
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in DreamEast Group Limited, you should at once hand this circular and the accompanying form of proxy and the 2022 Annual Report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of DreamEast Group Limited (the “Company”) to be held at F2, 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F2棟) on Wednesday, 28 June 2023 at 10:00 a.m. is set out on pages 39 to 41 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time for holding the 2023 annual general meeting (i.e. not later than 10:00 a.m. on Monday, 26 June 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the meeting or any adjournment thereof if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.dreameast.com).

28 April 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
Introduction	3
Re-election of Retiring Directors	4
Proposed Amendments to the Existing Bye-Laws	6
AGM	7
Recommendation	7
General Information	8
APPENDIX I – BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	9
APPENDIX II – PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS	13
NOTICE OF AGM	39

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at F2, 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F2棟) on Wednesday, 28 June 2023 at 10:00 a.m. or any adjournment thereof
“Amended and Restated Bye-Laws”	the amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments, proposed to be adopted by the Company at the AGM
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Company”	DreamEast Group Limited, a company incorporated in Bermuda with limited liability, with its shares listed on the main board of the Stock Exchange (Stock Code: 593)
“Director(s)”	director(s) of the Company
“Existing Bye-Laws”	the bye-laws of the Company currently in force
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time

DEFINITIONS

“Proposed Amendments”	the proposed amendments to the Existing Bye-Laws as set out in Appendix II to this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“2022 Annual Report”	annual report of the Company for the year ended 31 December 2022
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Zhou Jin (*Chairman*)
Yang Lei

Non-executive Directors:

Lau King Pak
Chiu Wai Shing

Independent Non-executive Directors:

Chen Guanglei
Meng Xiaosu
Yang Buting
Zhao Daxin
Choi, Clifford Wai Hong

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

28 April 2023

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS, AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the AGM relating to, among other things, (i) the re-election of each of the retiring Directors; and (ii) the Proposed Amendments and the proposed adoption of the Amended and Restated Bye-Laws.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board consists of nine (9) Directors, namely Ms. Zhou Jin, Mr. Yang Lei, Mr. Lau King Pak, Mr. Chiu Wai Shing, Dr. Chen Guanglei, Dr. Meng Xiaosu, Mr. Yang Buting, Mr. Zhao Daxin and Mr. Choi, Clifford Wai Hong.

Pursuant to Bye-Laws 87(1) and (2) of the Bye-Laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three (3) years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself/herself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Pursuant to Bye-Law 86(2) of the Bye-Laws, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Shareholders in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.

Pursuant to Bye-Law 86(2) of the Bye-Laws, Mr. Lau King Pak and Mr. Chiu Wai Shing shall retire from office at the AGM. Pursuant to Bye-Laws 87(1) and (2) of the Bye-Laws, Mr. Yang Lei, Dr. Chen Guanglei and Dr. Meng Xiaosu shall retire from office by rotation at the AGM. Save and except that Dr. Chen Guanglei who has decided not to offer himself for re-election of Director at the AGM, the remaining retiring Directors, being eligible, offer themselves for re-election at the AGM. Dr. Chen Guanglei has recently informed the Company that he will not stand for re-election at the AGM as he wishes to devote more time to his other business commitments. He has confirmed that there is no disagreement between him and the Board and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

Bye-Law 88 of the Bye-Laws provides that no person, other than a retiring Director, shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting, unless no earlier than the day after the despatch of the notice of the general meeting appointed for such election and not less than seven (7) days before the date appointed for such general meeting there shall have been lodged at the head office and principal place of business

LETTER FROM THE BOARD

of the Company a notice in writing signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice in writing signed by the person to be proposed of his willingness to be elected.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice in writing of his intention to propose such person for election as a Director and the notice in writing executed by the nominee of his willingness to be elected must be validly served at the head office and principal place of business of the Company at Suite 2901, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on or before Tuesday, 20 June 2023.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting.

Dr. Meng Xiaosu, Independent Non-executive Director of the Company, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

As at the Latest Practicable Date, Dr. Meng Xiaosu has been serving as Independent Non-executive Director of the Company for more than nine (9) years from the date of his first appointment on 7 March 2014.

