

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 Event Room 1 – 3, LG/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Monday, 8th August, 2022 at 11:30 a.m. for the following purposes :-

1. To receive and consider the Reports of the Directors and the Independent Auditor and the Financial Statements for the year ended 31st March, 2022.
2. To approve the payment of the final dividend recommended by the Directors in respect of the year ended 31st March, 2022.
3. To re-elect Directors and to fix the Directors' fees.
4. To re-appoint the 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 with or without modifications 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 (as defined below) of all the powers of the Company to allot, issue and deal with 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 powers 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 powers 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 (i) a Rights Issue (as defined below); (ii) any scrip dividend scheme or similar arrangement pursuant to the New Bye-Laws of the Company (the “**Existing Bye-laws**”) from time to time; or (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and / or any of its subsidiary companies of shares or rights to acquire shares of the Company, 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 shareholders of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the shareholders of the Company is required by the Existing Bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under 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 thereof on the Register of Members 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 with or without modifications 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 (as defined below) 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 shareholders of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the shareholders of the Company is required by the Existing Bye-laws of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under 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 with or without modifications 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) be and is hereby 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 with or without modifications, the following resolution as a Special Resolution :-

“**THAT** the amended and restated bye-laws of the Company (the “**New Bye-laws**”), details of which are set out in Appendix III to the circular of the Company dated 13th July, 2022, a copy of which has been produced to this Meeting marked “A” and for identification purpose signed by the Chairman of this Meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Bye-laws of the Company with immediate effect after the close of this Meeting and that any Director of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Bye-laws.”

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

Hong Kong, 13th July, 2022

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.

Notes :-

1. A shareholder entitled to attend and vote at the above Meeting (or at any adjournment thereof) is entitled to appoint a proxy or proxies to attend and, on a poll, vote instead of him / her. A shareholder may appoint a proxy in respect of part only of his / her holding of ordinary shares in the Company. A proxy need not also be a shareholder of the Company.
2. Where there are joint registered holders of any ordinary share, any one of such persons may vote at the above Meeting, either personally or by proxy, in respect of such ordinary share as if he / she were solely entitled thereto; but if more than one of such joint holders are present at the above Meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such ordinary share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the completed 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 4:30 p.m. on Thursday, 4th August, 2022.
4. For the purpose of ascertaining shareholders' right to attend and vote at the above Meeting, the Register of Members of the Company will be closed from Wednesday, 3rd August, 2022 to Monday, 8th August, 2022, both days inclusive, during which period no transfer of shares will be effected. In order for a shareholder to be eligible to attend and vote at the above 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, 2nd August, 2022.
5. For the purpose of ascertaining shareholders' entitlement to the proposed final dividend, the Register of Members of the Company will be closed from Monday, 15th August, 2022 to Tuesday, 16th August, 2022, 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 above 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 Friday, 12th August, 2022.

6. With regard to item 3 of this Notice, details of the three retiring Directors who have offered themselves for re-election at the above Meeting are contained in Appendix I to the circular of the Company dated 13th July, 2022. Separate resolutions will be proposed for the aforesaid re-election.
7. With regard to item 5 of this Notice, the Directors wish to state that, currently, they have no plans to issue any additional new ordinary 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**”) will expire at the above Meeting and, accordingly, a renewal of that general mandate is now being sought.
8. 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 Code on Share Buy-backs (the “**Share Buy-Backs Code**”) will expire at the above Meeting and, accordingly, a renewal of that general mandate is now being sought. In accordance with the Listing Rules and the Share Buy-Backs Code, the terms and conditions upon which such power will be exercised are contained in the circular as mentioned in Note 6 above.
9. Completion and return of the proxy form will not preclude a shareholder from attending and voting in person at the above Meeting (or at any adjournment thereof) if he / she so wishes. In that event, the shareholder’s proxy form will be deemed to have been revoked.
10. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions to be proposed at the above Meeting will be decided by way of a poll.
11. In the event of a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the Government of the Hong Kong Special Administrative Region (“**HKSAR Government**”) is / are in force in Hong Kong at any time after 9:00 a.m. on the date of the above Meeting, then the above Meeting will be postponed. The Company will post an announcement on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the website of the Company at www.dickson.com.hk to notify shareholders of the date, time and place of the rescheduled meeting.

The above Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the above Meeting under bad weather conditions bearing in mind their own situation.

12. To safeguard the health and safety of the shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the above Meeting, without limitation :-
 - every shareholder or proxy is required to scan the “LeaveHomeSafe” venue QR Code using the “LeaveHomeSafe” mobile application at the entrance of the venue;
 - compulsory body temperature check will be conducted for every shareholder or proxy at the entrance of the venue;

- every shareholder or proxy is required to wear an appropriate face mask;
- appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the above Meeting as may be necessary to avoid over-crowding;
- no refreshment or souvenirs will be provided at the above Meeting;
- hand sanitizers will be provided to the shareholders or proxies at the venue of the above Meeting;
- there will be no question and answer session during the above Meeting, shareholders could choose to raise questions to the management in writing before the above Meeting; and
- any other measures that may be required by the HKSAR Government.

Any person who does not comply with the above precautionary measures, or is subject to any HKSAR Government prescribed quarantine may be denied entry into the venue of the above Meeting.

For the health and safety of shareholders, the Company encourages shareholders NOT to attend the above Meeting in person, and advises shareholders to appoint the Chairman of the above Meeting as their proxy or through HKSCC Nominees Limited by giving instructions to their brokers and custodians to vote according to their indicated voting instructions as an alternative to attending the above Meeting in person.

13. In case of any conflict between any translation and the English text hereof, the English text will prevail.
14. As at the date of this Notice, the Board of Directors of the Company comprises :-

Executive Directors :

Dickson Poon (*Group Executive Chairman*)
 Chan Hon Chung, Johnny Pollux
 Lau Yu Hee, Gary
 Poon Dickson Pearson Guanda

Independent Non-Executive Directors :

Bhanusak Asvaintra
 Nicholas Peter Etches
 Fung Yue Ming, Eugene Michael

** For identification purposes only*