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 proxy 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

DICKSON CONCEPTS (INTERNATIONAL) LIMITED
迪生創建(國際)有限公司*
(incorporated in Bermuda with limited liability)

(Stock Code: 0113)

PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATE TO ISSUE SHARES AND GENERAL MANDATE TO REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the 2025 annual general meeting of the Shareholders of Dickson Concepts (International) Limited to be held at The Garden Room (Jasmine Room to Orchid Room), 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 30th September, 2025 at 3:00 p.m. is included in this circular. Whether or not you are able to attend the 2025 AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2025 AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the 2025 AGM or at any adjournment thereof should you so wish.

In case of any conflict between any translation and the English text hereof, the English text will prevail.

4th September, 2025

* *For identification purposes only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings :-

"**2025 AGM**"	2025 annual general meeting of the Shareholders of the Company to be convened and held at The Garden Room (Jasmine Room to Orchid Room), 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 30th September, 2025 at 3:00 p.m., the notice of which is included in this circular, or any adjournment thereof
"**Board**"	the board of Directors of the Company
"**Bye-laws**"	the Amended and Restated Bye-laws of the Company, as amended and / or supplemented from time to time
"**close associate(s)**"	has the meaning as ascribed under the Listing Rules
"**Company**"	Dickson Concepts (International) Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 0113)
"**controlling shareholders**"	has the meaning as ascribed under the Listing Rules
"**core connected person(s)**"	has the meaning as ascribed under the Listing Rules
"**DIHPTC**"	Dickson Investment Holding (PTC) Corporation, a company continued and re-registered in the British Virgin Islands with limited liability, which is a trustee of a trust and was interested in 233,464,065 Shares representing approximately 60.47 per cent. of the issued share capital of the Company as at the Latest Practicable Date
"**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
"**INED(s)**"	the independent non-executive director(s) of the Company
"**Latest Practicable Date**"	27th August, 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular

"**Listing Rules**"	the Rules Governing the Listing of Securities on the Stock Exchange
"**SFO**"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"**Share(s)**"	the ordinary share(s) of HK$0.30 each in the share capital of the Company
"**Shareholder(s)**"	the holder(s) of Share(s) of the Company from time to time
"**Stock Exchange**"	The Stock Exchange of Hong Kong Limited
"**substantial shareholder(s)**"	has the meaning as ascribed under the Listing Rules
"**Takeovers Code**"	the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
"**Treasury Shares**"	has the meaning as ascribed under the Listing Rules
"**HK$**"	Hong Kong dollars, the lawful currency of Hong Kong



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)*
Poon Dickson Pearson Guanda *(Chief Operating Officer)*
Chan Hon Chung, Johnny Pollux
Lau Yu Hee, Gary

Independent Non-Executive Directors :
Bhanusak Asvaintra
Nicholas Peter Etches
Fung Yue Ming, Eugene Michael
Lam Sze Wan Patricia

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.

4th September, 2025

To the Shareholders

Dear Shareholder,

PROPOSALS FOR RE-ELECTION OF DIRECTORS, GENERAL MANDATE TO ISSUE SHARES AND GENERAL MANDATE TO REPURCHASE SHARES AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you notice of the 2025 AGM and to provide Shareholders with the information regarding the resolutions to be proposed at the 2025 AGM relating to (1) the re-election of Directors; (2) the granting of the Share Issue Mandate (as hereinafter defined); and (3) the granting of the Share Repurchase Mandate (as hereinafter defined).

* *For identification purposes only*

The Directors have confirmed that having made all reasonable enquiries, no Shareholder has any material interest in any of the resolutions to be proposed at the 2025 AGM and therefore, no Shareholder is required to abstain from voting on the relevant resolutions at the 2025 AGM.

1. RE-ELECTION OF DIRECTORS

In accordance with Bye-law 84(1) of the Bye-laws, Sir Dickson Poon (the Group Executive Chairman and an Executive Director), Mr. Lau Yu Hee, Gary (an Executive Director) and Mr. Nicholas Peter Etches (an INED) shall retire from office by rotation at the 2025 AGM.

All these three retiring Directors, being eligible, have offered themselves for re-election. Sir Dickson Poon and Mr. Gary Lau do not have any specific term of office but are subject to retirement by rotation and re-election at the 2025 AGM in accordance with the Bye-laws while the term of office of Mr. Nicholas Etches has been renewed for one year commencing from 25th August, 2025 but is subject to earlier determination or retirement by rotation and re-election at the 2025 AGM in accordance with the Bye-laws.