The Nomination Committee has assessed the independence of Dr. Meng and is of the opinion that notwithstanding his years of service, Dr. Meng has continued to exercise independent judgement and provide independent, balanced and objective views on the affairs of the Company. Dr. Meng has in-depth understanding of the Company's operations and business and has provided very valuable contributions to the Board through his integrity, objectivity and professionalism. He has demonstrated his commitment in discharge of his director's duties through active participation on the Board during the years of service. During his tenure as an Independent Non-executive Director, he has neither been involved in the daily management of the Company nor is in any relationship or circumstances which would interfere with his exercise of independent judgement.

Taking into account of the above, the Board is of the opinion that Dr. Meng Xiaosu continues to demonstrate the attributes of Independent Non-executive Director and there is no evidence that his tenure of over nine (9) years has compromised or would compromise on his continued independence.

LETTER FROM THE BOARD

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and written nomination procedure/Director Nomination Policy and the Company's corporate strategy, and the independence of all Independent Non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid Independent Non-executive Directors who are due to retire at the AGM, but except for Dr. Chen who has decided not to offer himself for re-election of Director at the AGM. The Company considers that the retiring Independent Non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS

The Board proposes to make certain amendments to the Existing Bye-Laws to (i) comply with and align with the requirements under Appendix 3 to the Listing Rules which came into effect on 1 January 2022; (ii) incorporate provisions to allow and facilitate hybrid and electronic meetings; and (iii) update and clarify provisions where it is considered desirable together with other minor housekeeping amendments. The Board also proposes to adopt the Amended and Restated Bye-Laws which consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing Bye-Laws in their entirety.

Details of the Proposed Amendments and the full text of the Amended and Restated Bye-Laws (marked-up against the Existing Bye-Laws) is set out in Appendix II to this circular. A special resolution will be proposed as Resolution No. 4 of the notice of AGM at the AGM to approve the Proposed Amendments and adoption of the Amended and Restated Bye-Laws.

The Company's legal advisers have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and Bermuda laws. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

LETTER FROM THE BOARD

AGM

The notice of AGM to be held at F2, 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F2棟) at 10:00 a.m. is set out on pages 39 to 41 of this circular. A copy of the 2022 Annual Report is despatched to the Shareholders together with this circular. Ordinary resolutions in respect of, inter alia, the re-election of the retiring Directors and a special resolution in respect of the Proposed Amendments and the proposed adoption of the Amended and Restated Bye-Laws will be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules and Bye-Law 66 of the Bye-Laws, a resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolutions to be proposed at the AGM do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the notice of the AGM will be put to vote by way of poll at the AGM. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the AGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.dreameast.com). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 10:00 a.m. on Monday, 26 June 2023 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of the re-election of the retiring Directors, and the proposed special resolution for approval of the Proposed Amendments and the proposed adoption of the Amended and Restated Bye-Laws are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
DREAMEAST GROUP LIMITED
Zhou Jin
Chairman

**APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED TO BE RE-ELECTED AT THE AGM**

The biographical details of the retiring Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

Mr. Yang Lei

Mr. Yang, aged 55, was appointed as an Executive Director of the Company since June 2017. Mr. Yang also serves as a director of several subsidiaries of the Company. He has more than 20 years of experience in property development in relation to culture and tourism. He had been the deputy general manager of Tourist Administration of Qinhuangdao City, Hebei Province, PRC. Mr. Yang is currently the chairman of DreamEast Pictures – US Branch. Mr. Yang holds a bachelor degree in education from Beijing Normal University and a master degree in education from Beijing Sport University.

Mr. Yang has entered into a service agreement with the Company for a specific term of three years, but he is subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the Bye-Laws or any other applicable laws from time to time whereby he shall vacate his office. Mr. Yang is entitled to a director's fee of HK\$120,000 per annum which is determined by the Board with the recommendation of the remuneration committee with reference to his experiences and responsibilities with the Company, the prevailing market conditions and the terms of the Company's remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years, he also does not have any other major appointments or professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yang did not hold any other position with the Company and other members of the Group, and he also does not have any relationship with any director, senior management or substantial shareholder or controlling shareholder of the Company. Mr. Yang has a personal interest in 205,790 share options of the Company. Save as disclosed above, Mr. Yang does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Save as disclosed above, there is no other information in relation to Mr. Yang that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED TO BE RE-ELECTED AT THE AGM**

