
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Election Form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)

**SCRIP DIVIDEND SCHEME IN RELATION TO
THE FINAL DIVIDEND
FOR THE YEAR ENDED 31ST MARCH, 2018**

If you wish to receive your Final Dividend wholly or partly in the form of New Shares in lieu of cash, you should complete and return the enclosed election form (“the Election Form”) in accordance with the instructions printed thereon to the Company’s Hong Kong Branch Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event no later than 4:30 p.m. on Tuesday, 28th August, 2018.

13th August, 2018

* 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*)
Chan Hon Chung, Johnny Pollux
Lau Yu Hee, Gary

Independent Non-Executive Directors :

Bhanusak Asvaintra
Nicholas Peter Etches
Leung Kai Hung, Michael

Registered Office :

Clarendon House,
2 Church 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.

13th August, 2018

To the Shareholders

Dear Shareholder,

**SCRIP DIVIDEND SCHEME IN RELATION TO
THE FINAL DIVIDEND
FOR THE YEAR ENDED 31ST MARCH, 2018**

INTRODUCTION

On 7th June, 2018, the board of directors (“the Board”) of Dickson Concepts (International) Limited (“the Company”) resolved to recommend a final dividend of HK23 cents per ordinary share (“the Final Dividend”) for the year ended 31st March, 2018 to the shareholders (“the Shareholders”) whose names appeared on the register of members of the Company (“the Register of Members”) at the close of business on Friday, 3rd August, 2018 (“the Record Date”). At the annual general meeting of the Shareholders of the Company held on Thursday, 26th July, 2018,

** For identification purposes only*

the resolution relating to the Final Dividend with an option for scrip dividend was approved. Shareholders may exercise their option to elect to receive the Final Dividend wholly or partly in the form of new and fully paid ordinary shares of HK\$0.30 each (“the New Shares”) in the share capital of the Company in lieu of cash (“the Scrip Dividend Scheme”). The New Shares to be issued pursuant to the Scrip Dividend Scheme will rank pari passu in all respects with the existing issued ordinary shares of HK\$0.30 each (“the Shares”) of the Company except that they will not rank for the Final Dividend.

For the purpose of ascertaining Shareholders’ entitlement to the Final Dividend, the Register of Members was closed from Thursday, 2nd August, 2018 to Friday, 3rd August, 2018 (both days inclusive). The latest time by which transfers were accepted for registration for participation in the Scrip Dividend Scheme for Final Dividend was Wednesday, 1st August, 2018 at 4:30 p.m..

The purpose of this circular is to set out the procedures and conditions which apply in relation to the Scrip Dividend Scheme and the action which should be taken by the Shareholders in relation thereto.

DETAILS OF THE SCRIP DIVIDEND SCHEME

Under the Scrip Dividend Scheme, Shareholders may elect to receive the Final Dividend in one of the following ways :-

- (i) a cash dividend of HK23 cents per Share; or
- (ii) an allotment of the New Shares (the number of which is determined as explained below); or
- (iii) partly in cash and partly in the form of the New Shares.

For the purpose of calculating the number of New Shares to be allotted pursuant to the Scrip Dividend Scheme, the market value of the New Share has been fixed at HK\$3.35 per Share (“the Average Closing Price”), which is the average value of the closing prices per Share as quoted on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) for the five consecutive trading days commencing from Tuesday, 31st July, 2018, the first day the Shares traded ex dividend.