Mr. Nicholas Etches, an INED, eligible and offered for re-election at the 2025 AGM, has served as an INED for more than nine years. He has met the independence guidelines as set out in Rule 3.13 of the Listing Rules and has provided his annual confirmation of independence in respect of the financial year ended 31st March, 2025 to the Company pursuant thereto. During his years of service with the Company as an INED, Mr. Nicholas Etches has contributed by providing independent viewpoints, enquiries and advices to the Company in relation to its businesses, operations, future development and strategy. The Board considers that Mr. Nicholas Etches has the character, integrity, ability and experience to continue to fulfill his role as required effectively. There is no evidence that his over nine years of services with the Company would have any impact on his independence which, on the contrary, is an asset to the Company. The Board thus recommends Mr. Nicholas Etches for re-election as an INED subject to a separate resolution to be approved by the Shareholders at the 2025 AGM.

Save as disclosed above, there are no other matters in relation to the re-election of these three retiring Directors (their details are set out in Appendix I to this circular) that need to be brought to the attention of the Shareholders.

2. GENERAL MANDATE TO ISSUE SHARES

At the 2025 AGM, an ordinary resolution will be proposed to renew the granting to the Directors of a general mandate (the "**Share Issue Mandate**") on terms as set out in the notice of the 2025 AGM as included in this circular, allowing the Company to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares) up to a limit of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding Treasury Shares, if any) at the date of the passing of this resolution during the period from the passing of this resolution until the earliest of the conclusion of the next annual general meeting of the Shareholders of the Company, or the expiration of the period within which the next annual general meeting of the Shareholders of the Company is required by the Bye-laws or any applicable laws to be held, or the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders of the Company in general meeting (the "**Relevant Period**").

Subject to the granting of the Share Issue Mandate, on the basis that the issued share capital of the Company comprised 386,059,308 Shares as at the Latest Practicable Date and no further Shares are issued or repurchased on or before the date of the 2025 AGM, the Company would be allowed under the Share Issue Mandate to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares) up to a maximum of 77,211,861 Shares, representing 20 per cent. of the issued share capital of the Company (excluding Treasury Shares, if any).

3. GENERAL MANDATE TO REPURCHASE SHARES

At the 2025 AGM, an ordinary resolution will be proposed to renew the granting to the Directors of a general mandate (the "**Share Repurchase Mandate**") on terms as set out in the notice of 2025 AGM, allowing the Company to repurchase its own Shares up to a limit of 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding Treasury Shares, if any) at the date of the passing of this resolution during the Relevant Period. This will allow the Company to repurchase its own Shares, inter alia, on-market in accordance with the Listing Rules. Moreover, an ordinary resolution will be proposed at the 2025 AGM to extend the Share Issue Mandate by the amount of the Shares repurchased pursuant to the Share Repurchase Mandate.

4. VOTING BY WAY OF A POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The Chairman of the 2025 AGM will therefore demand a poll for each resolution to be proposed at the 2025 AGM. The poll results will be published 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/wp-content/uploads/EAGM300925.pdf as soon as possible after the conclusion of the 2025 AGM.

5. RECOMMENDATION

The 2025 AGM Notice containing the relevant resolutions regarding the above proposals to be passed at the 2025 AGM is included in this circular.

DIHPTC has indicated that it intends to vote in favour of all the resolutions to be proposed at the 2025 AGM in respect of its aggregate holding as at the Latest Practicable Date being 233,464,065 Shares (representing approximately 60.47 per cent. of the issued share capital of the Company as at the Latest Practicable Date).

The Directors recommend all Shareholders to vote in favour of the aforesaid proposals regarding (1) the re-election of Directors; (2) the granting of the Share Issue Mandate; and (3) the granting of the Share Repurchase Mandate to be proposed at the 2025 AGM, as they intend to do so themselves in respect of their own shareholdings, if any.

6. GENERAL

Your attention is drawn to the additional information as set out in the Appendix I (Particulars of Retiring Directors Proposed for Re-election) and Appendix II (Explanatory Statement of the Share Repurchase Mandate) to this circular.

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

The following are the details of Directors who will retire and, being eligible, offer themselves for re-election at the 2025 AGM :-

1. Sir Dickson Poon

Sir Dickson Poon, aged 69, is the founder and a substantial shareholder of the Group. He established the Dickson group business in 1980 and was appointed an Executive Director of the Company in November 1991 and has been the Group Executive Chairman since February 1992. Sir Dickson Poon provides leadership for the Board and ensures that the Board discharges its responsibilities effectively and efficiently. He is the chairman of each of the Nomination Committee and the Investment Committee of the Company and also a director of certain subsidiary companies of the Company.

