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BESTCITY ASSETS LIMITED
(incorporated in the British Virgin Islands with
limited liability)


DICKSON CONCEPTS (INTERNATIONAL) LIMITED
迪生創建(國際)有限公司
(incorporated in Bermuda with limited liability)
(Stock Code: 0113)

JOINT ANNOUNCEMENT

**(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**

MONTHLY UPDATE

Financial adviser to the Offeror

 **SOMERLEY CAPITAL LIMITED**

**Independent Financial Adviser to the
Independent Board Committee**

 **PLATINUM**
Securities

References are made to (i) the joint announcement of Bestcity Assets Limited (the “**Offeror**”) and Dickson Concepts (International) Limited (the “**Company**”) dated 29 April 2025 in relation to, among other things, (1) the proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement; and (2) the proposed withdrawal of listing of the Company (the “**Announcement**”); and (ii) the joint announcement of the Offeror and the Company dated 20 May 2025 in respect of the extension of the latest date for the despatch of the Scheme Document. Unless otherwise defined, capitalised terms herein shall have the same meanings as those defined in the Announcement.

THE PROPOSAL AND THE SCHEME

The Company and the Offeror would like to advise the Shareholders and the potential investors that the Company and the Offeror are in the course of finalizing the information to be included in the Scheme Document, which is currently expected to be despatched on or around 25 June 2025. A detailed indicative timetable for the Proposal will be set out in the Scheme Document and in the joint announcement to be issued by the Company and the Offeror upon despatch of the Scheme Document.

CLARIFICATION ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

It was disclosed in the section headed “Shareholding Structure of the Company” in the Announcement that, as at the Announcement Date, (i) the Offeror and the Offeror Concert Parties held 239,289,910 Shares in aggregate (representing approximately 61.98% of the total Shares then in issue); and (ii) the aggregate number of Disinterested Scheme Shares was 146,769,398 Shares (representing approximately 38.02% of the total Shares then in issue).

It has come to the Offeror’s attention that other than the 5,725,013 Shares disclosed in the Announcement under the section “Shareholding Structure of the Company” as held by other close relatives of Sir Dickson Poon as at the Announcement Date, Shares were also held by the sisters of Sir Dickson Poon, their respective spouses and children, their other controlled companies and the mother and the daughters of Sir Dickson Poon as at the Announcement Date, the aggregate Shares held by all of such close relatives of Sir Dickson Poon above and their controlled companies as at the Announcement Date was 20,362,360 Shares in aggregate (representing approximately 5.27% of the total Shares in issue as at the date of this joint announcement). All of such close relatives of Sir Dickson Poon above and their controlled companies are presumed to be acting in concert with the Offeror. None of such close relatives of Sir Dickson Poon had dealt in any Shares from the date falling six months prior to the Announcement Date and up to the date of this joint announcement.

Taking into account the shareholdings of the close relatives of Sir Dickson Poon in the Company as disclosed above and in the section headed “Shareholding Structure of the Company” in the Announcement, as at the Announcement Date, (i) the Offeror and the Offeror Concert Parties held 253,927,257 Shares in aggregate (representing approximately 65.77% of the total Shares then in issue); and (ii) the aggregate number of Disinterested Scheme Shares was 132,132,051 Shares (representing approximately 34.23% of the total Shares then in issue).

The table below sets out the shareholding structure of the Company as at the date of this joint announcement and immediately upon completion of the Proposal, assuming that there is no other change in shareholding of the Company before the Scheme Record Date:

Shareholders	As at the date of the Announcement and this joint announcement		Immediately upon the completion of the Proposal	
	Number of Shares	Approximate percentage of total issued share capital (%)	Number of Shares	Approximate percentage of total issued share capital (%)
Offeror and Offeror Concert Parties				
Offeror	-	-	152,577,882	39.52
DIHPTC, Paicolex BVI and Paicolex AG (Note 1)	233,464,065	60.47	233,464,065	60.47
Sir Dickson Poon (Note 1)	17,361	0.01	17,361	0.01
Pearson Poon (Note 1)	83,000	0.02	-	-
<i>Other close relatives of Sir Dickson Poon (Note 2)</i>				
Sheila Poon (Note 2a)	4,202,380	1.09	-	-
Poon, Penny (Note 2b)	5,478,753	1.42	-	-
Poon, Kam Wai May (Note 2c)	5,053,397	1.31	-	-
King Wing Keung Walter (Note 2d)	500	0.00	-	-
Poon, Kam Yin Yvonne (Note 2e)	2,125,937	0.55	-	-
Boey John Hoong (also known as Mei Jan Hoong) (Note 2f)	208,253	0.05	-	-
Boey Mark Frederick (Note 2g)	21,000	0.01	-	-
Kingray Finance Co. Ltd. (Note 2h)	3,242,107	0.84	-	-
Poon Dee Chu Ying (Note 2i)	12,033	0.00	-	-
Poon Tak Wing Daryl May (Note 2j)	18,000	0.01	-	-
Sub-total of Other close relatives of Sir Dickson Poon	20,362,360	5.27	-	-
DCL (Note 3)	471	0.00	-	-
Sub-total of Offeror and Offeror Concert Parties	253,927,257	65.77	386,059,308	100
Disinterested Shareholders				
Disinterested Shareholders	132,132,051	34.23	-	-
Total number of Scheme Shares (Note 4)	152,577,882	39.52	-	-
Total number of Shares	386,059,308	100	386,059,308	100

