市場出現變動、證券暫停或限制買賣、實施經濟制裁；及貨幣狀況出現變動（就本條而言包括港幣價值與美元及與利堅合眾國貨幣價值掛鈎之制度出現變動），而包銷商合理認為繼續進行公開發售屬不宜或不智；或
- (c) 售股章程於刊發時載有本公司並未於本申請表格日期前公佈或刊發（有關本集團業務前景或狀況或為遵守任何法律或上市規則或任何適用規例）之資料，而包銷商合理認為該等資料對本集團整體而言關係重大，且極可能對公開發售之成功構成重大不利影響。

倘包銷協議於最後終止時間或之前被包銷商終止或未能成為無條件，則包銷協議將告終止（惟於終止前可能根據包銷協議產生之任何權利及責任除外），而公開發售將不會進行，本公司或包銷商亦不得就與包銷協議有關之成本、損害賠償、補償或其他款項，向另一方提出任何申索。

支票及銀行本票

所有支票及銀行本票將於收訖後隨即過戶，而就有關股款所賺取之利息（如有）將全數撥歸本公司所有。填妥及遞交本申請表格及附上支付接納之發售股份款項的支票或銀行本票即構成 閣下對支票或銀行本票在首次過戶即獲兌現的保證。凡隨附之支票或銀行本票於首次過戶時未能兌現，則申請可遭拒絕受理，而在此情況下，保證配額及一切有關權利將視為已遭拒絕而將予取消。

發售股份之地位

發售股份（於配發、繳足股款及發行後）將在各方面與當時之已發行股份享有同等地位。繳足股款發售股份之持有人將有權收取於配發及發行發售股份當日營業時間結束時或之後所宣派、作出或派付之所有日後股息及分派。

股票

待公開發售條件獲達成後，除包銷協議另有訂明者外，繳足股款發售股份之股票預期將於2016年1月13日（星期三），以平郵方式寄發予已申請及接納發售股份並支付股款之合資格股東，郵誤風險概由彼等自行承擔。倘公開發售遭終止，發售股份之退款支票預期將於2016年1月13日（星期三），以平郵方式寄發予申請人，郵誤風險概由彼等自行承擔。

一般事項

所有文件均以平郵方式寄往應得人士的登記地址，郵誤風險概由彼等自行承擔。本申請表格於獲發申請表格之人士簽署後，一經交回，即為交回之人士有權處理申請表格及收取發售股份之有關股票之最終憑證。本申請表格及據此接納發售股份應受香港法例監管，並根據香港法例詮釋。