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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)

## 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, 20th August, 2009 at 11:00 a.m. for the following purposes :-

1. To receive and consider the Reports of the Directors and the Independent Auditor and the Statement of Accounts for the year ended 31st March, 2009.
2. To approve the payment of the final dividend recommended by the Directors in respect of the year ended 31st March, 2009.
3. To re-elect Directors and to fix the fees of the Directors.
4. To re-appoint Independent Auditor 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 purpose 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 the 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 purpose 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 the 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 a Special Resolution :-

“THAT the New Bye-Laws of the Company be amended as follows :-

(1) By inserting the following new definitions in Bye-law 1 :-

““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day;”

““clear days” shall mean in relation to the period of notice that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;”

(2) By deleting the 7th paragraph of Bye-law 1 in its entirety and replacing therewith the following :-

“A resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their respective duly authorised representatives or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which notice has been duly given in accordance with Bye-law 71.”

- (3) By deleting the 8th paragraph of Bye-law 1 in its entirety and replacing therewith the following :-

“A resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such members as, being entitled so to do, vote in person or, in the case of any member being a corporation, by its duly authorised representative or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which notice has been duly given in accordance with Bye-law 71.”

- (4) By deleting Bye-law 71 in its entirety and replacing therewith the following as the new Bye-law 71 :-

“71. (A) An annual general meeting shall be called by notice of not less than twenty-one clear days and not less than twenty clear business days in writing and any special general meeting at which the passing of a special resolution is to be considered shall be called by notice of not less than twenty-one clear days and not less than ten clear business days in writing. All other special general meetings may be called by notice of not less than fourteen clear days and not less than ten clear business days in writing but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed :-

- (i) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.

(B) The notice shall specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to all members other than to such members as, under the provisions of these Bye-laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a member and to each of the Directors and the Auditors.””

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

Hong Kong, 14th July, 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 Annual General 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. In the case of joint holders of ordinary shares, any one of such persons may vote, either personally or by proxy. 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.
3. 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 Tuesday, 18th August, 2009.
4. The Register of Members of the Company will be closed from Wednesday, 19th August, 2009 to Thursday, 20th August, 2009, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend (subject to shareholders' approval at the Annual General Meeting), all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Registrar, Tricor Tengis Limited, at the address as mentioned in Note 3 above not later than 4:30 p.m. on Tuesday, 18th August, 2009.
5. With regard to item 3 of this Notice, 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 2009 Annual Report of the Company.

6. With regard to item 5 of this Notice, 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 shareholders 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.
7. With regard to items 6 and 7 of this Notice, the present general mandate given by shareholders 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 5 above.
8. With regard to item 8 of this Notice, details of the proposal for the amendments to the New Bye-Laws of the Company are contained in the circular as mentioned in Note 5 above.
9. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the Annual General 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.
10. The resolutions to be proposed at the Annual General Meeting will be decided by way of a poll.
11. In case of any conflict between any translation and the English text hereof, the English text will prevail.
12. 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

\* *For identification purposes only*