Sir Dickson Poon is the chairman and a non-executive director of Harvey Nichols Group Limited and also a director of one of its subsidiary companies (together the "**HN Group**"). The HN Group is the related company of the Company. Save as disclosed herein, he has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Sir Dickson Poon had a total interest in 233,481,426 Shares (representing 60.48 per cent. of the issued share capital of the Company as at the Latest Practicable Date), which comprised a personal interest in 17,361 Shares (representing 0.0044 per cent. of the issued share capital of the Company as at the Latest Practicable Date) and other interest in 233,464,065 Shares (representing 60.47 per cent. of the issued share capital of the Company as at the Latest Practicable Date), within the meaning of Part XV of the SFO. The said other interest of Sir Dickson Poon in 233,464,065 Shares (representing 60.47 per cent. of the issued share capital of the Company as at the Latest Practicable Date) was attributable to the same block of interests held through three substantial shareholders, namely DIHPTC, Paicolex Trust Company (BVI) Limited and Paicolex Trust Management AG (these three companies are the respective trustees of two trusts of which Sir Dickson Poon is the founder of one of these two trusts). He is a director of DIHPTC, the father of Mr. Poon Dickson Pearson Guanda, the Chief Operating Officer, an Executive Director and a substantial shareholder of the Company, and the spouse of Ms. Yu Kwai Chu, Pearl, who is deemed a substantial shareholder due to Sir Dickson Poon's interests in the Company. Save as disclosed herein, Sir Dickson Poon is not connected with any other Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between Sir Dickson Poon and the Group and he has no fixed term of service with the Group but is subject to retirement by rotation and re-election at the annual general meeting of the shareholders of the Company in accordance with the Bye-laws and / or the applicable laws and regulations. The proposed Director's fee of Sir Dickson Poon as the Group Executive Chairman of the Company for the year ended 31st March, 2025 is HK$10,000 and this fee is being recommended by the Remuneration Committee of the Company reviewed by the Board for Shareholders' approval at the 2025 AGM. The total emoluments of Sir Dickson Poon are HK$16,001,000 (which include his basic salary, allowances and benefits in kind and discretionary bonuses) for the year ended 31st March, 2025. The Board shall consider the recommendation made by the Remuneration Committee of the Company and review annually and approve the basic salary, allowances and benefits in kind and discretionary bonuses of Sir Dickson Poon in accordance with the Group's remuneration policy. Such basic salary, allowances and benefits in kind are determined with reference to his duties and responsibilities, industry norms and general market conditions while the computation of discretionary bonus is based on performance contributions by Sir Dickson Poon and by reference to the Company's performance.

Securities and Futures Commission has commenced proceedings in the Market Misconduct Tribunal and the High Court against Sir Dickson Poon in relation to the allegations of breaching the disclosure requirements and the insider dealing provisions in the SFO as disclosed in the Company's two announcements dated 15th October, 2024 and 6th November, 2024 respectively. Sir Dickson Poon has informed the Company that he strongly denies these allegations that have been made against him and will vigorously contest the proceedings.

Save as disclosed above, there are no other matters concerning Sir Dickson Poon that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

2. Mr. Lau Yu Hee, Gary

Mr. Gary Lau, aged 71, joined the Group in June 1990 and was appointed an Executive Director of the Company in January 2008. He is also a director of certain subsidiary companies of the Company. Educated in Hong Kong, Mr. Gary Lau started his career as a journalist and later moved on to work for a French company distributing luxury goods in the region before joining the Group. He is currently in charge of the Group's business in Taiwan. Mr. Gary Lau has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Gary Lau did not hold any Shares within the meaning of Part XV of the SFO and he is not connected with any other Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between Mr. Gary Lau and the Group and he has no fixed term of service with the Group but is subject to retirement by rotation and re-election at the annual general meeting of the Shareholders of the Company in accordance with the Bye-laws and / or the applicable laws and regulations. The proposed Director's fee of Mr. Gary Lau as an Executive Director of the Company for the year ended 31st March, 2025 is HK$10,000 and this fee is being recommended by the Remuneration Committee of the Company and reviewed by the Board for Shareholders' approval at the 2025 AGM. The total emoluments of Mr. Gary Lau are HK$5,518,000 (which include his basic salary, allowances and benefits in kind and discretionary bonuses) for the year ended 31st March, 2025. The Board shall consider the recommendation made by the Remuneration Committee of the Company and review annually and approve the basic salary, allowances and benefits in kind and discretionary bonuses of Mr. Gary Lau in accordance with the Group's remuneration policy. Such basic salary, allowances and benefits in kind are determined with reference to his duties and responsibilities, industry norms and general market conditions while the computation of discretionary bonus is based on performance contributions by Mr. Gary Lau and by reference to the Company's performance.

