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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Dickson Concepts (International) Limited**, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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DICKSON CONCEPTS (INTERNATIONAL) LIMITED
迪生創建(國際)有限公司*
(incorporated in Bermuda with limited liability)

(Stock Code : 0113)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE SHARES,
INCREASE OF AUTHORISED SHARE CAPITAL
AND
AMENDMENTS TO THE NEW BYE-LAWS**

A notice convening the 2006 annual general meeting (“the 2006 Annual General Meeting”) of Dickson Concepts (International) Limited to be held at 4th Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 24th August, 2006 at 11:00 a.m. is set out in the 2006 Annual Report. Whether or not you are able to attend the 2006 Annual General Meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2006 Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2006 Annual General Meeting or at any adjournment thereof should you so desire.

28th July, 2006

* For identification purposes only



DICKSON CONCEPTS (INTERNATIONAL) LIMITED

迪生創建(國際)有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code : 0113)

Executive Directors :

Dickson Poon (*Group Executive Chairman*)
Raymond Lee (*Deputy Chairman and
Chief Executive Officer*)
Chan Tsang Wing, Nelson
Edwin Ing
Ng Chan Lam
Walter Josef Wuest

Registered Office :

Bank of Bermuda Building,
6 Front Street,
Hamilton HM 11,
Bermuda.

Independent Non-Executive Directors :

Bhanusak Asvaintra
Nicholas Peter Etches
Christopher Patrick Langley, OBE

Head Office and

Principal Place of Business :

4th Floor, East Ocean Centre,
98 Granville Road,
Tsimshatsui East,
Kowloon,
Hong Kong.

28th July, 2006

To the Shareholders

Dear Shareholder,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATE TO ISSUE SHARES,
GENERAL MANDATE TO REPURCHASE SHARES,
INCREASE OF AUTHORISED SHARE CAPITAL
AND
AMENDMENTS TO THE NEW BYE-LAWS**

INTRODUCTION

The purpose of this circular is to provide the shareholders (“the Shareholders”) of Dickson Concepts (International) Limited (“the Company”) with information regarding the resolutions to be proposed at the annual general meeting (“the 2006 Annual General Meeting”) of the Company to be held at 4th Floor, East Ocean

** For identification purposes only*

Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 24th August, 2006 at 11:00 a.m. relating to (1) the re-election of directors of the Company; (2) the granting of general mandate to issue shares; (3) the granting of Buyback Mandate (as hereinafter defined); (4) the increase of authorised share capital of the Company; and (5) the amendments to the new Bye-laws of the Company (“the New Bye-Laws”). The board of directors of the Company (“the Directors”) has confirmed that having made all reasonable enquiries, no Shareholder is required to abstain from voting on any of the resolutions relating to the aforesaid matters under the Rules Governing the Listing of Securities (“the Listing Rules”) on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”).

1. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 111(A) of the New Bye-Laws as amended by a special resolution passed at the annual general meeting of the Company held on 25th August, 2005, Mr. Chan Tsang Wing, Nelson, Mr. Edwin Ing (both Mr. Chan and Mr. Ing are Executive Directors) and Mr. Christopher Patrick Langley, OBE (an Independent Non-Executive Director) will retire from office by rotation at the 2006 Annual General Meeting. All these three retiring directors, being eligible, have offered themselves for re-election. Both Mr. Chan and Mr. Ing do not have any specific term of office but are subject to retirement by rotation in accordance with the New Bye-Laws while the term of office of Mr. Langley has been renewed for one year from 25th August, 2006 subject to earlier determination or re-election under retirement by rotation in accordance with the New Bye-Laws. There are no other matters in relation to the re-election of the three directors that need to be brought to the attention of the Shareholders.

Pursuant to the Listing Rules, the details of the aforesaid retiring directors who have offered themselves for re-election are set out below :-

Mr. Chan Tsang Wing, Nelson

Mr. Chan, aged 50, joined the Group in 2000 as an Executive Director of the Company. He is also a director of certain subsidiary companies of the Company. Mr. Chan is a fellow of The Institute of Chartered Accountants in England and Wales and has a wealth of experience in general and financial management. Prior to joining an affiliated company of the Group in 1997, he held various senior management positions with the Inchcape group where he spent 13 years. Mr. Chan’s last position with the Inchcape group was chief executive. He has not held any directorship in any other listed public companies in the last three years.

