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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)

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*