

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



## **DESON CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED**

### **迪臣建設國際集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8268)**

- (1) APPOINTMENT AND RESIGNATION OF DIRECTORS;**
- (2) CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE, NOMINATION COMMITTEE AND INTERNAL CONTROL COMMITTEE;**
- (3) CHANGE OF COMPLIANCE OFFICER;**
- (4) CHANGE OF COMPANY SECRETARY; AND**
- (5) CHANGE OF AUTHORISED REPRESENTATIVES**

The Board announces that with effect from 29 July 2019:

1. Mr. Hung Kenneth has been appointed as an executive Director, the compliance officer and the authorised representative of the Company;
2. Ms. Lau Po Yee has been appointed as an executive Director;
3. Mr. Wong Yuk Lun Alan has been appointed as an independent non-executive Director, the chairman of the remuneration committee, a member of the audit committee, a member of the nomination committee and a member of the internal control committee of the Company;
4. Mr. Lam Wai Hung has been appointed as an independent non-executive Director, the chairman of the audit committee, the chairman of the internal control committee, a member of the remuneration committee and a member of the nomination committee of the Company;
5. Ms. Au Shui Ming Anna has been appointed as an independent non-executive Director, the chairman of the nomination committee, a member of the audit committee, a member of the remuneration committee and a member of the internal control committee of the Company;

6. Ms. Wong Po Ling, Pauline has been appointed as the company secretary of the Group and the authorised representative of the Company;
7. Mr. Keung Kwok Cheung has resigned as an executive Director, the chief executive officer, a member of the remuneration committee, a member of the nomination committee, the compliance officer and an authorised representative of the Company. He remains as a director in the operating subsidiaries of the Group;
8. Mr. Kwok Koon Keung has resigned as an executive Director. He remains as a director in the operating subsidiaries of the Group;
9. Mr. Lo Wing Ling has resigned as an executive Director. He remains as a director in the operating subsidiaries of the Group;
10. Mr. Ong Chi King has resigned as an executive Director. He remains as a director in the operating subsidiaries of the Group;
11. Mr. Tjia Boen Sien has resigned as a non-executive Director, the chairman of the Board, a member of the remuneration committee and a member of the nomination committee of the Company;
12. Mr. Ong King Keung has resigned as a non-executive Director;
13. Mr. Lee Tho Siem has resigned as an independent non-executive Director, the chairman of the remuneration committee, the chairman of the nomination committee, a member of the audit committee and a member of the internal control committee of the Company;
14. Mr. Cheung Ting Kee has resigned as an independent non-executive Director, a member of the audit committee, a member of the remuneration committee, a member of the nomination committee and a member of the internal control committee of the Company;
15. Mr. Chan Ka Yin has resigned as an independent non-executive Director, the chairman of the audit committee, the chairman of the internal control committee, a member of the remuneration committee and a member of the nomination committee of the Company; and
16. Mr. Lam Wing Wai, Angus has resigned as the authorised representative, the company secretary and the financial controller of the Group.

References are made to the composite offer and response document dated 5 July 2019 (the “**Composite Offer Document**”) jointly issued by Energy Luck Limited and Deson Construction International Holdings Limited (the “**Company**”) in relation to, among other things, the Offer and the proposed change of the composition of the board (the

“**Board**”) of directors (the “**Directors**”) of the Company. Unless otherwise stated, the capitalized terms used in this announcement shall have the same meanings as those defined in the Composite Offer Document.

The Board announces that with effect from 29 July 2019, the appointment and resignation of Directors are as follows:

#### **(1) APPOINTMENT OF DIRECTORS**

The biographical details of the Directors are as follows:

##### **Mr. Hung Kenneth (“Mr. Hung”)**

Mr. Hung, aged 48, has been appointed as an executive Director, the company secretary of Achieve Plus Investments Limited, an indirect wholly-owned subsidiary of the Company, and the company secretary of Golden Kindex Limited, an indirect wholly-owned subsidiary of the Company, since 29 July 2019. Mr. Hung obtained a degree of Bachelor of Science from Woodbury University in June 1995. Mr. Hung has management experience in companies listed on the Stock Exchange. Mr. Hung is currently an independent non-executive director of China Demeter Financial Investments Limited (Stock Code: 8120). Mr. Hung was an executive director of Hang Tai Yue Group Holdings Limited (formerly known as Interactive Entertainment China Cultural Technology Investments Limited) (Stock Code: 8081) from February 2014 to August 2018; was an independent non-executive Director of Sino Vision Worldwide Holdings Limited (Stock Code: 8086) from January 2015, and re-designated to an executive Director from October 2015 to November 2017; and was an independent non-executive director of IR Resources Limited (Stock Code: 8186) from March 2015 to April 2019, all of which are companies listed on GEM of the Stock Exchange.