Mr. Lau King Pak

Mr. Lau, aged 51, was appointed as a Non-executive Director of the Company in June 2022. He is also a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Lau has more than 25 years' experience in the accounting industry. Mr. Lau obtained a bachelor degree of Business Administration in accounting from the Hong Kong University of Science and Technology in 1995. Mr. Lau joined KPMG in August 1995, with his last position as accountant before he left in January 1997. Mr. Lau worked in Beijing office of Ernst & Yong from 2000 to 2011, with his last position as a partner. Mr. Lau joined Deloitte and was a partner from 2011 to 2021. He was a managing director of MC CPA Ltd, a certified public accountant firm in Hong Kong, from January 2022 to November 2022. Since February 2023, Mr. Lau has served as an independent non-executive director of China Maple Leaf Educational Systems Limited (a company listed on the Stock Exchange, stock code: 1317). Mr. Lau is a practicing member of the Hong Kong Institute of Certified Public Accountants. He was a committee member of the Information and Finance Committee of China Chain Store and Franchise Association. He was also a think tank member of the Retail Industry International Investment Promotion Committee by the Investment Promotion Agency of the Ministry of Commerce in the People's Republic of China.

Mr. Lau has entered into a letter of appointment with the Company. He has no fixed length of service as a Non-executive Director, but he is subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company in accordance with the Bye-Laws or any other applicable laws from time to time whereby he shall vacate his office. Mr. Lau is entitled to a director's fee of HK\$120,000 per annum which is determined with reference to his background, duties and responsibilities with the Company, the prevailing market conditions and the terms of the Company's remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lau did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years, and he also does not have any other major appointments or professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lau did not hold any other position with the Company and other members of the Group, and he also does not have any relationship with any director, senior management or substantial shareholder or controlling shareholder of the Company. Mr. Lau does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Save as disclosed above, there is no other information in relation to Mr. Lau that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS
PROPOSED TO BE RE-ELECTED AT THE AGM**

Mr. Chiu Wai Shing

Mr. Chiu, aged 56, was appointed as a Non-executive Director of the Company in June 2022. He is also a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Chiu obtained a bachelor of business administration from Hong Kong Baptist University in 1990 and a master of business administration from Chinese University of Hong Kong in 2001. Mr. Chiu worked as staff accountant for Grant Thornton from August 1990 to December 1993. He joined Ernst & Young as a senior auditor and worked at Ernst & Young from January 1994 to July 1996. Mr. Chiu worked as assistant manager (finance) at New World Infrastructure Limited and New World Development Limited from August 1996 to December 1997. Mr. Chiu was the finance controller of Jebsen Motors from January 2005 to June 2009 and the finance controller of Jebsen Industrial from July 2009 to November 2010. He was the finance director of Jebsen Consumer from December 2010 to April 2020. He has been the director of WS Business Service Limited since May 2020. Mr. Chiu has been a fellow member of the Association of Chartered Certified Accountants since March 2001 and a fellow member of Hong Kong Institute of Certified Public Accountants since April 2002.

Mr. Chiu has entered into a letter of appointment with the Company. He has no fixed length of service as a Non-executive Director, but he is subject to retirement by rotation at least once every three years and re-election at the annual general meeting of the Company in accordance with the Bye-Laws or any other applicable laws from time to time whereby he shall vacate his office. Mr. Chiu is entitled to a director's fee of HK\$120,000 per year annum which is determined with reference to his background, duties and responsibilities with the Company, the prevailing market conditions and the terms of the Company's remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chiu did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years, and he also does not have any other major appointments or professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chiu did not hold any other position with the Company and other members of the Group, and he also does not have any relationship with any director, senior management or substantial shareholder or controlling shareholder of the Company. Mr. Chiu does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters relating to his re-election that need to be brought to the attention of the Shareholders.

Save as disclosed above, there is no other information in relation to Mr. Chiu that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

APPENDIX I BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

Dr. Meng Xiaosu

Dr. Meng, aged 73, was appointed as an Independent Non-Executive Director of the Company since March 2014. He is also a member of the audit committee, remuneration committee and nomination committee of the Company. Dr. Meng holds a Ph.D. degree in economics from Peking University and was employed as a visiting professor at various colleges and universities, including Peking University, Renmin University of China and China University of Political Science and Law. Dr. Meng received a special subsidy in recognition of his academic achievement in business administration aspect as “An Outstanding Expert” by the State Council of China in 2005. Dr. Meng is currently a consultant of China National Real Estate Development Group Corporation (“CRED”) (中國房地產開發集團公司), a company established in the PRC, the chairman of Huili Investment Fund Management Company Limited (匯力投資基金管理有限公司), an investment fund management firm established in the PRC. Dr. Meng worked in CRED from 1992 to 2006, where he has served as general manager, chairman, and etc.

