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**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 C1 SkyOcean No 1 Manson, 56 Jianguo Road, Chaoyang District, Beijing, China (中國北京市朝陽區建國路56號天洋運河壹號C1棟) on Tuesday, 8 December 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments), the following resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (a) the deed of amendment dated 28 October 2020 (the “**Deed of Amendment**”) entered into between the Company and SkyOcean Investment Holdings Limited (“**SkyOcean Investment**”), in relation to the proposed amendments of certain terms and conditions of the 5-year zero-coupon convertible notes in the aggregate principal amount of RMB1,500,000,000 due on 23 December 2020 (the “**Convertible Bonds**”) (details relating to the Deed of Amendment are set out in the circular of the Company dated 18 November 2020 and a copy of the Deed of Amendment has been produced to the SGM and marked “A” and initialed by the chairman of the SGM for the purpose of identification) be and is hereby approved, confirmed and ratified;

- (b) subject to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) consenting to the amendments to the terms and conditions of the Convertible Bonds and the Stock Exchange granting approval for the listing of, and permission to deal in, the shares of the Company that may be issued pursuant to the amendments of the terms and conditions of the Convertible Bonds (the “**Conversion Shares**” and each a “**Conversion Share**”), the directors of the Company (the “**Director(s)**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot, issue and otherwise deal with the Conversion Shares which may be allotted and issued by the Company upon the exercise of the conversion right attaching to the outstanding Convertible Bonds in the principal amount of RMB450,000,000 at the conversion price of HK\$2.00 per Conversion Share in accordance with the terms and conditions of the Convertible Bonds as varied by the Deed of Amendment, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 16 June 2020, and to do all such things and acts and execute all such documents in connection with the issue and allotment of the Conversion Shares; and
- (c) any one Director be and is hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of such Director, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Deed of Amendment and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company.”

By Order of the Board  
**DREAMEAST GROUP LIMITED**  
**Chan Tak Kwong**  
*Company Secretary*

Hong Kong, 18 November 2020

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place of Business:*

Suite 2901, Tower Two  
Times Square, 1 Matheson Street  
Causeway Bay, Hong Kong

*Notes:*

1. The resolution 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 results of the poll will be published on the websites of HKEXnews of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (www.hkexnews.hk) 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 Meeting is enclosed. Whether or not you intend to attend the Meeting 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 Meeting and voting in person if you so wish. In the event that you attend the Meeting 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 and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding 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 were 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 Meeting, the register of members of the Company will be closed from Thursday, 3 December 2020 to Tuesday, 8 December 2020 (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 Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 December 2020.

*As at the date of this announcement, the Board comprises Mr. Cao Rucang (Chairman), Mr. Zhou Zhitao (Chief Executive Officer) and Mr. Yang Lei being the executive Directors, and Dr. Chen Guanglei, Dr. Meng Xiaosu, Mr. Yang Buting and Mr. Zhao Daxin being the independent non-executive Directors.*