Accordingly, the number of New Shares which the Shareholders will receive in respect of the Final Dividend for the existing Shares registered in their names on the Record Date will be calculated as follows :-

Number of New Shares to be received	=	Number of existing Shares held on Record Date for which election for New Shares is made	x	<table style="margin: auto; border-collapse: collapse;"> <tr> <td style="text-align: center;">HK\$0.23 (Final Dividend per Share)</td> </tr> <tr> <td style="text-align: center;"><hr style="width: 100%;"/></td> </tr> <tr> <td style="text-align: center;">HK\$3.35 (Average Closing Price)</td> </tr> </table>	HK\$0.23 (Final Dividend per Share)	<hr style="width: 100%;"/>	HK\$3.35 (Average Closing Price)
HK\$0.23 (Final Dividend per Share)							
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HK\$3.35 (Average Closing Price)							

The last day and time for the return of the completed Election Form to the Company's Hong Kong Branch Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong is 4:30 p.m. on Tuesday, 28th August, 2018. Late submission of the Election Form will not be accepted. The number of New Shares to be issued under the Scrip Dividend Scheme will be rounded down to the nearest whole number. No fractional Shares (if any) will be issued and Shares representing fractions will be aggregated and sold. The proceeds of sale will be retained for the benefit of the Company.

On the basis that the issued share capital of the Company comprised 393,251,331 Shares as at the close of business on the Record Date and no further Shares are issued or repurchased on or before the Record Date, if no election for the New Shares were received, the total cash dividend payable by the Company would be HK\$90,447,806.13. If all Shareholders elected to receive all of their entitlement to the Final Dividend in the form of the New Shares, the New Shares to be issued would be about 26,999,345 Shares representing about 6.87 per cent. of the existing and about 6.42 per cent. of the enlarged issued share capital of the Company respectively.

ADVANTAGES OF THE SCRIP DIVIDEND SCHEME

The Board considers that the Scrip Dividend Scheme is beneficial to both the Shareholders and the Company as it will give Shareholders the opportunity to increase their investment in the Company at market value without incurring brokerage fees, stamp duty and related dealing costs and the Company will retain cash, which would otherwise have been paid to the Shareholders, for use by the Company.

CONDITIONS OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the New Shares to be allotted and issued pursuant to the Scrip Dividend Scheme. If this condition is not satisfied, the Scrip Dividend Scheme described in this circular will not become effective and the Election Form will be void. The Final Dividend will then be paid wholly in cash.

EFFECT OF THE SCRIP DIVIDEND SCHEME

Shareholders should note that the New Shares to be issued under the Scrip Dividend Scheme may give rise to disclosure requirements under the provisions of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). **Shareholders who are in any doubt as to how these provisions may affect them as a result of the issue of the New Shares pursuant to the Scrip Dividend Scheme or as to their taxation position are recommended to seek their own professional advice.**

ELECTION FORM

The Election Form is enclosed with this circular for use by the Shareholders who elect to receive the Final Dividend wholly or partly in the form of New Shares. Please read carefully the instructions below and the instructions printed on the Election Form.

(i) To receive cash only

If you elect to receive the Final Dividend wholly in cash only, you do not need to take any action. Therefore, please DO NOT complete and return the Election Form.

(ii) To receive New Shares only

If you elect to receive the Final Dividend wholly in the form of New Shares only, please just SIGN, DATE and RETURN the Election Form.

(iii) To receive partly cash and partly in the form of New Shares

If you elect to receive the Final Dividend partly in cash and partly in the form of New Shares, please ENTER in Box C of the Election Form the number of Shares which you held on the Record Date for which the Final Dividend shall be paid to you in the form of New Shares. Then, SIGN, DATE and RETURN the Election Form.

If you do not specify the number of Shares for which you elect to receive the Final Dividend in the form of New Shares or if your specified number is greater than your registered holding on the Record Date in your signed and returned Election Form, you will be deemed to have elected to receive the Final Dividend in the form of New Shares only in respect of all the Shares registered in your name on the Record Date. Therefore, you will receive the Final Dividend in the form of New Shares only.

The Election Form should be completed in accordance with the instructions printed thereon and returned, so that they are received by the Company's Hong Kong Branch Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 28th August, 2018.

The latest time for return of the Election Form mentioned above will not be valid if there is a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning :-

- (i) in force in Hong Kong at any local time at or before 12:00 noon and no longer in force after 12:00 noon on Tuesday, 28th August, 2018. Instead, the deadline for the submission of the Election Form will be 5:00 p.m. on the same business day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m. on Tuesday, 28th August, 2018. Instead, the deadline for the submission of the Election Form will be rescheduled to 4:30 p.m. on the next business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m..