Dr. Meng has entered into a letter of appointment with the Company for a specific term of three years, but he is subject to retirement by rotation at least once every three years and re-election at the annual general meetings of the Company in accordance with the Bye-Laws or any other applicable laws from time to time whereby he shall vacate his office. Dr. Meng is entitled to a director’s fee of HK\$120,000 per annum which is determined by the Board with the recommendation of the remuneration committee with reference to his experiences and responsibilities with the Company, the prevailing market conditions and the terms of the Company’s remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Dr. Meng did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years, he also does not have any other major appointments or professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Dr. Meng did not hold any other position with the Company and other members of the Group, and he also does not have any relationship with any director, senior management or substantial shareholder or controlling shareholder of the Company. Dr. Meng has a personal interest in 61,737 share options of the Company. Save as disclosed above, Dr. Meng does not have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO and he is not aware of any other matters relating to his re-election that need to be brought to the attention of the Shareholders. Dr. Meng has given an annual confirmation of his independence to the Company, and he has been assessed as independent by the nomination committee of the Board and is considered by the Board to be independent.

Save as disclosed above, there is no other information in relation to Dr. Meng that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

The following are the proposed amendments to the Existing Bye-Laws. Unless otherwise specified, clauses, paragraphs and Bye-Law numbers referred to herein are clauses, paragraphs and Bye-Law numbers of the Existing Bye-Laws.

Bye-Law No.	Proposed amendments (showing changes to the Existing Bye-Laws)
Cover page	<i>“This Memorandum of Association and Bye-Laws of the Company is a consolidated version not formally adopted by shareholders at a general meeting”</i>

MEMORANDUM OF ASSOCIATION

AND

AMENDED AND RESTATED BYE-LAWS

OF

DreamEast Group Limited

夢東方集團有限公司*

(Incorporated in Bermuda with limited liability)

(Formerly known as SkyOcean International Holdings Limited 天洋國際控股有限公司*

Allied Overseas Limited, Quality HealthCare Asia Limited and Ultronics International Holdings Limited)

** For identification purpose only*

Index page

AMENDED AND RESTATED

BYE-LAWS

OF

DreamEast Group Limited

夢東方集團有限公司

(Adopted by a special resolution at the an Annual General Meeting held on 29 May 2012 [date]
2023)

INTERPRETATION

1. In these Bye-Laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

<u>WORD</u>	<u>MEANING</u>
<u>“announcement”</u>	<u>an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws.</u>
<u>“associate”</u>	the meaning attributed to it in the rules of the Designated Stock Exchange.
<u>“close associate”</u>	<u>the meaning attributed to it in the rules of the Designated Stock Exchange except where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the rules of the Designated Stock Exchange, it shall have the same meaning as ascribed to “associate” in the rules of the Designated Stock Exchange.</u>
<u>“Designated Stock Exchange</u>	a <u>The Stock Exchange of Hong Kong Limited for so long as the shares of the Company are listed or quoted on The Stock Exchange of Hong Kong Limited or such other stock exchange which is an appointed stock exchange for the purposes of the Act in respect of which the shares of the Company are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.</u>
<u>“electronic communication”</u>	<u>a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by electronic transmission</u> other electron magnetic means <u> in any form through any medium.</u>

<u>“electronic means”</u>	<u>include sending or otherwise making available to the intended recipients of the communication an electronic communication.</u>
<u>“electronic meeting”</u>	<u>a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>
<u>“hybrid meeting”</u>	<u>a general meeting convened for the (i) physical attendance by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by Members and/or proxies by means of electronic facilities.</u>
<u>“Listing Rules”</u>	<u>the rules and regulations of the Designated Stock Exchange.</u>
<u>“Meeting Location”</u>	<u>the meaning given to it in Bye-Law 64(A).</u>
<u>“physical meeting”</u>	<u>a general meeting held and conducted by physical attendance and participation by Members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.</u>
<u>“Principal Meeting Place”</u>	<u>the meaning given to it in Bye-Law 59(2).</u>