Notes:

- (1) As at the date of this joint announcement, DIHPTC, Paicolex BVI and Paicolex AG are trustees of the Trusts, with DIHPTC interested in 233,464,065 Shares. DIHPTC is the sole shareholder of the Offeror. The founder of the Trusts is Sir Dickson Poon and Pearson Poon (the son of Sir Dickson Poon) is among the eligible beneficiaries of the Trusts. In addition, Sir Dickson Poon and Pearson Poon hold 17,361 Shares and 83,000 Shares, respectively.
- (2) Represents the Shares held by the close relatives of Sir Dickson Poon: (a) Sheila Poon, the mother of Sir Dickson Poon; (b) Poon, Penny, the sister of Sir Dickson Poon, and her controlled companies (namely Super Fortune Ventures Ltd., Twin Profit Holdings Ltd. and Super Eighty Eight Ventures Ltd.); (c) Poon, Kam Wai May, the sister of Sir Dickson Poon, and her controlled company (namely Jumbo Joy Enterprises Ltd.); (d) King Wing Keung Walter, the spouse of Poon, Kam Wai May; (e) Poon, Kam Yin Yvonne, the sister of Sir Dickson Poon,

and her controlled company (namely Produce Return Ltd.); (f) Boey John Hoong (also known as Mei Jan Hoong), the spouse of Poon, Kam Yin Yvonne; (g) Boey Mark Frederick, the son of Poon, Kam Yin Yvonne; (h) Kingray Finance Co. Ltd., a company held among the sisters of Sir Dickson Poon, Sir Dickson Poon and their mother; (i) Poon Dee Chu Ying, the daughter of Sir Dickson Poon; and (j) Poon Tak Wing Daryl May, the daughter of Sir Dickson Poon. All of the above are presumed concert parties of the Offeror under the Takeovers Code.

- (3) These Shares represent fractional shares issued pursuant to scrip dividend schemes of the Company in previous years and are held by DCL, a wholly-owned subsidiary of the Company and a presumed concert party of the Offeror under the Takeovers Code, as nominee on behalf of the Company.
- (4) All Shares, other than those Shares held by Sir Dickson Poon, DIHPTC, Paicolex BVI and Paicolex AG, will form part of the Scheme Shares.
- (5) The percentages are subject to rounding adjustments. Percentage figures shown as sub-total or total may not be in arithmetic aggregation of the percentage figures preceding them.

As at the date of this joint announcement, the Company does not have any outstanding options, warrants or conversion rights affecting Shares in the Company or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Save as disclosed above, the other content contained in the Announcement remains unchanged. This joint announcement is supplemental to the Announcement and should be read in conjunction with it.

WARNINGS: Shareholders and potential investors should be aware that the Proposal is subject to the Conditions being satisfied or waived (where applicable). Accordingly, the Proposal may or may not be implemented and the Scheme may or may not be effective. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By Order of the board
BESTCITY ASSETS LIMITED
Sir Dickson Poon
Sole Director

By Order of the Board
DICKSON CONCEPTS
(INTERNATIONAL) LIMITED
Or Suk Ying, Stella
Company Secretary

Hong Kong, 18 June 2025

As at the date of this joint announcement, the sole director of the Offeror is Sir Dickson Poon.

The sole director of the Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Group) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises Sir Dickson Poon (Group Executive Chairman), Poon Dickson Pearson Guanda (Chief Operating Officer), Chan Hon Chung, Johnny Pollux and Lau Yu Hee, Gary as executive Directors; and Bhanusak Asvaintra, Nicholas Peter Etches, Fung Yue Ming, Eugene Michael and Lam Sze Wan Patricia as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than the information relating to the Offeror), and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror in his capacity as such) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

** for identification purposes only*