

Notice of the Annual General Meeting 股東周年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Dream International Limited will be held at Pacific Room III, Towers Wing, 9/F., The Royal Pacific Hotel and Towers Hong Kong, 33 Canton Road, China Hong Kong City, Tsimshatsui, Kowloon, Hong Kong on 26 May 2006 at 10:30 a.m. for the following purposes:

Ordinary Business

1. To receive and adopt the Audited Accounts of the Company for the year ended 31 December 2005 and the reports of the Directors and Auditors thereon.
2. To re-elect Directors.
3. To approve the Directors' remuneration for the year ended 31 December 2005 and authorise Directors to fix the Directors' remuneration for the year ending 31 December 2006.
4. To re-appoint KPMG as Auditors and authorise the Directors to fix their remuneration.

Special Business

5. To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:-

(1) "THAT:

- (i) subject to paragraph (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with any unissued shares in the capital of the Company and to make or grant offers, agreements, options and other rights or issue warrants which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and/or options which

茲通告德林國際有限公司謹訂於二零零六年五月二十六日上午十時三十分假座香港九龍尖沙咀廣東道33號中港城皇家太平洋酒店9樓海景翼太平洋廳III舉行股東周年大會，以處理下列事項：

普通事項

1. 省覽及採納本公司截至二零零五年十二月三十一日止年度的經審核賬目與董事會及核數師報告書。
2. 重選董事。
3. 通過截至二零零五年十二月三十一日止年度之董事酬金及授權董事釐定截至二零零六年十二月三十一日止年度之董事酬金。
4. 續聘畢馬威會計師事務所為核數師及授權董事釐定其酬金。

特別事項

5. 考慮並酌情通過下列決議案為普通決議案：

(1) 「動議：

- (i) 在下文第(iii)節的規限下，一般性及無條件地批准本公司董事於有關期間內(定義見下文)行使本公司所有權力，以配發、發行或處理本公司股本中任何未發行股份及作出或授出可能須行使該等權力的售股建議、協議、購股權及其他權利或發行認股證；
- (ii) 上文第(i)節所述的批准授權本公司董事於有關期間內作出或授出可能須於有關期間內或有關期間結束

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may require the exercise of the powers of the Company referred to in that paragraph at any time during or after the end of the Relevant Period;

(iii) the aggregate nominal amount of unissued shares in the capital of the Company which may be allotted, issued or otherwise dealt with by the Directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to a Rights Issue or the exercise of subscription rights attaching to any warrants issued by the Company, shall not exceed the aggregate of 10 per cent. of the aggregate nominal amount of shares in the capital of the Company in issue as at the date of passing this resolution;

(iv) for the purpose of this resolution:

(a) "Relevant Period" means the period from the passing of this resolution until whichever is the earlier of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by law to be held; and
- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

後的任何時間行使該節所述權力的售股建議、協議及／或購股權；

(iii) 根據上文第(i)節，本公司董事於有關期間內可配發、發行或處理的本公司股本中未發行股份（根據配售新股或因本公司發行的任何認股權證附有的認購權獲行使而配發、發行及處理者除外）的面值總額，不得超過於本決議案通過日期本公司股本中已發行股份面值總額的10%；

(iv) 就本決議案而言：

(a) 「有關期間」指由本決議案獲通過當日起至下列三者中最早之日期止的期間：

- (1) 本公司下屆股東周年大會結束之日；
- (2) 根據法例的規定或本公司組織章程細則，本公司須舉行下屆股東周年大會的期限屆滿之日；及
- (3) 本公司股東於股東大會上通過普通決議案撤回或修訂本決議案所述給予授權之日；及

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(b) "Rights Issue" means an offer of shares in the capital of the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares in the capital of the Company, open for a period fixed by the Directors of the Company, to holders of shares in the capital of the Company whose names appear on the Register of Members of the Company on a fixed record date in proportion to their holdings of 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)."

(2) "THAT:

- (i) subject to paragraphs (ii) and (iii) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of Shares which may be purchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;

(b) 「配售新股」指於本公司董事指定的期間內，向於指定記錄日期名列股東名冊的本公司股本中股份的持有人，按其當時的持股比例提呈配售本公司的股本中股份或認股權證、購股權或其他可認購本公司股本中股份之證券的建議，惟本公司董事可就有關零碎股份，或按照任何認可管制機構或任何證券交易所之法例或規定的任何限制或責任，作出認為必須或權宜之例外或其他安排。」

(2) 「動議：

- (i) 在下文第(ii)及第(iii)節的規限下，一般性及無條件批准本公司董事於有關期間(定義見下文)內行使本公司的一切權力於香港聯合交易所有限公司購回股份；
- (ii) 根據上文第(i)節的批准可購回股份的面值總額，不得超過於本決議案通過日期本公司已發行股本面值總額的10%，而上述批准亦須受此數額限制；

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(iii) for the purpose of this Resolution:

(a) "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

- (1) the conclusion of the next Annual General Meeting of the Company;
- (2) the expiration of the period within which the next Annual General Meeting of the Company is required by the articles of association of the Company or by law to be held;
- (3) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting; and

(b) "Shares" means shares of all classes in the capital of the Company and warrants and other securities issued by the Company which carry a right to subscribe or purchase shares of the Company."