Save as disclosed above, there are no other matters concerning Mr. Gary Lau that need to be brought to the attention of the shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

3. Mr. Nicholas Peter Etches

Mr. Nicholas Etches, aged 77, was appointed an INED in June 2004 and has, therefore, served the Company for more than nine years. He is also the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee of the Company. Mr. Nicholas Etches has over 34 years auditing experience with clients in a range of industries, also specialising in the fields of banking and finance as well as insolvency and corporate recovery practice. He is a Fellow of The Institute of Chartered Accountants in England and Wales and a Fellow of the Hong Kong Institute of Certified Public Accountants of which he was the President in 1995. Mr. Nicholas Etches joined one of the leading international accounting firms in London in 1967, transferred to the firm's Hong Kong office in 1975 and became a partner in 1978 until his retirement in 2002. He has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Nicholas Etches did not hold any Shares within the meaning of Part XV of the SFO and he is not connected with any other Directors, senior management or substantial or controlling shareholders of the Company.

There is no service contract between Mr. Nicholas Etches and the Group and his term of service is fixed for one year renewable on an annual basis but is subject to earlier determination or retirement by rotation and re-election at the annual general meeting of the Shareholders of the Company in accordance with the Bye-laws and / or the applicable laws and regulations. The term of office of Mr. Nicholas Etches as an INED has been renewed for one year commencing from 25th August, 2025 but is subject to earlier determination or retirement by rotation and re-election at the 2025 AGM. The proposed Director's fee of Mr. Nicholas Etches as an INED for the year ended 31st March, 2025 is HK$220,000 plus a total fee of HK$5,000, being the fee for attending audit committee meetings in excess of the required minimum number. These fees are being recommended by the Remuneration Committee of the Company and reviewed by the Board for Shareholders' approval at the 2025 AGM. The Director's fee and the fee for attending additional meetings of Mr. Nicholas Etches are determined with reference to directors' fees paid by comparable companies, time commitment, duties and responsibilities of Mr. Nicholas Etches.

Mr. Nicholas Etches has met the independence guidelines as set out in Rule 3.13 of the Listing Rules and has provided his annual confirmation of independence in respect of the financial year ended 31st March, 2025 to the Company pursuant thereto. As mentioned in the third paragraph of the "Re-election of Directors" section of the Letter from the Board of this circular, the Board considers Mr. Nicholas Etches to be independent and believes that he should be re-elected as an INED subject to a separate resolution to be approved by the Shareholders at the 2025 AGM.

Save as disclosed above, there are no other matters concerning Mr. Nicholas Etches that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Reference may also be made to the Report of the Directors and the Corporate Governance Report for the details of the aforesaid three retiring Directors who have offered themselves for re-election at the 2025 AGM as included in the Company's 2025 Annual Report which was despatched to the Shareholders on 25th June, 2025.

This appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with the requisite information reasonably necessary for them to make an informed decision as to whether to vote for or against the ordinary resolution to be proposed at the 2025 AGM in relation to the Share Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 386,059,308 Shares.

Subject to the granting of the Share Repurchase Mandate, on the basis that no further Shares are issued or repurchased on or before the date of the 2025 AGM, the Company would be allowed under the Share Repurchase Mandate to purchase up to a maximum of 38,605,930 Shares, representing 10 per cent. of the issued share capital of the Company (excluding Treasury Shares, if any).

Under the Listing Rules, if the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company will either cancel the repurchased Shares and / or hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the Share Repurchase Mandate and made in accordance with the Listing Rules and the applicable laws and regulations of Bermuda.

To the extent that any Treasury Shares are deposited with the Central Clearing and Settlement System ("**CCASS**") pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from the Shareholders to enable the Directors to repurchase the Company's own Shares, inter alia, on-market in accordance with the Listing Rules. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value and / or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

FUNDING OF REPURCHASES

Pursuant to the Share Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available for such purpose in accordance with the Company's Bye-laws and the applicable laws of Bermuda.

