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Deson Development International Holdings Limited

迪臣發展國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 262)

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF
THE CONSTRUCTION AND ENGINEERING CONTRACTING BUSINESS OF THE
GROUP ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

INTRODUCTION

This announcement is made pursuant to the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09(2)(a) of the Listing Rules.

Reference is made to the announcement of Deson Development International Holdings Limited (the “**Company**”) dated 1 August 2014 regarding the Proposed Spin-off and the announcement of the Company dated 10 September 2014 (the “**Announcement**”) in respect of the submission of the Listing Application to the Stock Exchange applying for the listing of, and permission to deal in, the DCIHL Shares on GEM.

Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

APPLICATION PROOF

The Board announces that in connection with the Proposed Spin-off and the submission of the Listing Application, the Stock Exchange has completed its initial three-day review of the Listing Application and that it has been accepted for detailed vetting. The redacted form of the application proof of DCIHL’s listing document (the “**Application Proof**”) is now available for viewing and downloading on the Stock Exchange’s website at <http://www.hkexnews.hk/APP/GEMAPPMainIndex.htm>.

The Application Proof contains, among other things, certain business and financial information relating to DCIHL Group. Shareholders should note that the Application Proof is in draft form and the information contained in it is subject to change which can be material. The Company does not have any obligation or liability whatsoever in relation to the Application Proof.

* *for identification purpose only*

ASSURED ENTITLEMENT

In accordance with the requirements of PN15, the Board proposes to give due regard to the interests of the Shareholders by providing Qualifying Shareholders with an assured entitlement to the DCIHL Shares by way of a distribution in specie of up to 32% of the issued share capital of DCIHL if the Proposed Spin-off proceeds. Details of such assured entitlement have yet been finalised. The Company will make further announcement(s) in this regard as and when appropriate.

LISTING RULES IMPLICATIONS

Following completion of the Proposed Spin-off, DCIHL Group will continue to be subsidiaries of the Company. As the Proposed Spin-off will be by way of the distribution in specie alone, it does not constitute and will not be regarded as a transaction by the Company for the purposes of Chapter 14 of the Listing Rules. Accordingly, there will be no requirement to comply with the notification or shareholders' approval requirements of Chapter 14 of the Listing Rules.

GENERAL

As at the date of this announcement, the Board has not yet finalised the date of listing of the DCIHL Shares. The listing of the DCIHL Shares pursuant to the Proposed Spin-off is subject to, among other things, the final decisions of the Board and the board of directors of DCIHL to proceed with the Proposed Spin-off and the obtaining of the approval of the Listing Division of the Stock Exchange for the listing of, and permission to deal in, the DCIHL Shares on GEM. Accordingly, Shareholders and potential investors in the Company should be aware that there is no assurance that the Proposed Spin-off and the separate listing of the DCIHL Shares will take place or as to when it may take place. If the Proposed Spin-off does not proceed for any reason, the proposed distribution in specie of DCIHL Shares will not be made. Shareholders and potential investors in the Company should therefore exercise caution when dealing in or investing in the securities of the Company.

Further announcements will be made by the Company in relation to the Proposed Spin-off as and when appropriate.

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

Hong Kong, 16 September 2014

As at the date of this announcement, the executive directors of the Company are Mr. Lu Quanzhang, Mr. Tjia Boen Sien, Mr. Wang Jing Ning and Mr. Keung Kwok Cheung, the non-executive director of the Company is Mr. Wong Shing Kay, Oliver, the independent non-executive directors of the Company are Dr. Ho Chung Tai, Raymond, Mr. Siu Man Po and Mr. Siu Kam Chau.