

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



DREAM EAST
梦东方

DREAMEAST GROUP LIMITED
夢東方集團有限公司

*(Incorporated in Bermuda with limited liability and
carrying on business in Hong Kong as “DreamEast Cultural Entertainment”)*
(Stock Code: 593)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Dreameast Group Limited (the “**Company**”) will be held at 11:00 a.m. on Thursday, 18th October, 2018 at Kellett Room III, 3/F., The Excelsior Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing (with or without amendments), the following resolutions of the Company:

SPECIAL RESOLUTION

1. **“THAT:**

- a. the entering into of the sale and purchase agreement (the “**Agreement**”) dated 13th September, 2018 made between the Company and SkyOcean Investment Holdings Limited (“**SkyOcean Investment**”) in relation to, among other matters, (i) the proposed disposal (the “**Disposal**”) of the entire issued share capital of Fusion Link International Limited by the Company for the total consideration of HK\$1,414,670,000 (the “**Consideration**”); (ii) the proposed satisfaction of the Consideration by way of SkyOcean Investment transferring to the Company, and the Company buying-back and cancelling, 172,663,070 shares of a nominal value of HK\$0.1 each in the existing share capital of the Company (“**Share(s)**”) (“**Buy-**

Backs Shares”) at the buy-backs price of approximately HK\$8.19 per Buy-backs Share (the “**Buy-backs Arrangement**”); and (iii) the consideration payable by SkyOcean Investment shall be completely offset by the aggregate amount payable by the Company to SkyOcean Investment under the Buy-backs Arrangement (being an aggregate amount of HK\$1,414,670,000) (a copy of which is marked “A” and produced to the SGM and signed by the chairman of the SGM for identification purpose) and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed;

- b. subject to the approval having been granted by the executive director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director and not having been withdrawn, the buy-back and cancellation of 172,663,070 Shares by the Company from SkyOcean Investment as contemplated under the Agreement be and is hereby approved; and
- c. that any one director or (if affixing of seal is required) any two directors of the Company be hereby authorised for and on behalf of the Company, among other things, to sign, execute, perfect, deliver (including under seal where applicable) and to authorise the signing, executing, perfecting, delivering (including under seal where applicable) of all such documents and deeds, and to do or authorise doing all such acts, matters and things as he may in his absolute discretion consider necessary, expedient or desirable to give effect to, implement and/or complete all matters in connection with the Agreement and the transactions contemplated thereunder (including but not limited to the Disposal and the Buy-backs Arrangement) and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Agreement as he may in his absolute discretion consider to be desirable and in the interest of the Company and all of such acts of director(s) as aforesaid be and are hereby approved, ratified and confirmed.”

ORDINARY RESOLUTION

2. “**THAT:**

- a. the provision of a guarantee (the “**Guarantee**”) pursuant to a guarantee agreement dated 12th June, 2016 entered into between 北京天洋基業投資有限公司 (Beijing SkyOcean Foundation Investments Co., Ltd*) (“**Beijing SkyOcean Foundation**”) as guarantor and 渤海國際信託股份有限公司 (Bohai International Trust Company, Limited*) (“**Bohai International Trust**”) as creditor, pursuant to which Beijing SkyOcean Foundation agreed to provide the Guarantee in favour of Bohai International Trust for the repayment obligations of 天洋地產(唐山)有限公司 (SkyOcean Real Estate (Tangshan) Co., Ltd.*) (“**SkyOcean Real Estate**”) under a trust loan agreement dated 12th June, 2016 entered into between SkyOcean Real Estate as borrower and Bohai International Trust as lender be approved, ratified and confirmed; and
- b. any one director of the Company or (if affixing of seal is required) any two directors of the Company be and is hereby authorised to execute all such documents and to do all such acts or things for and on behalf of the Company as he may consider necessary, expedient or desirable to give effect to, or implement all matters in connection with the Guarantee or contemplated thereunder.”

By Order of the Board
DREAMEAST GROUP LIMITED
Sze Wing Kin, Pierre
Company Secretary

Hong Kong, 26th September, 2018

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business

in Hong Kong:
10th Floor, COFCO Tower
No. 262 Gloucester Road
Causeway Bay
Hong Kong

Notes:

1. The resolutions set out in this notice of the SGM will be taken by poll pursuant to the bye-laws of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Hong Kong Code on Share Buy-backs and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Company (www.dreameast.com) in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the SGM will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
3. A form of proxy in respect of the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the SGM and voting in person if you so wish. In the event that you attend the SGM after having lodged the form of proxy, it will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours (i.e. Tuesday, 16th October, 2018 at 11:00 a.m.) before the time fixed for the SGM or any adjournment thereof.
5. Where there are joint holders of any Share any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he or she was solely entitled thereto, but if more than one of such joint holders be present at any 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.
6. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 12th October, 2018 to Thursday, 18th October, 2018 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 11th October, 2018.

As at the date of this notice, the Board comprises Mr. Zhou Zheng (Chairman and Chief Executive Officer), Mr. Lam Yu Yee, Benjamin (Vice Chairman) and Mr. Yang Lei being the executive Directors, and Mr. Li Chak Hung, Dr. Meng Xiaosu, Mr. Yang Buting and Mr. Zhao Daxin being the independent non-executive Directors.