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## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Special General Meeting of Deson Development International Holdings Limited (the “**Company**”) will be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Monday, 14 March 2022 at 11:00 a.m. for the following purposes:

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

“**THAT:**

1. the authorised share capital of the Company be increased from HK\$150,000,000 divided into 1,500,000,000 shares of HK\$0.10 each (the “**Shares**”) to HK\$500,000,000 divided into 5,000,000,000 Shares by the creation of an additional 3,500,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares shall rank *pari passu* in all respects; and any director of the Company be and is hereby authorised to do all such acts and things and execute all such documents which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital; and

\* For identification purpose only

2. the appointment of Baker Tilly Hong Kong Limited as the auditor of the Company to fill the vacancy following the resignation of Ernst & Young with effect from 14 January 2022 and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By Order of the Board  
**Deson Development International Holdings Limited**  
**Tjia Boen Sien**  
*Managing Director and Chairman*

Hong Kong, 24 February 2022

*Registered office in Bermuda:*  
Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM10  
Bermuda

*Principal place of business:*  
11th Floor, Nanyang Plaza  
57 Hung To Road, Kwun Tong  
Kowloon  
Hong Kong

*Notes:*

1. Any Shareholder of the Company entitled to attend and vote at the Special General Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the Shareholder to speak at the Special General Meeting. A proxy need not be a Shareholder of the Company. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Special General Meeting. **To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19, Shareholders are strongly encouraged to cast their votes by submitting a proxy form appointing the Chairman of the Special General Meeting as their proxy.**
2. A form of proxy for use at the Special General Meeting is enclosed. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Special General Meeting or any adjourned meeting thereof.
3. Completion and delivery of the form of proxy will not preclude a Shareholder of the Company from attending and voting in person at the Special General Meeting or any adjournment thereof should such Shareholder so wishes, and in such event, the instrument appointing a proxy shall be deemed revoked.
4. Where there are joint holders of any Share of the Company, any one of such joint holder may vote, either in person or by proxy, in respect of such Shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Special General Meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of Shareholders of the Company in respect of the joint holding.

5. The register of members of the Company will be closed from 9 March 2022 to 14 March 2022, both days inclusive. During this period, no transfer of Shares will be registered. In order to attend and vote at the Special General Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 8 March 2022.
6. Pursuant to Bye-Law 69, the above resolutions put to vote at the meeting shall be decided by poll as required under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.
7. If typhoon signal no. 8 or above is issued, or a "black rainstorm warning" is in effect, or "extreme conditions" caused by super typhoons at any time after 7:00 a.m. on the date of the Special General Meeting, the Special General Meeting will be postponed. The Company will post an announcement on the websites of the Company at [www.deson.com](http://www.deson.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the Company of the date, time and place of the rescheduled Special General Meeting.
8. In view of the ongoing COVID-19 epidemic, the Company will implement the following precautionary measures at the Special General Meeting, including:
  - (a) compulsory body temperature checks (any person with fever, respiratory symptoms or a body temperature of over 37.5 degree Celsius will not be permitted access to the meeting venue);
  - (b) request of wearing of surgical face masks throughout the meeting and not wearing surgical face masks will not be permitted access to the meeting venue;
  - (c) hand sanitiser will be provided;
  - (d) no refreshments will be served;
  - (e) no corporate gifts will be distributed; and
  - (f) other safety measures as appropriate.

*As at the date of this announcement, the executive directors of the Company are Mr. Tjia Boen Sien, Mr. Wang Jing Ning and Mr. Tjia Wai Yip, William, the independent non-executive directors of the Company are Dr. Ho Chung Tai, Raymond, Ir Siu Man Po and Mr. Siu Kam Chau.*