Save as disclosed above, Mr. Hung does not hold any other major appointments and professional qualifications and has not held any directorship in any public companies in the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement.

Save as disclosed above, Mr. Hung does not hold any other position with the Company or any of its subsidiaries and he does not have any relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor any interests in the shares of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

As at the date of this announcement, Mr. Hung has entered into a director’s service agreement with the Company for a term of three years and will be subject to retirement by rotation and re-election at least once every three years. Pursuant to the service agreement between Mr. Hung and the Company, Mr. Hung is entitled to

receive a remuneration of HK\$360,000 per annum, which is determined by the remuneration committee of the Board with reference to his duties and responsibilities with the Company and an annual discretionary bonus of such an amount to be determined by the remuneration committee of the Board from time to time with reference to the financial results of the Company and on his performance. Save as disclosed above, Mr. Hung is not entitled to any other emoluments.

Save as disclosed above, Mr. Hung is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the Rules 17.50(2)(h) to 17.50 (2)(v) of the GEM Listing Rules.

**Ms. Lau Po Yee (“Ms. Lau”)**

Ms. Lau, aged 28, has been appointed as an executive Director since 29 July 2019. Ms. Lau obtained a degree of Bachelor of Business Administration from Universidad Empresarial de Costa Rica in April 2018. Ms. Lau has been a director of MJ Production Limited, a company principally engaged in media and advertising, since 2017.

Save as disclosed above, Ms. Lau does not hold any other major appointments and professional qualifications and has not held any directorship in any public companies in the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement.

Save as disclosed above, Ms. Lau does not hold any other position with the Company or any of its subsidiaries and she does not have any relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor any interests in the shares of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

As at the date of this announcement, Ms. Lau has entered into a director’s service agreement with the Company for a term of three years and will be subject to retirement by rotation and re-election at least once every three years. Pursuant to the service agreement between Ms. Lau and the Company, Ms. Lau is entitled to receive a remuneration of HK\$360,000 per annum, which is determined by the remuneration committee of the Board with reference to her duties and responsibilities with the Company and an annual discretionary bonus of such an amount to be determined by the remuneration committee of the Board from time to time with reference to the financial results of the Company and on her performance. Save as disclosed above, Ms. Lau is not entitled to any other emoluments.

Save as disclosed above, Ms. Lau is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the Rules 17.50(2)(h) to 17.50 (2)(v) of the GEM Listing Rules.

**Mr. Wong Yuk Lun Alan (“Mr. Alan Wong”)**

Mr. Alan Wong, aged 45, has been appointed as an independent non-executive Director since 29 July 2019. Mr. Alan Wong holds a Bachelor of Arts degree of Accounting and Financial Management from University of Sunderland. Mr. Alan Wong had been working with various accounting firms and commercial company for about 20 years and is currently responsible for works related to financial management, taxation, audit and non-audit services. Mr. Alan Wong is currently an independent non-executive director of TUS International Limited (Stock Code: 872) since 2 September 2014, an independent non-executive director of Huisheng International Holdings Limited (Stock Code: 1340) since 6 July 2017, and an independent non-executive director of Tech Pro Technology Development Limited (Stock Code: 3823) since 24 May 2019, all companies are listed on the main board of the Stock Exchange. He was an independent non-executive director of Bolina Holding Co., Ltd. (Stock Code: 1190, a company listed on the main board of the Stock Exchange) from 7 July 2016 to 27 March 2017.

Save as disclosed above, Mr. Alan Wong does not hold any other major appointments and professional qualifications and has not held any directorship in any public companies in the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement.

Save as disclosed above, Mr. Alan Wong does not hold any other position with the Company or any of its subsidiaries and he does not have any relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor any interests in the shares of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

As at the date of this announcement, Mr. Alan Wong has entered into a letter of appointment with the Company for a term of three years and will be subject to retirement by rotation at least once every three years. Pursuant to the letter of appointment, Mr. Alan Wong is entitled to receive a remuneration of HK\$120,000 per annum, which is determined by the remuneration committee of the Board with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. Alan Wong is not entitled to any other emoluments.

Save as disclosed above, Mr. Alan Wong is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the Rules 17.50(2)(h) to 17.50 (2)(v) of the GEM Listing Rules.

**Mr. Lam Wai Hung (“Mr. Lam”)**

Mr. Lam, aged 39, has been appointed as an independent non-executive Director since 29 July 2019. Mr. Lam holds a Bachelor of Arts in Accounting and Finance Degree from Leeds Metropolitan University and is a member of the Association of Chartered Certified Accountants. He had been working in various companies listed on the Stock Exchange. Mr. Lam is currently an executive director of Ming Lam Holdings Limited (Stock Code: 1106) which is listed on the main board of the Stock Exchange.

