

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

This announcement has been prepared pursuant to, and in order to comply with, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Takeovers Code and the Buy-backs Code, and does not constitute an offer to buy, or the solicitation of an offer to sell or subscribe for, any securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to buy, sell or subscribe for any securities.



DREAM EAST
梦东方

DREAM EAST 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)

DESPATCH OF CIRCULAR IN RELATION TO

**(I) MAJOR AND CONNECTED TRANSACTION IN RELATION TO
THE DISPOSAL OF 58% EFFECTIVE EQUITY INTERESTS IN**

天洋地產(唐山)有限公司

(SKYOCEAN REAL ESTATE (TANGSHAN) CO., LTD.*)

**INVOLVING PROPOSED OFF-MARKET BUY-BACKS ARRANGEMENT
CONSTITUTING A CONNECTED TRANSACTION; AND**

**(II) MAJOR AND CONTINUING CONNECTED TRANSACTION
IN RELATION TO THE PROVISION OF THE GUARANTEE
UPON COMPLETION**

The Financial Adviser to the Company

ANGLO CHINESE 英高
CORPORATE FINANCE, LIMITED

**The Independent Financial Adviser to
the Code and Listing Rules IBC and the Independent Shareholders**

ALTUS CAPITAL LIMITED

Reference is made to (i) the announcement of DreamEast Group Limited (the “**Company**”) dated 13th September, 2018 (the “**Announcement**”); and (ii) the circular of the Company dated 26th September, 2018 (the “**Circular**”) in relation to the Disposal, the Buy-backs Arrangement and the provision of the Guarantee upon Completion (collectively, the “**Transactions**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

The Circular containing, among other things, (i) details of the Transactions, (ii) the letter of recommendation from the Code and Listing Rules IBC to the Independent Shareholders; (iii) the letter of advice from the Independent Financial Adviser to the Code and Listing Rules IBC and the Independent Shareholders; and (iv) the notice of the SGM and other information as required under the Listing Rules, the Takeovers Code and the Buy-backs Code together with the form of proxy to be used at the SGM has been despatched to the Shareholders on 26th September, 2018 in accordance with the Listing Rules, the Takeovers Code and the Buy-backs Code.

The Transactions are subject to all of the conditions precedent being fulfilled. It should be noted that dealings in the Shares will continue notwithstanding that any of the conditions precedent may remain unfulfilled, and that persons dealing in the Shares will bear risk that the Transactions may lapse.

The Independent Shareholders are advised to read the Circular carefully, in particular, (i) a letter of recommendation from the Code and Listing Rules IBC to the Independent Shareholders; and (ii) a letter of advice from the Independent Financial Adviser to the Code and Listing Rules IBC and the Independent Shareholders on the Transactions, before making a decision as to how to vote on the relevant resolutions to be proposed at the SGM.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and should consult their professional advisers when in doubt.

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

Hong Kong, 26th September, 2018

As at the date of this announcement, 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.

All the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The sole director of the Purchaser, Mr. Zhou, accepts full responsibility for the accuracy of the information relating to the Purchaser and parties acting in concert with it contained in this announcement and confirms that having made all reasonable inquiries, to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

This announcement will be published and remains on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least seven days from the day of its publication and will be published and remains on the website of the Company at www.dreameast.com.

The English text of this announcement shall prevail over its Chinese text.

** For identification purpose only.*