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**迪臣建設國際集團有限公司**  
**Deson Construction International Holdings Limited**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 8268)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting (“AGM”) of Deson Construction International Holdings Limited (the “Company”) will be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Monday, 10 August 2015 at 10:30 a.m. for the following purposes:

- (1) To receive and adopt the audited consolidated financial statements and the reports of directors and auditors of the Company for the year ended 31 March 2015;
- (2) To approve the payment of a final dividend for the year ended 31 March 2015 of HK0.5 cent per share;
- (3) (A) To consider the re-election of Mr. Keung Kwok Cheung as an executive Director of the Company;
- (B) To consider the re-election of Mr. Kwok Koon Keung as an executive Director of the Company;
- (C) To consider the re-election of Mr. Lo Wing Ling as an executive Director of the Company;
- (D) To consider the re-election of Mr. Tjia Boen Sien as the non-executive Director of the Company;
- (E) To consider the re-election of Mr. Lee Tho Siem as an independent non-executive director of the Company;
- (F) To consider the re-election of Mr. Cheung Ting Kee as an independent non-executive Director of the Company;
- (G) To consider the re-election of Mr. Ong King Keung as an independent non-executive Director of the Company;
- (4) To authorise the board of Directors of the Company to fix the remuneration of the Directors of the Company;

- (5) To consider the re-appointment of Ernst & Young as the auditors of the Company and to authorise the board of Directors of the Company to fix their remuneration;
- (6) As special business, to consider and, if thought fit, to pass, with or without modification, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or deal with additional shares in the share capital of the Company or securities convertible into such shares or options, warrants or similar rights to subscribe for any such shares or such convertible securities and to make or grant offers, agreements and options which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital to be allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), (ii) the exercise of the subscription rights or conversion rights under the terms or any warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding, (iii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to (amongst others) officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or stock exchange in any territory outside Hong Kong applicable to the Company).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), subject to and in accordance with all applicable laws and regulations of the Cayman Islands, the articles of association of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other applicable requirements of any Recognised Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares which the Company may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT:**

subject to the passing of the resolutions set out in items 6 (A) and 6 (B) in the notice convening this meeting, the aggregate nominal amount of the share capital of the Company which has been purchased by the Company pursuant to the authority granted to the directors of the Company under the resolution set out in item 6(B) of the said notice shall be added to the aggregate nominal amount of share capital of the Company that may be allotted, issued and dealt with by the directors of the Company pursuant to the resolution set out in item 6 (A) of the said notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

(D) “**THAT:**

subject to and conditional upon the Listing Division of the Stock Exchange granting the listing of and permission to deal in the shares of the Company (in an amount not exceeding 10 per cent. of the shares in issue as at the date of passing this resolution) to be issued pursuant to the exercise of the options which may be granted under the proposed share option scheme of the Company (the “**Share Option Scheme**”), a copy of the rules of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose, and a summary of which is set out in Appendix II to the circular of the Company dated 30 June 2015, of which this notice is part), the Share Option Scheme be and is hereby approved and adopted as the 2015–2025 Share Option Scheme of the Company and the Board of Directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme including, but with limitation:

- (a) to grant options to subscribe for the shares of the Company under the Share Option Scheme;
- (b) to allot and issue from time to time such number of shares in the share capital of the Company as may be required to be allotted and issued pursuant to the exercise of any options under the Share Option Scheme, subject to and in accordance with the terms of the Share Option Scheme and the GEM Listing Rules;
- (c) to administer the Share Option Scheme under which options may be granted to Eligible Persons (as defined in the Share Option Scheme) to subscribe for shares in the capital of the Company;
- (d) to modify and/or amend or approve any amendments to the rules of the Share Option Scheme to be made prior to the adoption of the Share Option Scheme, provided that any such amendments are acceptable to, or not objected by, The Stock Exchange of Hong Kong Limited;
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme; and

- (f) to take all such steps as may be necessary, desirable or expedient to carry into effect the Share Option Scheme.”

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

Hong Kong, 30 June 2015

*Registered office:*  
Clifton House  
75 Fort Street  
P. O. Box 1350  
Grand Cayman  
KY1-1108  
Cayman Islands

*Principal place of business in Hong Kong:*  
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 AGM 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 AGM. 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 AGM.
2. A form of proxy for use at the AGM 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 Investor Services Limited at Level 22, 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 AGM 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 AGM 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 AGM, 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 will be closed from 17 August 2015 to 19 August 2015, both days inclusive, during which period no transfer of shares will be affected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with 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 not later than 4:30 p.m. on 14 August 2015.
6. Pursuant to Article 72 of the Articles of Association, 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 Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

7. If typhoon signal no. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the websites of the Company at <http://www.deson-c.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 AGM.
8. As at the date of this circular, the executive directors of the Company are Mr. Keung Kwok Cheung, Mr. Kwok Koon Keung, Mr. Lo Wing Ling, the non-executive director of the Company is Mr. Tjia Boen Sien, the independent non-executive directors of the Company are Mr. Cheung Ting Kee, Mr. Lee Tho Siem and Mr. Ong King Keung.

*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).*