As at 22nd July, 2006, being the latest practicable date before the printing of this circular for ascertaining certain information contained herein (“the Latest Practicable Date”), Mr. Chan did not hold any ordinary shares of HK\$0.30 each of the Company (“the Shares”) within the meaning of Part XV of the Securities and Futures Ordinance (“the SFO”) and he is not connected with any other directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between Mr. Chan and the Group. The proposed director’s fee of Mr. Chan as an Executive Director of the Company for the year ended 31st March, 2006 is HK\$10,000 and this fee is subject to annual assessment and recommendation by management of the Company and reviewed by the Remuneration Committee for shareholders’ approval at the 2006 Annual General Meeting. The total emoluments of Mr. Chan are HK\$5.538 million (which include his basic salary, allowances and benefits in kind, retirement scheme contributions and discretionary bonuses) in respect of the year ended 31st March, 2006. The Group Executive Chairman shall consider the recommendation made by the Remuneration Committee and review annually and approve the basic salary, allowances and benefits in kind of Mr. Chan in accordance with the Group’s remuneration policy. Such basic salary, allowances and benefits in kind are determined with reference to the Company’s performance, industry norms and general market conditions while the computation of discretionary bonus is based on performance contributions by Mr. Chan and by reference to the Company’s performance. The retirement scheme contributions are made by

the Group to a defined contribution scheme at the rate of 5 per cent. of the basic salary of Mr. Chan but subject to an upper limit of HK\$1,000 per month.

Save as disclosed above, there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Edwin Ing

Mr. Ing, aged 45, joined the Group in 1987 as Company Secretary and was appointed as an Executive Director of the Company in 1992. He is also a director of certain subsidiary companies of the Company. A graduate of the University of Birmingham, England, Mr. Ing is a fellow of The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries. He has not held any directorship in any other listed companies in the last three years.

As at the Latest Practicable Date, Mr. Ing had a personal interest in 26,620 Shares (representing 0.0086 per cent. of the issued share capital of the Company as at the Latest Practicable Date) within the meaning of Part XV of the SFO. He is not connected with any other directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between Mr. Ing and the Group. The proposed director's fee of Mr. Ing as an Executive Director of the Company for the year ended 31st March, 2006 is HK\$10,000 and this fee is subject to annual assessment and recommendation by management of the Company and reviewed by the Remuneration Committee for shareholders' approval at the 2006 Annual General Meeting. The total emoluments of Mr. Ing are HK\$3.411 million (which include his basic salary, allowances and benefits in kind, retirement scheme contributions and discretionary bonuses) in respect of the year ended 31st March, 2006. The Group Executive Chairman shall consider the recommendation made by the Remuneration Committee and review annually and approve the basic salary, allowances and benefits in kind of Mr. Ing in accordance with the Group's remuneration policy. Such basic salary, allowances and benefits in kind are determined with reference to the Company's performance, industry norms and general market conditions while the computation of discretionary bonus is based on performance contributions by Mr. Ing and by reference to the Company's performance. The retirement scheme contributions are made by the Group to a defined contribution scheme at the rate of 5 per cent. of the basic salary of Mr. Ing but subject to an upper limit of HK\$1,000 per month.

Save as disclosed above, there are no other matters concerning Mr. Ing that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Christopher Patrick Langley, OBE

