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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)**

## **DISCLOSEABLE TRANSACTION IN RELATION TO AN OFFER LETTER**

The Board announces that on 26th May, 2021, MTL as Tenant and CMBWLBL as Landlord entered into a legally binding Offer Letter in relation to the tenancy of the Premises.

In accordance with HKFRS 16 “Leases”, the Company will recognise the value of the right-of-use asset of HK\$205.28 million on its balance sheet in connection with the lease of the Premises under the Offer Letter. Accordingly, the lease transaction under the Offer Letter will be regarded as an acquisition of asset by the tenant for the purpose of the Listing Rules.

As one of the applicable percentage ratios (as defined in the Listing Rules) in respect of the value of the right-of-use of the Premises under the Offer Letter exceeds 5 per cent. but is less than 25 per cent., the transaction contemplated thereunder constitutes a discloseable transaction and is subject to the announcement requirement under Chapter 14 of the Listing Rules but exempt from Shareholders’ approval requirement under the Listing Rules.

The Board announces that on 26th May, 2021, MTL as Tenant and CMBWLBL as Landlord entered into a legally binding Offer Letter in relation to the tenancy of the Premises as described below :-

### **OFFER LETTER**

**Landlord :** CMBWLBL

**Tenant :** MTL

**Premises :** Shop Nos. G01-03, 06-19 and Portion of Common Area on Ground Floor and Shop No. 17 on First Floor, Bank Centre Mall, 636 Nathan Road, Mongkok, Kowloon, Hong Kong

<b>Usage :</b>	For retail store
<b>Term :</b>	Six years commencing from 25th August, 2021 and expiring on 24th August, 2027 (both days inclusive)
<b>Total Consideration Payable :</b>	HK\$216.26 million, subject to additional turnover rent which may be imposed pursuant to the terms and conditions of the Offer Letter (exclusive of rates, management fee and air-conditioning charges and other outgoings)

## **REASONS FOR AND BENEFITS OF THE OFFER LETTER**

The Company is an investment holding company and the Group is principally engaged in the sale of luxury goods and investments. The entering into the Offer Letter shall provide retail space for the retail network of the Group.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Landlord (a licensed bank incorporated in Hong Kong) and the ultimate beneficial owner of the Landlord are third parties independent of the Company and connected persons of the Company. The principal activities of the Landlord and its subsidiary companies are the provision of banking and related financial services.

The terms of the Offer Letter are arrived at after arm's length negotiation and the rental was determined with reference to the prevailing market rental of similar premises in the nearby locations. The Directors considered that the terms of the Offer Letter are fair and reasonable and the transaction is on normal commercial terms, in the ordinary and usual course of business of the Company and in the interests of the Company and its Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

In accordance with HKFRS 16 "Leases", the Company will recognise the value of the right-of-use asset of HK\$205.28 million on its balance sheet in connection with the lease of the Premises under the Offer Letter. Accordingly, the lease transaction under the Offer Letter will be regarded as an acquisition of asset by the tenant for the purpose of the Listing Rules.

As one of the applicable percentage ratios (as defined in the Listing Rules) in respect of the value of the right-of-use of the Premises under the Offer Letter exceeds 5 per cent. but is less than 25 per cent., the transaction contemplated thereunder constitutes a discloseable transaction and is subject to the announcement requirement under Chapter 14 of the Listing Rules but exempt from Shareholders' approval requirement under the Listing Rules.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings :-

“Board”	the board of Directors
“CMBWLBL” or “Landlord”	CMB Wing Lung Bank Limited (招商永隆銀行有限公司), a licensed bank incorporated in Hong Kong and wholly-owned by China Merchants Bank Co., Ltd. (招商銀行股份有限公司) (a joint stock company incorporated in the People’s Republic of China with its H shares listed on the Stock Exchange with stock code : 03968). The principal activities of CMBWLBL and its subsidiary companies are the provision of banking and related financial services
“Company”	Dickson Concepts (International) Limited (迪生創建(國際)有限公司), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiary companies
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MTL” or “Tenant”	Million Triumph Limited (萬旋有限公司), a company incorporated in Hong Kong with limited liability and indirectly wholly-owned by the Company, the principal activity of which is the arrangement of property tenancy agreements
“percentage ratio(s)”	has the meaning as ascribed under the Listing Rules
“Premises”	Shop Nos. G01-03, 06-19 and Portion of Common Area on Ground Floor and Shop No. 17 on First Floor, Bank Centre Mall, 636 Nathan Road, Mongkok, Kowloon, Hong Kong
“Shareholder(s)”	the registered holder(s) of the ordinary share(s) of HK\$0.30 each of the Company from time to time

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Offer Letter”	a legally binding offer letter entered into between MTL as Tenant and CMBWLBL as Landlord in relation to the tenancy of the Premises on 26th May, 2021
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

As at the date of this announcement, the Board 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

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

Hong Kong, 26th May, 2021

*\* For identification purposes only*