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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**Meeting**”) of DreamEast Group Limited (“**Company**”) will be held at B1, No 1 Manson, 56 Jianguo Road, Chaoyang District, Beijing, China (中國北京市朝陽區建國路56號運河壹號B1棟) on Thursday, 16 June 2022 at 10:00 a.m. for the following purposes:

1. To receive and adopt the Audited Financial Statements and the Reports of the Directors and Auditor for the year ended 31 December 2021.
2. (A) To re-elect Mr. Choi, Clifford Wai Hong as independent non-executive director of the Company.

(B) To re-elect Mr. Yang Buting as independent non-executive director of the Company.

(C) To re-elect Mr. Zhao Daxin as independent non-executive director of the Company.

(D) To authorise the Board of Directors to appoint additional directors.

(E) To authorise the Board of Directors to fix the Directors’ remuneration.

3. To re-appoint Mazars CPA Limited as Auditor and authorise the Board of Directors to fix its remuneration.
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

(A) **“THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) of this Resolution, a general mandate be and is hereby generally and unconditionally given to the directors of the Company (“**Directors**”) to allot, issue or otherwise deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares, or options or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as hereinafter defined) in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the bye-laws of the Company from time to time;

shall not exceed 20% of the total number of issued shares of the Company at the date of the passing of this Resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this Resolution) and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda and other relevant jurisdiction to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).”

(B) “**THAT:**

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and paragraph (b) of this Resolution, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to buy-back Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and rules and regulations;
- (b) the total number of shares of the Company to be bought-back by the Company pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this Resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this Resolution), and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda or other relevant jurisdiction to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the passing of Resolution Nos. 4(A) and 4(B) as set out in the notice convening the Meeting, the general mandate referred to in the resolution set out in Resolution No. 4(A) of the notice convening the Meeting be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of shares to be bought back by the Company pursuant to the mandate referred to in Resolution No. 4(B) as set out in the notice convening the Meeting, provided that such number of shares shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of this Resolution (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this Resolution).”

By Order of the Board
DREAMEAST GROUP LIMITED
Zhou Jin
Chairman

Hong Kong, 27 April 2022

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. All resolutions set out in this notice of the Meeting 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 Meeting 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. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
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 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 2022 annual general meeting (i.e. not later than 10:00 a.m. on Tuesday, 14 June 2022 (Hong Kong time)) 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 Monday, 13 June 2022 to Thursday, 16 June 2022 (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 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 Friday, 10 June 2022.
7. In respect of Resolution No. 4(A) above, the Directors wish to state that they have no immediate plans to issue any new shares of the Company under this mandate. Approval is being sought from members as a general mandate, in compliance with the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company up to 20% of the issued share capital of the Company at the date of the passing of the resolution.

8. The general purpose of the authority to be conferred on the Directors by Resolution No. 4(B) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to buy-back shares of the Company representing up to a maximum of 10% of the shares of the Company at the date of the passing of the resolution on the Stock Exchange.
9. If a Typhoon Signal No. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a Black Rainstorm Warning Signal is in force before 10:00 a.m. on the date of the annual general meeting, the annual general meeting will be adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the Company website (www.dreameast.com) to notify Shareholders the latest arrangements of the annual general meeting. The annual general meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situation.
10. In order to facilitate the prevention and control of the spread of the coronavirus pandemic (COVID-19) and to better protect the safety and health of the shareholders of the Company, the Company strongly encourages shareholders of the Company to consider appointing the Chairman of the Meeting as his/her/its proxy to vote on the resolutions as an alternate to attending in person.

In order to enhance transparency and encourage interactivity between the Board and the shareholders of the Company, the following special arrangement will be implemented at the Meeting:

- (a) To enable shareholders of the Company to participate in the Meeting, shareholders of the Company not attending the Meeting in person may join a live streaming webcast of the Meeting where they can view and listen to the Meeting as well as submit questions online via online platform, which allows the shareholders of the Company to participate at the Meeting in a convenient and efficient way from anywhere with an internet connection.
- (b) Any shareholder of the Company who wishes to join the Meeting via online platform must contact and register with the Company’s Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, by providing their personal particulars, including full name, registered address, number of Shares held, Hong Kong Identity Card Number or passport number (in case of natural person)/company registration number (in case of body corporate), contact telephone number and e-mail address no later than 10:00 a.m. on Tuesday, 14 June 2022 (being not less than 48 hours before the Meeting) and obtain a webcast link address and passcode to join the Meeting via the following means:

By email: srinfo.hk@boardroomlimited.com

By telephone: (852) 2153 1688

- (c) Following authentication of his/her/its status as shareholders of the Company, authenticated shareholders of the Company will receive an email instruction on how to join the online platform to observe the proceedings of the Meeting and submit questions online with the relevant login credentials on or before Wednesday, 15 June 2022. Shareholders **MUST NOT** forward the link to other persons who are not Shareholders and who are not entitled to attend the Meeting.
- (d) Shareholders should note that viewing the live streaming webcast of the Meeting via online platform **will not be counted towards a quorum nor will they be able to cast their votes online** (but can vote by proxy in the manner described elsewhere in this circular). Shareholders who wish to vote are strongly encouraged to appoint the chairman of the Meeting as their proxy to vote on the relevant resolutions at the Meeting by completing and returning the relevant proxy form in accordance with the instructions therein not less than 48 hours before the time appointed for the holding of the Meeting (i.e. not later than 10:00 a.m. on Tuesday, 14 June 2022 (Hong Kong time)) or any adjournment thereof.
- (e) The Board values the opportunity of communicating with the shareholders of the Company, and the Meeting will be an important mean of communication for the shareholders of the Company to express their opinions by asking questions. Any shareholder of the Company would like to submit a question on the business of the meeting in advance can send questions in advance to the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited via email srinfo.hk@boardroomlimited.com not less than 48 hours before the time appointed for the holding of the Meeting (i.e. not later than 10:00 a.m. on Tuesday, 14 June 2022 (Hong Kong time)) or any adjournment thereof. Shareholders of the Company can also submit questions during the Meeting through the webcast link provided. The Board will arrange for as many of the questions asked to be answered as possible at the Meeting.

If you have any queries on the above, please contact the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, via their hotline at (852) 2153 1688 from 9:00 a.m. to 5:45 p.m. (Monday to Friday, excluding Hong Kong public holidays).

The Company will keep monitoring the evolving COVID-19 situation and may implement additional measures which, if any, will be announced closer to the date of the Meeting.

As at the date of this announcement, the board of Directors of the Company comprises Ms. Zhou Jin (Chairman) and Mr. Yang Lei being the executive Directors, and Dr. Chen Guanglei, Dr. Meng Xiaosu, Mr. Yang Buting, Mr. Zhao Daxin and Mr. Choi, Clifford Wai Hong being the independent non-executive Directors.