2. In these Bye-Laws, unless there be something within the subject or context inconsistent with such construction:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing a gender include both gender and the neuter;
- (c) words importing persons include companies, associations and bodies of persons whether corporate or not;
- (d) the words:
 - (i) “may” shall be construed as permissive;
 - (ii) “shall” or “will” shall be construed as imperative;

- (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including electronic communication or where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member's election comply with all applicable Statutes, rules and regulations;
- (f) references to any act, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in force;
- (g) save as aforesaid words and expressions defined in the Statutes shall bear the same meanings in these Bye-Laws if not inconsistent with the subject in the context;
- (h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-Law 59;
- (i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-Law 59;
- (j) a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-Laws or the Statutes; and
- (k) references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.

- (l) a reference to a meeting shall mean a meeting convened and held in any manner permitted by these Bye-Laws and any Member, proxy or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and all applicable laws, rules and regulations and these Bye-Laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;
- (m) references to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes and all applicable laws, rules and regulations or these Bye-Laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;
- (n) references to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;
- (o) references to electronic facilities include, without limitation, online platform(s), website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and
- (p) where a Member is a corporation, any reference in these Bye-Laws to a Member shall, where the context requires, refer to a duly authorised representative of such Member.

10. Subject to the Act and without prejudice to Bye-Law 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated either with the consent in writing of the holders of ~~not less than~~ at least three-fourths of the voting rights of the issued shares of that class or with the ~~sanction~~ approval of a ~~special~~ special-resolution passed by at least three-fourths of the voting rights of the holders of the shares of that class present and voting in person or by proxy at a separate general meeting of the such holders ~~of the shares of that class~~. To every such separate general meeting all the provisions of these Bye-Laws relating to general meetings of the Company shall, mutatis mutandis, apply, but so that:

- (a) the necessary quorum ~~(other than at an adjourned meeting)~~ shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy ~~not less than at least one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person (or in the case of a Member being a corporation, its duly authorised representative) or by proxy (whatever the number of shares held by them) shall be a quorum;~~ and
- (b) every holder of shares of the class shall be entitled to one vote for every such share held by him.

12. (1) Subject to the Act, and these Bye-Laws, any direction that may be given by the Company in general meeting and, where applicable, the ~~rules of any Designated Stock Exchange Listing Rules~~ and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such offer, option or shares to Members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

44. The Register and branch register of Members, as the case may be, shall be open ~~to~~for inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means and in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed in accordance with the terms equivalent to section 632 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong as amended from time to time) at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.

45. Subject to the Listing Rules, ~~Notwithstanding~~ any other provision of these Bye-Laws the Company or the Directors may fix any date as the record date for:

- (a) determining the Members entitled to receive any dividend, distribution, allotment or issue and such record date may be on, or at any time not more than thirty (30) days before or after, any date on which such dividend, distribution, allotment or issue is declared, paid or made;
- (b) determining the Members entitled to receive notice of and to vote at any general meeting of the Company.

51. The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any means and in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.

56. An annual general meeting of the Company shall be held ~~in~~for each financial year other than the year in ~~which its statutory meeting is convened~~ at such time ~~(within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting unless a longer period would not infringe the rules of the Designated Stock Exchange, if any)~~ and place as may be determined by the Board, and such annual general meeting shall be held within six (6) months after the end of the Company's financial year.

57. Each general meeting, other than an annual general meeting, shall be called a special general meeting. General meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Bye-Law 64A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.

58. The Board may whenever it thinks fit call special general meetings, ~~and~~. Any one or more Members (including a recognised clearing house (or its nominees)) holding at the date of deposit of the requisition not less than one-tenth of the voting rights at general meetings (on a one vote per share basis) in the share paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition and add resolutions to the meeting agenda; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Act.

59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days, ~~and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days.~~ All other general meetings (including a special general meetings) may shall be called by Notice of not less than fourteen (14) clear days ~~and not less than ten (10) clear business days~~ but if permitted by the ~~rules of the Designated Stock Exchange Listing Rules,~~ a general meeting may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.

(2) The Notice shall specify (a) the time and date of the meeting, (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Bye-Law 64A, the principal place of the meeting (the "Principal Meeting Place"), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of the business. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to all Members other than to such Members as, under the provisions of these Bye-Laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a Member and to each of the Directors and the Auditors.