Mr. Langley, aged 61, was appointed as an Independent Non-Executive Director of the Company in 2002 with his term of office renewed for one year from 25th August, 2006 subject to earlier determination or re-election under retirement by rotation in accordance with the New Bye-Laws of the Company and/or applicable laws and regulations. He is a member of the audit committee of the Company. Mr. Langley has over 38 years experience in the financial services industry. He was formerly an executive director of The Hongkong and Shanghai Banking Corporation Limited and he served the HSBC Group in many different countries including United Kingdom, India, Saudi Arabia, Malaysia and Hong Kong. Mr. Langley is currently a non-executive director of Lei Shing Hong Limited (the shares of which are listed on the Main Board of the Stock Exchange), an independent non-executive director of Techtronic Industries Company Limited ("Techtronic"), Winsor Properties Holdings Limited ("Winsor") (the shares of Techtronic and Winsor are listed on the Main Board of the Stock Exchange), Wing Tai Holdings Limited (the shares of which are listed on the Main Board of Singapore Exchange Limited) and Gieves & Hawkes

plc. He was also an independent non-executive director of The Wharf (Holdings) Limited (the shares of which are listed on the Main Board of the Stock Exchange) from which company he retired on 18th May, 2005. Save as disclosed, Mr. Langley has not held any directorship in any other listed public companies in the last three years.

As at the Latest Practicable Date, Mr. Langley did not hold any Shares within the meaning of Part XV of the SFO and he is not connected with any other directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between Mr. Langley and the Group. The proposed director's fee of Mr. Langley as an Independent Non-Executive Director of the Company for the year ended 31st March, 2006 is HK\$200,000 plus a total fee of HK\$10,000, being the fee for attending additional board meetings and audit committee meetings in excess of the required minimum number and these fees are subject to annual assessment and recommendation by management of the Company and reviewed by the Remuneration Committee for shareholders' approval at the 2006 Annual General Meeting. The director's fee and the fee for attending additional meetings of Mr. Langley are determined with reference to directors' fees paid by comparable companies, time commitment, duties and responsibilities of Mr. Langley.

Save as disclosed above, there are no other matters concerning Mr. Langley that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

2. GENERAL MANDATE TO ISSUE SHARES

At the 2006 Annual General Meeting, an ordinary resolution will be proposed to renew the granting to the Directors of a general mandate on the terms set out in the notice of the 2006 Annual General Meeting, allowing the Company to allot, issue and deal with additional Shares up to a limit of 20 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the resolution during the period ending on the earliest of the date of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held or the date upon which such authority is revoked or varied ("the Relevant Period").

3. GENERAL MANDATE TO REPURCHASE SHARES

The following is the explanatory statement required by the Listing Rules concerning the regulation of purchases by companies of their own securities on the Stock Exchange :-

At the 2006 Annual General Meeting, an ordinary resolution will be proposed to renew the granting to the Directors of a general mandate ("the Buyback Mandate") on the terms set out in the notice of the 2006 Annual General Meeting, allowing the Company to repurchase its own Shares up to a limit of 10 per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the resolution during the Relevant Period. This will allow the Company to repurchase its own Shares, inter alia, on-market in accordance with the Listing Rules. Moreover, an ordinary resolution will be proposed at the 2006 Annual General Meeting to extend the general mandate granted to the Directors to allot, issue and deal with additional Shares in the Company by the amount of the Shares repurchased pursuant to the Buyback Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 310,311,338 Shares.

Subject to the granting of the Buyback Mandate, on the basis that no further Shares are issued or repurchased on or before 24th August, 2006, being the date of the 2006 Annual General Meeting, the Company would be allowed under the Buyback Mandate to purchase up to a maximum of 31,031,133 Shares, representing 10 per cent. of the issued share capital of the Company.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from the Shareholders to enable the Directors to purchase Shares of the Company in the market. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value and/or earnings per Share of the Company and will only be made when the Directors believe that such a purchase will benefit the Company and its Shareholders.

FUNDING OF REPURCHASES

Pursuant to the Buyback Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for the purpose in accordance with all applicable laws of Bermuda and the Company's Memorandum of Association and New Bye-Laws.

