



DICKSON CONCEPTS (INTERNATIONAL) LIMITED
迪生創建(國際)有限公司*
(於百慕達註冊成立之有限公司)
(Stock Code: 0113)

25 June 2025

To the Disinterested Shareholders

Dear Sir or Madam,

**(1) PROPOSAL FOR THE PRIVATISATION OF
DICKSON CONCEPTS (INTERNATIONAL) LIMITED
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 99 OF THE COMPANIES ACT
AND
(2) PROPOSED WITHDRAWAL OF LISTING OF
DICKSON CONCEPTS (INTERNATIONAL) LIMITED**

We refer to the Announcement dated 29 April 2025 and the scheme document dated 25 June 2025 (the “**Scheme Document**”), both jointly issued by the Offeror and the Company, in relation to the Proposal and the Scheme of which this letter forms part. Terms defined in the Scheme Document shall have the same meanings in this letter unless the context otherwise requires.

We have been appointed by the Board as the Independent Board Committee to make a recommendation to the Scheme Shareholders in respect of the Proposal and the Scheme, details of which are set out in the Letter from the Board in Part IV and the Explanatory Memorandum in Part VII of the Scheme Document.

Platinum Securities, the Independent Financial Adviser, has been appointed with our approval, to advise us in connection with the Proposal and the Scheme. The details of its advice and the principal factors taken into consideration in arriving at its recommendations are set out in the Letter from the Independent Financial Adviser in Part VI of the Scheme Document.

In the Letter from the Independent Financial Adviser in Part VI of the Scheme Document, the Independent Financial Adviser states that it considers the Proposal and the Scheme are fair and reasonable so far as the Disinterested Shareholders are concerned, and

advises the Independent Board Committee to recommend the Disinterested Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the SGM to approve and implement the Proposal and the Scheme.

The Independent Board Committee, having considered the Proposal and the Scheme, and having taken into account the advice of the Independent Financial Adviser, and in particular the factors, reasons and recommendations set out in its letter, considers that the Proposal and the Scheme are fair and reasonable so far as the Disinterested Shareholders are concerned. Accordingly, the Independent Board Committee recommends the Disinterested Shareholders to vote in favour of the resolutions to be proposed at the Court Meeting and the SGM to approve and implement the Proposal and the Scheme.

The Independent Board Committee draws the attention of the Disinterested Shareholders to (i) the Letter from the Board in Part IV of the Scheme Document; (ii) the Letter from the Independent Financial Adviser in Part VI of the Scheme Document, which sets out the factors and reasons taken into account in arriving at its recommendations to the Independent Board Committee; and (iii) the Explanatory Memorandum in Part VII of the Scheme Document.

Yours faithfully,
Independent Board Committee



Bhanusak Asvaintra
Independent Non-executive Director

Nicholas Peter Etches
Independent Non-executive Director



Fung Yue Ming, Eugene Michael
Independent Non-executive Director

Lam Sze Wan Patricia
Independent Non-executive Director

* For identification purposes only


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