

**DICKSON CONCEPTS (INTERNATIONAL) LIMITED**

**迪生創建(國際)有限公司\***

(Incorporated in Bermuda with limited liability)

(the “Company”)

**PROCEDURES FOR SHAREHOLDERS  
TO PUT FORWARD PROPOSALS**

**A. Proposals for Annual General Meeting and / or Special General Meeting**

Pursuant to Bye-law 58 of the Company’s Amended and Restated Bye-laws, Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per fully-paid share basis, shall at all times have the right, by written requisition (the “**Written Requisition**”), specifying the proposed resolution (the “**Proposed Resolution**”) accompanied by a statement in respect of the matter referred to in the Proposed Resolution, to the Board of Directors (the “**Board**”) or the Secretary of the Company at its Head Office, to request the Board to include the Proposed Resolution in the agenda for the annual general meeting, or to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such Written Requisition; and such special general meeting shall be held in the form of a physical meeting only and within two (2) months after deposit of such Written Requisition.

**B. Proposals for Election of a Person (other than the Retiring Director) as a Director**

Pursuant to Bye-law 85 of the Company’s Amended and Restated Bye-laws, if a Shareholder wishes to nominate a person (other than the retiring Director) to stand for election as a Director of the Company, the following documents must be lodged at the Company’s Head Office or at the Registration Office for the attention of the Secretary :-

1. a notice (the “**Nomination Notice**”) duly signed by a Shareholder (other than the person to be proposed), who are holding at the date of deposit of the Nomination Notice not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, giving his / her intention to propose such person for election;
2. a notice signed by the person to be proposed (other than the retiring Director) of his / her willingness to be elected together with his / her following information as required to be disclosed under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in order to enable Shareholders of the Company to make an informed decision on their election of Directors :-
  - (a) full name and age;
  - (b) positions held with the Company and / or other group companies of the Company (if any);

- (c) experience including (i) other directorships held in the last three (3) years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
  - (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the person to be proposed;
  - (e) length or proposed length of service with the Company;
  - (f) relationships with any Directors, senior management, Substantial Shareholders or Controlling Shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
  - (g) interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
  - (h) a declaration made by the person to be proposed in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to the person to be proposed that should be brought to the attention of the Shareholders of the Company; and
  - (i) his / her contact details; and
3. a written consent from the person to be proposed for the publication of his / her personal data.

A separate Nomination Notice is required for nomination of each person to stand for election as a Director of the Company.

**C. Period for Lodgment of Proposed Resolution and / or Nomination Notice**

The notice period to be given to all the registered Shareholders for consideration of the Proposed Resolution (other than the proposal for election of a person as a Director) raised by the Shareholder at a Special General Meeting varies according to the nature of the proposed resolution, as follows :-

- (a) fourteen (14) days' written notice is required if the Proposed Resolution constitutes an ordinary resolution of the Company;
- (b) twenty-one (21) days' written notice is required if the Proposed Resolution constitutes a special resolution of the Company; and
- (c) twenty-eight (28) days' written notice is required if the Proposed Resolution requires the serving of a special notice under the Hong Kong Companies Ordinance.

The minimum length of the period, during which the Nomination Notice is given, shall be at least seven (7) days. If the Nomination Notice is submitted after the despatch of the notice of the general meeting appointed for such election, the period for lodgment of such Nomination Notice shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

**D. General Provisions**

The Written Requisition (including the proposal for election of a person as a Director) shall be verified by the Share Registrar of the Company. Thereafter, the Company shall notify the Shareholder concerned whether his / her request is in order.

The Company may require the Shareholder concerned to deposit a reasonable sum of money to meet the Company's expenses in serving the notice of the Proposed Resolution and circulating the relevant statement to all the registered Shareholders for their consideration.

*\* For identification purposes only*