Mr. Lam was an executive director of TUS International Limited (Former Name: Jinheng Automotive Safety Technology Holdings Limited) (Stock Code: 872) from 2 September 2014 to 15 July 2016. He was former company secretary and authorised representative of GET Holdings Limited (Former Name: M Dream Inworld Limited) (Stock Code: 8100, a company listed on GEM of the Stock Exchange) from 31 May 2011 to 1 August 2013.

Save as disclosed above, Mr. Lam does not hold any other major appointments and professional qualifications and has not held any directorship in any public companies in the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement.

Save as disclosed above, Mr. Lam does not hold any other position with the Company or any of its subsidiaries and he does not have any relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor any interests in the shares of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

As at the date of this announcement, Mr. Lam has entered into a letter of appointment with the Company for a term of three years and will be subject to retirement by rotation at least once every three years. Pursuant to the letter of appointment, Mr. Lam is entitled to receive a remuneration of HK\$120,000 per annum, which is determined by the remuneration committee of the Board with reference to his duties and responsibilities with the Company. Save as disclosed above, Mr. Lam is not entitled to any other emoluments.

Save as disclosed above, Mr. Lam is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the Rules 17.50(2)(h) to 17.50 (2)(v) of the GEM Listing Rules.

**Ms. Au Shui Ming Anna (“Ms. Au”)**

Ms. Au, aged 55, has been appointed as an independent non-executive Director since 29 July 2019. Ms. Au holds a bachelor degree in Commerce, majoring in Accounting, from the University of Wollongong in Australia. She is a Certified Practicing Accountant of CPA Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants. Ms. Au has extensive experience in the finance and accounting fields. Ms. Au is currently an independent non-executive director of OOH Holdings Limited since 19 December 2016. She is also currently the chief financial officer of New Horizon Finance (HK) Limited. In addition, Ms. Au is currently a director of i-Craftsmen Limited and Smart Education Company Limited, which are wholly-owned subsidiaries of Newtree Group Holdings Limited (Stock Code: 1323).

Ms. Au was an independent non-executive director of Jiu Rong Holdings Limited (Stock Code: 2358, a company listed on the main board of the Stock Exchange) from May 2012 to October 2015 and an executive director of China Digital Culture (Group) Limited (Stock Code: 8175, a company listed on GEM of the Stock Exchange) from July 2007 to June 2013.

Save as disclosed above, Ms. Au does not hold any other major appointments and professional qualifications and has not held any directorship in any public companies in the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the date of this announcement.

Save as disclosed above, Ms. Au does not hold any other position with the Company or any of its subsidiaries and she does not have any relationships with any Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the GEM Listing Rules) of the Company nor any interests in the shares of the Company within the meaning of Part XV of the SFO as at the date of this announcement.

As at the date of this announcement, Ms. Au has entered into a letter of appointment with the Company for a term of three years and will be subject to retirement by rotation at least once every three years. Pursuant to the letter of appointment, Ms. Au is entitled to receive a remuneration of HK\$120,000 per annum, which is determined by the remuneration committee of the Board with reference to her duties and responsibilities with the Company. Save as disclosed above, Ms. Au is not entitled to any other emoluments.

Save as disclosed above, Ms. Au is not aware of any other matters that need to be brought to the attention of the holders of securities of the Company nor is there any information to be disclosed by the Company pursuant to any of the requirements under the Rules 17.50(2)(h) to 17.50 (2)(v) of the GEM Listing Rules.

## (2) RESIGNATION OF DIRECTORS

Mr. Keung Kwok Cheung (“**Mr. Keung**”) has resigned as an executive Director, the chief executive officer, a member of the remuneration committee, a member of the nomination committee, the compliance officer and an authorised representative of the Company. He remains as the director in the operating subsidiaries of the Group;

Mr. Kwok Koon Keung (“**Mr. Kwok**”) has resigned as an executive Director. He remains as the director in the operating subsidiaries of the Group;

Mr. Lo Wing Ling (“**Mr. Lo**”) has resigned as an executive Director. He remains as the director in the operating subsidiaries of the Group;

Mr. Ong Chi King has resigned as an executive Director. He remains as the director in the operating subsidiaries of the Group;

Mr. Tjia Boen Sien (“**Mr. Tjia**”) has resigned as a non-executive Director, the chairman of the Board, a member of the remuneration committee and a member of the nomination committee of the Company;

Mr. Ong King Keung has resigned as a non-executive Director;

Mr. Lee Tho Siem (“**Mr. Lee**”) has resigned as an independent non-executive Director, the chairman of the remuneration committee, the chairman of the nomination committee, a member of the audit committee and a member of the internal control committee of the Company;

Mr. Cheung Ting Kee (“**Mr. Cheung**”) has resigned as an independent non-executive Director, a member of the audit committee, a member of the remuneration committee, a member of the nomination committee and a member of the internal control committee of the Company;

Mr. Chan Ka Yin (“**Mr. Chan**”) has resigned as an independent non-executive Director, the chairman of the audit committee, the chairman of the internal control committee, a member of the remuneration committee and a member of the nomination committee of the Company.

