



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

(Stock Code: 0113)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“the Meeting”) of the shareholders of Dickson Concepts (International) Limited (“the Company”) will be held at 4th Floor, East Ocean Centre, 98 Granville Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 5th May, 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company :-

ORDINARY RESOLUTIONS

“**THAT** :-

1. (i) the Agreement No. 1 and its relevant maximum annual caps (as respectively defined and described in the circular dated 17th April, 2009 to the shareholders of the Company, of which this notice forms a part, and a copy of which has been produced to this Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification), and any other actions, agreements and documents and all transactions contemplated thereunder and in connection therewith, be and are hereby generally and unconditionally approved, and the execution of the Agreement No. 1 be and is hereby approved, ratified and confirmed; and (ii) any one Executive Director, or any two Executive Directors if affixing the duplicate seal is necessary, be and are hereby authorised to execute all documents or deeds, do all acts and things and take all steps which in their opinion they may consider necessary, desirable and expedient for the implementation of and giving effect to the Agreement No. 1 and the transactions contemplated thereunder;
2. (i) the Agreement No. 2 and its relevant maximum annual caps (as respectively defined and described in the circular dated 17th April, 2009 to the shareholders of the Company, of which this notice forms a part, and a copy of which has been produced to this Meeting marked “B” and signed by the Chairman of the Meeting for the purpose of identification), and any other actions, agreements and documents and all transactions contemplated thereunder and in connection therewith, be and are hereby generally and unconditionally approved, and the

** For identification purposes only*

execution of the Agreement No. 2 be and is hereby approved, ratified and confirmed; and (ii) any one Executive Director, or any two Executive Directors if affixing the duplicate seal is necessary, be and are hereby authorised to execute all documents or deeds, do all acts and things and take all steps which in their opinion they may consider necessary, desirable and expedient for the implementation of and giving effect to the Agreement No. 2 and the transactions contemplated thereunder;

3. (i) the Agreement No. 3 and its relevant maximum annual caps (as respectively defined and described in the circular dated 17th April, 2009 to the shareholders of the Company, of which this notice forms a part, and a copy of which has been produced to this Meeting marked "C" and signed by the Chairman of the Meeting for the purpose of identification), and any other actions, agreements and documents and all transactions contemplated thereunder and in connection therewith, be and are hereby generally and unconditionally approved, and the execution of the Agreement No. 3 be and is hereby approved, ratified and confirmed; and (ii) any one Executive Director, or any two Executive Directors if affixing the duplicate seal is necessary, be and are hereby authorised to execute all documents or deeds, do all acts and things and take all steps which in their opinion they may consider necessary, desirable and expedient for the implementation of and giving effect to the Agreement No. 3 and the transactions contemplated thereunder; and
4. (i) the Agreement No. 4 and its relevant maximum annual caps (as respectively defined and described in the circular dated 17th April, 2009 to the shareholders of the Company, of which this notice forms a part, and a copy of which has been produced to this Meeting marked "D" and signed by the Chairman of the Meeting for the purpose of identification), and any other actions, agreements and documents and all transactions contemplated thereunder and in connection therewith, be and are hereby generally and unconditionally approved, and the execution of the Agreement No. 4 be and is hereby approved, ratified and confirmed; and (ii) any one Executive Director, or any two Executive Directors if affixing the duplicate seal is necessary, be and are hereby authorised to execute all documents or deeds, do all acts and things and take all steps which in their opinion they may consider necessary, desirable and expedient for the implementation of and giving effect to the Agreement No. 4 and the transactions contemplated thereunder."

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

Hong Kong, 17th April, 2009

Registered Office :

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

Head Office and Principal Place of Business :

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

Notes :-

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him. A shareholder may appoint a proxy in respect of part only of his holding of ordinary shares in the Company. A proxy need not also be a shareholder of the Company.
2. To be valid, a proxy form, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged with the Company's Hong Kong Branch Registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 11:00 a.m. on Thursday, 30th April, 2009.
3. Completion and return of the proxy form will not preclude a shareholder from attending in person and voting at the Meeting or any adjournment thereof if he or she so wishes. In that event, the shareholder's proxy form will be deemed to have been revoked.
4. In the case of joint holders of an ordinary share, any one of such persons may vote, either personally or by proxy, in respect of such share. If more than one of such joint holders are present, in person or by proxy, then the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority is determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
5. The resolutions to be proposed at the Meeting will be decided by way of a poll.
6. In case of any conflict between any translation and the English text hereof, the English text will prevail.
7. As at the date of this notice, the Board of Directors of the Company 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