(3) "THAT the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares in the capital of the Company and to make or grant offers, agreements, options and/or warrants which might require the exercise of such powers pursuant to Resolution 5(1) above be and is hereby extended by the addition to the total nominal amount of share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such general mandate an amount representing the total nominal

(iii) 就本決議案而言：

(a) 「有關期間」指由本決議案獲通過當日起至下列三者中最早之日期止的期間：

- (1) 本公司下屆股東周年大會結束之日；
- (2) 根據法例的規定或本公司組織章程細則，本公司須舉行下屆股東周年大會的期限屆滿之日；
- (3) 本公司股東於股東大會上通過普通決議案撤回或修訂本決議案所述給予授權之日；及

(b) 「股份」指本公司股本中各類別股份與本公司所發行附有可認購或購買本公司股份的權利的認股權證及其他證券。」

(3) 「動議將該項給予本公司董事一般性授權，以行使本公司配發、發行及處理本公司股本中股份及根據上述第5(1)項決議案作出或授出可能須行使該等權力的建議、協議、購股權及／或發行認股權證的權力擴大，在本公司董事根據該一般性授權可配發或有條件或無條件同意配發的股本面值總額

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amount of shares in the capital of the Company purchased by the Company pursuant to the exercise by the Directors of the Company in accordance with Resolution 5(2) above of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.” (Note i)

6. To consider and, if thought fit, pass the following resolution as a Special Resolution:-

“**THAT** the Articles of Association of the Company be and are hereby amended in the following manner:

- (1) by deleting the word “annual” in the second sentence of Article 92;
- (2) by deleting the existing Article 101 in its entirety and substituting therefor with the following new Article 101:

“At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then, the number nearest to but not less than one-third, shall retire from office by rotation provided that notwithstanding anything herein, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years or within such other period as the Stock Exchange of Hong Kong may from time to time prescribe or within such other period as the laws of such jurisdiction applicable to the Company may prescribe. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.”; and

上，加入本公司因本公司董事根據上文第5(2)項決議案行使本公司購買本公司股本中股份的權力而購買的有關股份的面值總額，惟該數額不得超過於本決議案通過日期本公司已發行股本面值總額的10%。」(附註i)

6. 以考慮並酌情通過下列決議案為特別決議案：

「**動議**：本公司組織章程細則以下列方式修訂：

- (1) 刪除於第92條第二句之「週年」一詞；
- (2) 全面刪除現有第101條，並以下列新第101條取代：

「於每屆股東週年大會上，當時董事總數三分之一之人數須輪席退任，若董事人數並非三或三之倍數，則以最接近惟不少於三分之一之人數之董事須輪席退任，惟不論此項公司細則之任何規定，每位董事(包括有固定任期之董事)須最少每三年或香港聯交所不時規定之其他期限或適用於本公司之司法權區法律規定之其他期限內輪席退任一次。輪席退任之董事將包括自其上次連任起計，任期最長而須輪席退任之董事，而於同日獲重選連任之董事，則以抽籤方式決定(除非彼等就此自行達成協定)。退任董事均符合資格重選連任。」；及

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(3) by deleting the word "special" in the first line of Article 107 and substituting therefor with the word "ordinary".

(3) 刪除於第 107 條第一行之「特別」一詞，並以「普通」一詞取代。

By order of the Board
Kyoo Yoon Choi
Chairman

承董事會命
主席
崔奎琬

Hong Kong, 27 April 2006

香港，二零零六年四月二十七日

Notes:

附註：

- (i) This resolution will be proposed to members for approval provided that resolutions 5(1) and 5(2) are passed by the members.
- (ii) A member entitled to attend and vote at the above meeting shall be entitled to appoint more than one person as his proxy, to attend and vote for him in accordance with the Articles of Association of the Company. A proxy need not be a member.
- (iii) In the case of joint holders of a share 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 in respect of the joint holding.
- (iv) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at 8th Floor, Tower 5, China HK City, 33 Canton Road, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.
- (v) The Register of Members will be closed from 23 May 2005 to 26 May 2005, both dates inclusive, during which period no share transfers can be registered.
- (i) 此決議案將於決議案第5(1)及5(2)項已經股東批准後，提呈予股東以便由彼等批准。
- (ii) 根據本公司的公司組織章程細則，凡有權出席上述大會及於會上投票的股東均有權委任一名或多名代表代其出席及代其投票。受委代表毋須為股東。
- (iii) 如為聯名持有人，在排名首位的持有人（不論親自或委任代表）投票後，其他聯名持有人將無投票權，就此而言，排名先後乃根據股東名冊內有關聯名持有人的排名次序而定。
- (iv) 代表委任表格及已簽署之授權書或其他授權文件（如有），或經公證人簽署證明的授權文件副本，須於上述大會或任何續會指定舉行時間最少48小時前送交香港九龍尖沙咀廣東道33號中港城第5座8樓，方為有效。
- (v) 本公司於二零零六年五月二十三日至二零零六年五月二十六日期間（包括首尾兩日）暫停辦理股份過戶登記手續。