Each of the resigned Directors has confirmed to the Board that he has no disagreement with the Board and that there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to extend its sincere gratitude to Mr. Keung, Mr. Kwok, Mr. Lo, Mr. Ong Chi King, Mr. Tjia, Mr. Ong King Keung, Mr. Lee, Mr. Cheung and Mr. Chan for their valuable contributions towards the Company during their tenure of office.

## **Reasons for the Resignation of Directors**

The resignation of Mr. Keung, Mr. Kwok, Mr. Lo, Mr. Ong Chi King, Mr. Tjia, Mr. Ong King Keung, Mr. Lee, Mr. Cheung and Mr. Chan was due to the change in control of the Company.

### **(3) CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE, REMUNERATION COMMITTEE, NOMINATION COMMITTEE AND INTERNAL CONTROL COMMITTEE**

The Board announces that, following the resignation of the Directors, the composition of the committees of the Board is changed as follows:

#### **Audit Committee**

Mr. Chan ceased to be the chairman of the audit committee while Mr. Lee and Mr. Cheung ceased to be members of the audit committee with effect from 29 July 2019. The audit committee comprises of Mr. Lam (as chairman), Mr. Alan Wong and Ms. Au.

#### **Remuneration Committee**

Mr. Lee ceased to be the chairman of the remuneration committee while Mr. Chan, Mr. Cheung, Mr. Keung and Mr. Tjia ceased to be members of the remuneration committee with effect from 29 July 2019. The remuneration committee comprises of Mr. Alan Wong (as chairman), Mr. Lam and Ms. Au.

#### **Nomination Committee**

Mr. Lee ceased to be the chairman of the nomination committee while Mr. Chan, Mr. Cheung, Mr. Keung and Mr. Tjia ceased to be members of the nomination committee with effect from 29 July 2019. The nomination committee comprises of Ms. Au (as chairman), Mr. Alan Wong and Mr. Lam.

#### **Internal Control Committee**

Mr. Chan ceased to be the chairman of the internal control committee while Mr. Lee and Mr. Cheung ceased to be members of the internal control committee with effect from 29 July 2019. The internal control committee comprises of Mr. Lam (as chairman), Mr. Alan Wong and Ms. Au.

### **(4) CHANGE OF COMPLIANCE OFFICER**

The Board announces that, following Mr. Keung's resignation as the executive Director on 29 July 2019, Mr. Hung has been appointed as the compliance officer with effect on the same day.

## **(5) CHANGE OF COMPANY SECRETARY**

Mr. Lam Wing Wai, Angus (“**Mr. Angus Lam**”) has resigned as the company secretary and the financial controller of Company and its subsidiaries (the “**Group**”). The resignation of Mr. Angus Lam was due to the change in control of the Company.

Mr. Angus Lam has confirmed to the Board that he has no disagreement with the Board and that there are no other matters in relation to his resignation that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to extend its sincere gratitude to Mr. Angus Lam for his valuable contributions towards the Company during his tenure of office.

Following the resignation of Mr. Angus Lam, the Board is pleased to announce that Ms. Wong Po Ling, Pauline (“**Ms. Wong**”) has been appointed as the company secretary of the Group with effect from 29 July 2019.

Ms. Wong, aged 41, holds a bachelor’s degree in accountancy and a master’s degree in corporate governance from The Hong Kong Polytechnic University. She is an associate member of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators in the United Kingdom. Ms. Wong has experience in financial management, mergers and acquisitions and corporate governance matters.

## **(6) CHANGE OF AUTHORISED REPRESENTATIVES**

Following the resignation of Mr. Keung and Mr. Angus Lam, they have also ceased to be the authorised representatives under Rule 5.24 of the GEM Listing Rules. The Board announces that with effect from 29 July 2019, Mr. Hung and Ms. Wong has been appointed as the authorised representatives.

By Order of the Board  
**Deson Construction International Holdings Limited**  
**Hung Kenneth**  
*Executive Director*

Hong Kong, 29 July 2019

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. Hung Kenneth and Ms. Lau Po Yee as executive Directors; and Mr. Wong Yuk Lun Alan, Mr. Lam Wai Hung and Ms. Au Shui Ming Anna 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 GEM 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 in 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).*