

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



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

(Stock Code: 0113)

CONTINUING CONNECTED TRANSACTION

The Board announces that on 23rd September, 2009, the Lease Agreement was entered into between Dickson Investment and Dickson Stores, an indirect wholly-owned subsidiary company of the Company, regarding the renewal of the leasing of a shop space in Singapore by the Group from Dickson Investment.

As Dickson Investment is an associate of Mr. Dickson Poon, a Director and substantial shareholder of the Company, Dickson Investment is deemed to be a connected person of the Company for the purpose of the Listing Rules. Accordingly, the Lease Agreement constitutes a Continuing Connected Transaction of the Company under Rule 14A.14 of the Listing Rules.

Given that the maximum annual cap payable by the Group under the Lease Agreement represents less than 2.5 per cent. of the applicable percentage ratios of the Company, the Lease Agreement is subject to reporting, announcement and annual review requirements under Rules 14A.45 to 14A.47 and Rules 14A.37 to 14A.40 of the Listing Rules respectively and no Independent Shareholders' approval is required.

The Board announces that on 23rd September, 2009, the Lease Agreement was entered into between Dickson Investment and Dickson Stores, an indirect wholly-owned subsidiary company of the Company, regarding the renewal of the lease agreement dated 27th September, 2006 ("the Old Lease Agreement") in respect of the leasing of a shop space in Singapore by the Group from Dickson Investment upon its expiry on 31st October, 2009 for a further period of one year commencing from 1st November, 2009 as described below :-

Lessor: Dickson Investment

Lessee: Dickson Stores

Premises:	A shop space in a shopping mall at #01-05/06 Centrepoint, No. 176 Orchard Road, Singapore
Area:	About 689 sq. ft.
Period:	One year commencing from 1st November, 2009
Rental:	Monthly rental payment of S\$34,450 (about HK\$185,300) to be paid in cash on the first day of each month in advance. The monthly rental was determined with reference to the open market for properties of similar size and location and the prevailing as well as expected market conditions

Dickson Stores has been the lessee of the above premises since 1st February, 2002. The details of the Old Lease Agreement were disclosed in the announcement of the Company dated 27th September, 2006.

The maximum annual caps paid/payable by the Group for the leasing of the shop space in Singapore from Dickson Investment under the Old Lease Agreement for the financial years ended/ending 31st March, 2009 and 31st March, 2010 are S\$446,000 (about HK\$2,399,000) and S\$266,000 (about HK\$1,431,000) (seven months) respectively as previously disclosed in the announcement of the Company dated 27th September, 2006. The rental paid by the Group to Dickson Investment in respect of the leasing of the shop space from Dickson Investment for the financial year ended 31st March, 2009 was S\$445,000 (about HK\$2,394,000) which was below the maximum annual cap of S\$446,000 (about HK\$2,399,000). The rental paid by the Group to Dickson Investment for the period from 1st April, 2009 up to the present under the Old Lease Agreement so far has not exceeded the maximum annual cap for seven months ending 31st October, 2009 of S\$266,000 (about HK\$1,431,000).

The maximum annual caps payable by the Group for the leasing of the shop space in Singapore from Dickson Investment under the Lease Agreement for each of the financial years ending 31st March, 2010 and 31st March, 2011 will be S\$173,000 (about HK\$931,000) (five months) and S\$242,000 (about HK\$1,302,000) (seven months) respectively which represents less than 2.5 per cent. of the applicable percentage ratios of the Company. The monthly rental was determined with reference to the open market for properties of similar size and location and the prevailing as well as expected market conditions.

REASONS FOR THE CONTINUING CONNECTED TRANSACTION

The Continuing Connected Transaction is conducted on normal commercial terms and in the ordinary and usual course of business of the Group.

The shop space under the Lease Agreement is currently used by Dickson Stores as a retail shop and the renewal of the Lease Agreement for continued operation of the relevant retail shop is a practical commercial decision of the Group. The monthly rental under the Lease Agreement was determined with reference to the open market for properties of similar size and location and the prevailing as well as the expected market conditions. The transaction under the Lease Agreement is in line with the Group’s principal activity of the sales of luxury goods in Asia and will ensure continuous business growth and contribute to the Group’s turnover and profits.

The Directors, including the independent non-executive Directors, consider that the entering into of the Lease Agreement is in the ordinary and usual course of business of the Group, on normal commercial terms which are fair and reasonable and were negotiated at arm’s length, are no less favourable to the Group than those available from independent third parties and are in the interests of the Company and its shareholders as a whole, and that the relevant maximum annual caps are fair and reasonable.

RELATIONSHIP BETWEEN THE PARTIES

As Dickson Investment is an associate of Mr. Dickson Poon, a Director and substantial shareholder of the Company as disclosed in the “General” section below, Dickson Investment is deemed to be a connected person of the Company for the purpose of the Listing Rules. Accordingly, the Lease Agreement constitutes a Continuing Connected Transaction of the Company under Rule 14A.14 of the Listing Rules.

INDEPENDENT SHAREHOLDERS’ APPROVAL NOT REQUIRED

Given that the maximum annual cap payable by the Group under the Lease Agreement represents less than 2.5 per cent. of the applicable percentage ratios of the Company, the Lease Agreement is subject to reporting, announcement and annual review requirements under Rules 14A.45 to 14A.47 and Rules 14A.37 to 14A.40 of the Listing Rules respectively and no Independent Shareholders’ approval is required.

GENERAL

The Company is an investment holding company and the Group is principally engaged in the sale of luxury goods with a comprehensive retail network totalling 495 shops throughout Asia.

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise :-

- “associate(s)” has the meaning as ascribed under the Listing Rules
- “Board” the board of Directors
- “Company” Dickson Concepts (International) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange

“Continuing Connected Transaction”	the continuing connected transaction as described in this announcement which is subject to disclosure under the Listing Rules
“Dickson Investment”	Dickson Investment (Singapore) Pte. Ltd., a company incorporated in the Republic of Singapore with limited liability and wholly-owned by Mr. Dickson Poon, the principal activities of which are the leasing out of its leasehold shopping units and investment holding
“Dickson Stores”	Dickson Stores Pte Ltd, a company incorporated in the Republic of Singapore and indirectly wholly-owned by the Company, the principal activity of which is the sale of watches and jewellery in Singapore
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiary companies
“Independent Shareholders”	shareholders of the Company, other than Mr. Dickson Poon and his associates
“Lease Agreement”	the lease agreement dated 23rd September, 2009 entered into between Dickson Investment as lessor and Dickson Stores as lessee regarding the renewal of the leasing of a shop space in Singapore by the Group from Dickson Investment
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Dickson Poon”	Mr. Dickson Poon, the group executive chairman of the Group and a substantial shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“S\$”	Singaporean dollars, the lawful currency of the Republic of Singapore

As at the date of this announcement, the Board comprises :-

Executive Directors:

Dickson Poon (*Group Executive Chairman*)
Raymond Lee (*Deputy Chairman
and Chief Executive Officer*)
Chan Tsang Wing, Nelson
Edwin Ing
Lau Yu Hee, Gary
Ng Chan Lam

Independent Non-Executive Directors:

Bhanusak Asvaintra
Nicholas Peter Etches
Christopher Patrick Langley, OBE

By Order of the Board
Or Suk Ying, Stella
Company Secretary

Hong Kong, 23rd September, 2009

** For identification purposes only*