On the basis of the consolidated financial position of the Company as at 31st March, 2025 (being the date to which the latest published audited financial statements of the Company have been made up), the Directors consider that the exercise in full of the Share Repurchase Mandate to repurchase Shares might have a material adverse impact on the working capital or gearing position of the Company as compared with its position as at 31st March, 2025. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing ratio of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows :-

	Share Prices (per Share)	
	Highest	**Lowest**
	HK$	*HK$*
August 2024	5.27	4.71
September 2024	4.85	4.56
October 2024	5.20	4.71
November 2024	5.10	4.26
December 2024	5.05	4.71
January 2025	5.09	4.89
February 2025	5.00	4.80
March 2025	4.94	4.80
April 2025	6.88	4.39
May 2025	6.92	6.76
June 2025	6.92	6.83
July 2025	7.07	4.89
1st August, 2025 to Latest Practicable Date	5.45	5.14

SHARE REPURCHASES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, a total of 1,500,000 Shares were repurchased by the Company on the Stock Exchange at a purchase price of HK$4.90 each as follows :-

Date of repurchase	Number of Shares repurchased	Highest purchase price per Share *HK$*	Lowest purchase price per Share *HK$*
4th March, 2025	1,500,000	4.90	4.90
	1,500,000		

TAKEOVERS CODE

If as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers. As a result, a Shareholder, or group of the Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, DIHPTC was interested in 233,464,065 Shares representing about 60.47 per cent. of the issued share capital of the Company. Such Shares are held by a trust established for the benefit of members of Sir Dickson Poon's family. In the event that the Share Repurchase Mandate is exercised in full and no further Shares are issued during the Relevant Period, the percentage of shareholding of DIHPTC in the Company would be increased to about 67.19 per cent. of the issued share capital of the Company. As DIHPTC was interested in more than 50 per cent. of the voting rights of the Company for more than twelve months before the Latest Practicable Date, such increase of shareholding of DIHPTC in the Company would not be expected to give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Share Repurchase Mandate to such an extent as would give rise to the number of Shares held by the public to fall below 25 per cent..

GENERAL

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, their respective close associates, have any present intention, if the Share Repurchase Mandate is approved by Shareholders, to sell any Shares to the Company.

No core connected person of the Company has notified the Company that if the Share Repurchase Mandate is approved by Shareholders, he / she has a present intention to sell any Shares to the Company, or has undertaken not to do so.

The Directors will exercise the Company's power to make purchases of its own Shares pursuant to the proposed Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda, the jurisdiction in which the Company is incorporated, and in accordance with the Company's Bye-laws.

Neither this explanatory statement nor the proposed Share Repurchase Mandate has unusual features.



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 The Garden Room (Jasmine Room to Orchid Room), 2/F, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Tuesday, 30th September, 2025 at 3:00 p.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, 2025.

2. To re-elect Directors and to fix the Directors' fees.

3. To re-appoint the Independent Auditor for the ensuing year and to authorise the Directors to fix their remuneration.

4. 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 4(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 (including any sale or transfer of treasury 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 4(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 4(A), otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any scrip dividend scheme or similar arrangement pursuant to the Amended and Restated Bye-laws of the Company (the "**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 (excluding treasury shares, if any) 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 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)."

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 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 5(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 5(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 (excluding treasury shares, if any) 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 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."

6. 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 4 and 5, the general mandate granted to the Directors of the Company pursuant to paragraph 4(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 5, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue (excluding treasury shares, if any) at the date of the passing of this Resolution."

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

Hong Kong, 4th September, 2025

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 another person as his / her proxy to attend and, on a poll, vote instead of him / her. A shareholder who is the holder of two or more ordinary shares may appoint more than one proxy to represent him / her and vote on his / her behalf at the above Meeting. 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 joint holder may vote, either in person or by proxy, at the above Meeting, in respect of such ordinary share as if he / she were solely entitled thereto, but if more than one of such joint holders be present at the above Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.

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 Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the above Meeting or any adjournment thereof.

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 Thursday, 25th September, 2025 to Tuesday, 30th September, 2025, 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 Share Registrar, Tricor Investor Services Limited, at the address as mentioned in Note 3 above not later than 4:30 p.m. on Wednesday, 24th September, 2025.

5. With regard to item 2 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 4th September, 2025. Separate resolutions will be proposed for the aforesaid re-election.

6. With regard to item 4 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.

7. With regard to items 5 and 6 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 5 above.

8. 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.

9. 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.

10. In the event of a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" announced by the Government of the Hong Kong Special Administrative Region is / are in force in Hong Kong at any time after 1:00 p.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.

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)*
Poon Dickson Pearson Guanda
(Chief Operating Officer)
Chan Hon Chung, Johnny Pollux
Lau Yu Hee, Gary

Independent Non-Executive Directors :
Bhanusak Asvaintra
Nicholas Peter Etches
Fung Yue Ming, Eugene Michael
Lam Sze Wan Patricia

* *For identification purposes only*