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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)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (“Meeting”) of Deson Development International Holdings Limited (“Company”) will be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 10 November 2016 at 10:30 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolutions of the Company:

### **ORDINARY RESOLUTION**

“**THAT** (1) the formation of a joint venture company known as New Leaves Limited, (“New Leaves”) with Hoverjet Limited (“Hoverjet”) pursuant to the shareholders agreement dated 30 September 2016 between Deson Ventures Limited (“DVL”), a wholly-owned subsidiary of the Company, Hoverjet and New Leaves (the “Shareholders’ Agreement”, a copy of which has been produced to the meeting and marked “A” and signed by the chairman of the meeting for identification purposes) pursuant to which DVL has acquired 30% interest in the Joint Venture and has granted interest-free shareholder’s loan and all transactions contemplated under the Shareholders’ Agreement; (2) the grant by DVL of the call option in accordance with the terms of the Shareholders’ Agreement to Hoverjet to require DVL to sell all the remaining shares held by DVL in New Leaves (the “Call Option”); and (3) the disposal by DVL of the entire issued share capital of Yew Siang Limited (the “Disposal”) at a consideration of US\$ equivalent of approximately RMB82.1 million (equivalent to approximately HK\$98.5 million (subject to adjustments, if any) to New Leaves pursuant to the sale and purchase agreement dated 30 September 2016 between DVL, the Company and New Leaves (the “Disposal Agreement”, a copy of which has been produced to the meeting and marked “B” and signed by the chairman of the meeting for identification purposes) and all transactions contemplated under the Disposal Agreement be and are hereby approved and ratified; and the directors of the Company be and are hereby authorised to do all such acts and/or things and/or execute all such documents incidental to, ancillary to or in connection with matters contemplated in or relating to the Shareholders’ Agreement and the Disposal Agreement as they may in their absolute discretion consider necessary, desirable or expedient to give effect to the formation

\* For identification purposes only

of the joint venture, the grant of the Call Option, the Disposal, the Shareholders' Agreement and the Disposal Agreement and the implementation of all transactions contemplated thereby and thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interest of the Company.”

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

Hong Kong, 24 October 2016

*Registered office:*  
Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*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 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 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 Meeting.
2. A form of proxy for use at the 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 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 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 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 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. 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.

6. 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 Meeting, the 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 the Meeting.

*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. 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.*