On the basis of the consolidated financial position of the Company as at 31st March, 2006 (being the date to which the latest published audited financial statements of the Company have been made up), the Directors consider that the exercise in full of the Buyback Mandate to repurchase Shares might have a material adverse impact on the working capital or gearing position of the Company as compared with its position as at 31st March, 2006. However, the Directors do not propose to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing ratio of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date are as follows :-

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
July 2005	15.455	13.727
August 2005	16.050	12.700
September 2005	13.400	12.250
October 2005	12.900	9.300
November 2005	10.850	9.700
December 2005	11.500	10.300
January 2006	12.400	10.300
February 2006	12.800	11.200
March 2006	11.800	10.550
April 2006	11.550	10.450
May 2006	10.900	8.400
June 2006	8.750	7.050
1st July, 2006 to Latest Practicable Date	9.700	8.100

SHARE REPURCHASES MADE BY THE COMPANY

The Company has not made any purchase of Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a repurchase, a shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers ("the Takeovers Code") and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Dickson Investment Holding Corporation ("DIHC") was interested in 149,395,699 Shares representing approximately 48.14 per cent. of the issued share capital of the Company. Such Shares are held by a trust established for the benefit of members of Dr. Dickson Poon's family. In the event that the Buyback Mandate is exercised in full and no further Shares are issued during the Relevant Period, the percentage of shareholding of DIHC in the Company would be increased to approximately 53.49 per cent. of the issued share capital of the Company and it would be expected to give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, trigger any potential consequences under the Takeovers Code. Moreover, the exercise of the Buyback Mandate will not give rise to the number of Shares held by the public to fall below 25 per cent..

GENERAL

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, their associates (as defined in the Listing Rules) have any present intention if the Buyback Mandate is approved to sell any Shares to the Company.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that if the Buyback Mandate is approved, they have a present intention to sell Shares to the Company or its subsidiary companies, or have undertaken not to do so.

The Directors have undertaken to the Stock Exchange that they will exercise the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda, the jurisdiction in which the Company is incorporated, and in accordance with the regulations set out in the Memorandum of Association and New Bye-Laws of the Company.

4. INCREASE OF AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$120,000,000 divided into 400,000,000 Shares of which 310,311,338 Shares had been issued. In order to cater for any allotment or issue of Shares pursuant to the general mandate to be sought from the Shareholders at the 2006 Annual General Meeting, it is proposed to increase the authorised share capital of the Company from HK\$120,000,000 to HK\$121,200,000 by the creation of 4,000,000 additional Shares and such Shares, if issued, will rank pari passu in all respects with the existing issued Shares and in compliance with the applicable Listing Rules.

The Directors wish to state that currently they have no plans to issue any additional new Shares.

5. AMENDMENTS TO THE NEW BYE-LAWS

In view of the recent minor amendments to the Listing Rules which came into effect on 1st March, 2006, the Directors wish to seek the approval of Shareholders at the 2006 Annual General Meeting for the proposed amendments to the New Bye-Laws to provide that a Director may be removed by an ordinary resolution instead of a special resolution in general meeting in order to comply with the Listing Rules.

6. PROCEDURE FOR DEMANDING A POLL

Pursuant to Bye-law 78 of the New Bye-Laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange (means a stock exchange which is an appointed stock exchange for the purposes of the Bermuda Companies Act in respect of which the Shares are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the Shares) or a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded :-

- (i) by the chairman of the meeting; or
- (ii) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right; or
- (v) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. or more of the total voting rights of all the Shareholders having the right to vote at the meeting.

7. RECOMMENDATION

The notice containing the relevant resolutions regarding the above proposals to be passed at the 2006 Annual General Meeting are contained in the Company's 2006 Annual Report which is being despatched to the Shareholders together with this circular.

DIHC has indicated that it intends to vote in favour of all the resolutions to be proposed at the 2006 Annual General Meeting in respect of its aggregate holding as at the Latest Practicable Date being 149,395,699 Shares (representing approximately 48.14 per cent. of the issued share capital of the Company as at the Latest Practicable Date).

The Directors recommend the aforesaid proposals regarding (1) the re-election of Directors; (2) the granting of general mandate to issue Shares; (3) the granting of Buyback Mandate; (4) the increase of authorised share capital of the Company; and (5) the amendments to the New Bye-Laws to all the Shareholders for their favourable consideration and urge them to vote in favour of the resolutions to be proposed at the 2006 Annual General Meeting as they intend to do so themselves in respect of their own holdings.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Dickson Poon', with a horizontal line underneath.

Dickson Poon
Group Executive Chairman