61. (2) No business other than the appointment of a chairman of a meeting shall be transacted at any general meeting unless a quorum is present at the commencement of the business. Two (2) Members entitled to vote and present in person (or in the case of a Member being a corporation by its duly authorised representative) or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or by proxy, shall form a quorum for all purposes.

62. If within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the meeting may determine to wait) after the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Bye-Law 57 as the chairman of the meeting (or in default, as the Board) may absolutely determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the meeting shall be dissolved.

63. (1) The ~~president~~ chairman of the Company or if there is more than ~~the one~~ chairman, if ~~one is appointed~~, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at every a general meeting. If at any meeting ~~the president or the chairman, as the case may be,~~ no chairman is ~~not~~ present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, ~~or if no such officer is appointed,~~ the deputy chairman of the Company or if there is more than one deputy chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman. If no chairman or deputy chairman is present or is willing to act as

chairman of the meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman of the meeting. For the avoidance of doubt and without prejudice to the foregoing, the chairman of the meeting is not required to be physically present at the Principal Meeting Place so long as he/she is electronically present in the manner provided in Bye-Law 64A.

(2) If the chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-Law 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.

64. Subject to Bye-Law 64C, the chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (such as a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the time and place of the adjourned meeting—details set out in Bye-Law 59(2) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give notice of an adjournment.

64A. (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any Member or any proxy attending and participating in such way or any Member participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

(2) All general meetings are subject to the following:

(a) where a Member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;

- (b) Members present in person or by proxy at a Meeting Location and/or Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that Members at all Meeting Locations and Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where Members attend a meeting by being present at one of the Meeting Locations and/or where Members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more Members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
- (d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the Notice, the provisions of these Bye-Laws concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.

64B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a Member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

64C. If it appears to the chairman of the general meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-Law 64A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under these Bye-Laws or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

64D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Bye-Law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

64E. If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the Members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-Law shall be subject to the following:

- (a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the Members of details of such change in such manner as the Board may determine;

- (c) when a meeting is postponed or changed in accordance with this Bye-Law, subject to and without prejudice to Bye-Law 64, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the Members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-Laws not less than 48 hours before the time of the postponed or changed meeting; and
- (d) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the Members.

64F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-Law 64C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

64G. Without prejudice to other provisions in Bye-Law 64, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

64H. Without prejudice to Articles 64A to 64G, and subject to the Statutes and the rules of the Designated Stock Exchange and any other applicable laws, the Board may resolve to enable persons entitled to attend an electronic meeting to do so by simultaneous attendance by means of electronic facilities with no Member necessarily in physical attendance and without any particular Meeting Location being designated. Each Member or (in the case of a Member being a corporation) its duly authorised representative or its proxy shall be counted in the quorum for, and entitled to vote at, the electronic meeting in question, and that general meeting shall be duly constituted and its proceedings valid if the chairman of the electronic meeting is satisfied that adequate facilities are available throughout the electronic meeting to ensure that Members attending the electronic meeting who are not present together at the same place may, by means of electronic facilities, attend and speak or communicate and vote at it.

66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-Laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-Law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

(2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

- (a) by the chairman of such meeting; or
- ~~(a)~~(b) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- ~~(b)~~(c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- ~~(e)~~(d) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.

68. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the ~~rules of the Designated Stock Exchange~~ Listing Rules.

75. (1) A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting or postponed meeting, as the case may be.

(2) Any person entitled under Bye-Law 53 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight (48) hours at least before the time of the holding of the meeting or adjourned meeting or postponed meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his entitlement to such shares, or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

76. (2) All Members (including a Member which is a clearing house (or its nominee(s))) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a Member is required by the Listing Rules to abstain from voting to approve the matter under consideration. Where ~~the Company has knowledge that any Member is, under the rules of the Designated Stock Exchange~~ Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.

77. If:

- (a) any objection shall be raised to the qualification of any voter; or
- (b) any votes have been counted which ought not to have been counted or which might have been rejected; or
- (c) any votes are not counted which ought to have been counted;

the objection or error shall not vitiate the decision of the meeting or adjourned meeting or postponed meeting on any resolution unless the same is raised or pointed out at the meeting or, as the case may be, the adjourned meeting or postponed meeting at which the vote objected to is given or tendered or at which the error occurs. Any objection or error shall be referred to the chairman of the meeting and shall only vitiate the decision of the meeting on any resolution if the chairman decides that the same may have affected the decision of the meeting. The decision of the chairman on such matters shall be final and conclusive.

