



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Shareholders of the Company will 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. for the following purposes :-

1. To receive and consider the Reports of the Directors and the Auditors and the Statement of Accounts for the year ended 31st March, 2006.
2. To approve the payment of the final dividend recommended by the Directors in respect of the year ended 31st March, 2006.
3. To re-elect Directors and to fix the fees of the Directors.
4. To re-appoint Auditors for the ensuing year and to authorise the Directors to fix their remuneration.
5. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution :-

“THAT :-

- (A) subject to paragraph 5(C) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot and issue additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph 5(A) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph 5(A), otherwise than pursuant to a Rights Issue, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this Resolution :-

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of :-

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of Shareholders of the Company in General Meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares, or any class of shares, on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution :-

“THAT :-

- (A) subject to paragraph 6(C) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase issued shares in the share capital of the Company subject to and in accordance with all applicable laws be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph 6(A) shall be in addition to any other authorisation given to the Directors of the Company;
- (C) the aggregate nominal amount of share capital purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph 6(A) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this Resolution :-

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of :-

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of Shareholders of the Company in General Meeting.”

7. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution :-

“THAT conditional upon the passing of the Ordinary Resolutions as set out in paragraphs 5 and 6, the general mandate granted to the Directors of the Company pursuant to paragraph 5(A) shall be extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted in paragraph 6, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

8. As special business, to consider and if thought fit, pass the following resolution as an Ordinary Resolution :-

“THAT the authorised share capital of the Company be increased from HK\$120,000,000.00 to HK\$121,200,000.00 by the creation of 4,000,000 additional shares of HK\$0.30 each and such shares to rank pari passu in all respects with the existing issued shares in the share capital of the Company.”

9. As special business, to consider and if thought fit, pass the following resolution as a Special Resolution :-

“THAT the new Bye-laws of the Company be amended as follows :-

- (a) by deleting the words “special resolution” from the first line of existing Bye-law 109(A)(vii) and replacing therewith the words “ordinary resolution”; and
- (b) by deleting the words “special resolution” from the second line of existing Bye-law 117 and replacing therewith the words “ordinary resolution”.”

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

Hong Kong, 27th July, 2006

Notes :-

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not also be a member 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, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event before 11:00 a.m. on Tuesday, 22nd August, 2006.
3. The Register of Members of the Company will be closed from Wednesday, 23rd August, 2006 to Thursday, 24th August, 2006, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Registrar, Tengis Limited at the address as mentioned in note 2 above not later than 4:30 p.m. on Tuesday, 22nd August, 2006.
4. With regard to item 3, Mr. Chan Tsang Wing, Nelson, Mr. Edwin Ing and Mr. Christopher Patrick Langley, OBE will retire at the Annual General Meeting. These three retiring Directors, being eligible, have offered themselves for re-election. Details of the aforesaid Directors who have offered themselves for re-election are contained in the circular accompanying the 2006 Annual Report of the Company.
5. With regard to items 5 and 8, the Directors wish to state that, currently, they have no plans to issue any additional new shares of the Company. The present general mandate given by members pursuant to the provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("the Listing Rules") expires at the forthcoming Annual General Meeting and, accordingly, a renewal of that general mandate is now being sought.
6. With regard to items 6 and 7, the present general mandate given by members pursuant to the provisions of the Listing Rules and the Hong Kong Code on Share Repurchases ("the Repurchase Code") expires at the forthcoming Annual General Meeting and, accordingly, a renewal of that general mandate is now being sought. In accordance with the Listing Rules and the Repurchase Code, the terms and conditions upon which such power will be exercised are contained in the circular as mentioned in note 4 above.
7. With regard to items 8 and 9, details of the proposal for the increase of authorised share capital and the amendments to the new Bye-laws of the Company are contained in the circular as mentioned in note 4 above.
8. The procedure by which members may demand a poll is contained in the circular as mentioned in note 4 above.

9. 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
Ng Chan Lam
Walter Josef Wuest

Independent Non-Executive Directors :

Bhanusak Asvaintra
Nicholas Peter Etches
Christopher Patrick Langley, OBE

** For identification purposes only*

Please also refer to the published version of this notice in the South China Morning Post (Business Post).