Failure to complete and return the signed Election Form in accordance with the instructions printed thereon will result in the relevant Shareholder's Final Dividend being paid wholly in cash only.

No acknowledgement of receipt of the Election Form will be issued.

No election in respect of the Final Dividend may, after the relevant Election Forms are signed and returned to the Company's Hong Kong Branch Registrar, be in any way withdrawn, revoked, superseded or altered.

LISTING AND DEALINGS

Application has been made to the Listing Committee of the Stock Exchange for the granting of listing of, and permission to deal in, the New Shares to be allotted and issued pursuant to the Scrip Dividend Scheme.

It is expected that the share certificates for the New Shares and the dividend warrants for the cash dividends, will be sent by ordinary mail to the Shareholders at their own risk on or about Monday, 10th September, 2018, and the first day of dealings in the New Shares on the Stock Exchange is expected to be on or about Tuesday, 11th September, 2018.

Subject to the granting of the listing of, and permission to deal in, the New Shares to be allotted and issued pursuant to the Scrip Dividend Scheme on the Stock Exchange, the New Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited (“HKSCCL”) for deposit, clearance and settlement in the Central Clearing and Settlement System (“CCASS”) established and operated by HKSCCL with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCCL. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek the advice of their licensed securities dealers or other professional advisers for details of these settlement arrangements and how such arrangements will affect their rights and interests.

The Shares are listed, and dealt in, on the Stock Exchange. There is no other stock exchange on which the Shares are listed or dealt in or on which listing or permission to deal is being or proposed to be sought.

SHAREHOLDERS RESIDENT OUTSIDE HONG KONG

No person receiving a copy of this circular and / or the Election Form in any territory outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless in that relevant territory such invitation could lawfully be made to that person without the Company having to comply with any registration or other requirements, governmental or regulatory procedures or any other similar formalities.

Shareholders with registered addresses in the United States appearing on the Register of Members on the Record Date (“the Excluded Shareholders”) are not permitted to participate in the Scrip Dividend Scheme and will receive the Final Dividend wholly in cash only. The Board has made enquiries with its legal advisers in respect of the above jurisdiction and, on the basis of the results of such enquiries, has considered the exclusion of the Excluded Shareholders to be necessary and expedient pursuant to Rule 13.36(2) of the Rules Governing the Listing of Securities on the Stock Exchange. No Election Form is sent to the Excluded Shareholders.

Notwithstanding the enquiries made by the Company with its legal advisers, any person with a registered address outside Hong Kong or otherwise residing outside Hong Kong should consult their professional advisers as to whether they are permitted to receive New Shares under the Scrip Dividend Scheme and the taxation consequences of their decision. It is the responsibility of any person who wishes to receive New Shares under the Scrip Dividend Scheme to comply with the laws of the relevant jurisdiction(s), including the obtaining of any governmental or other consent and compliance with any other formalities and observing any restrictions on the handling of any New Shares so acquired (such as the re-sale of them). Persons residing in a jurisdiction where their participation in the Scrip Dividend Scheme is not permitted under the law of that place will be deemed to have received this circular and the Election Form for information only.

GENERAL

New Shares issued to the Shareholders pursuant to an election to receive part or all of their Final Dividend in the form of New Shares may be allotted in odd lots (of fewer than a board lot of 500 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of the New Shares issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

Whether or not it is to your advantage to elect to receive cash or the New Shares, in whole or in part, in respect of the Final Dividend depends upon your own individual circumstances and the decision in this regard and all effects resulting therefrom are solely your responsibility. **If you are in any doubt as to what to do, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.**

Shareholders who are trustees are recommended to seek professional advice as to whether an election to receive New Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

Yours faithfully,
For and on behalf of
Dickson Concepts (International) Limited
Dickson Poon
Group Executive Chairman