78. Any Member (including a clearing house) entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (being a natural person) as his proxy or representative (if such Member is a corporation) to attend and vote instead of him. A Member which is a corporation may execute a form of proxy under the hand of a duly authorised officer. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise, as if it were a natural person shareholder present in person at any general meeting.

80. (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-Laws) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-Law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Bye-Law or if no electronic address is so designated by the Company for the receipt of such document or information.

(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

81. Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates.

82. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting or postponed meeting at which the instrument of proxy is used.

84. (1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative to attend and vote at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise as if it were an individual Member and such corporation shall for the purposes of these Bye-Laws be deemed to be present in person at any such meeting if a person so authorised is present thereat.

(2) Where a Member is a clearing house (or its nominees and, in each case, being a corporation), it may authorise such persons as it thinks fit to act as its proxies or corporate representatives, who enjoy rights equivalent to the rights of other Members, to attend ~~at~~ any meeting of the Company (including but not limited to general meetings and creditors meetings) or at any meeting of any class of Members provided that the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Bye-Law shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including, ~~where a show of hands is allowed,~~ the right to speak and vote individually on a show of hands or on a poll.

86. (2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed shall hold office only until the ~~next following first general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board)~~ after his appointment, and shall then be eligible for re-election at that meeting.

(4) The Members may, at any general meeting convened and held in accordance with these Bye-Laws, by ordinary resolution remove any Director (including a managing director or other executive director) at any time before the expiration of his ~~period-term~~ of office notwithstanding anything to the contrary in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.

103. (1) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:

(i) the giving of any security or indemnity either:

(a) ~~any contract or arrangement for the giving to such the~~ Director or his close associate(s) ~~any security or indemnity~~ in respect of money lent ~~by him or any of them~~ or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
or

(ii)(b) ~~any contract or arrangement for the giving of any security or indemnity to~~ a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (iii)(ii) ~~any contract or arrangement proposal~~ concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
- (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or
- (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates;
- (iv) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company; and
- (v) (Intentionally deleted)
- (vi) ~~any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to Directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates~~ any matter to the extent that any waiver of any rules of the Designated Stock Exchange has been granted by the Designated Stock Exchange to the Company, which would permit the Director to vote on such matter.

(4) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the chairman of the meeting) or his close associate(s) or as to the entitlement of any Director (other than such chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his close associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the chairman of the meeting or his close associate(s) such question shall be decided by a resolution of the Board (for which purpose such chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such chairman or as known to such chairman has not been fairly disclosed to the Board.

114. The Board may meet for the dispatch of business, adjourn or postpone and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of any equality of votes the chairman of the meeting shall have an additional or casting vote.

115. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic ~~mail~~ means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or in such other manner as the Board may from time to time determine.

122. A resolution in writing signed by all the Directors except such as are temporarily unable to act through ill-health or disability, and all the alternate Directors, if appropriate, whose appointors are temporarily unable to act as aforesaid shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held provided that such number is sufficient to constitute a quorum and that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-Laws and further provided that no Director is aware of or has received any objection to the resolution from any Director. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Bye-Law. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid.

153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the ~~rules of the Designated Stock Exchange Listing Rules~~, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-Law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, a summary financial report derived from the Relevant Financial Documents which shall be in the form and containing the information required by all applicable laws and regulations, provided that any person who is otherwise entitled to the Relevant Financial Documents may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to a summary financial report, a complete printed copy of the Relevant Financial Documents.

153B. The requirement to send to a person Relevant Financial Documents as referred to in Bye-Law 153 or a summary financial report in accordance with Bye-Law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the ~~rules of the Designated Stock Exchange Listing Rules~~, the Company publishes copies of the Relevant Financial Documents and, if applicable, a summary financial report complying with Bye-Law 153A, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of the Relevant Financial Documents or summary financial report.

154. (1) Subject to Section 88 of the Act, at the annual general meeting or at a subsequent special general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the Members appoint another auditor. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

(3) The Members may, at any general meeting convened and held in accordance with these Bye-Laws, ~~by special resolution~~ remove the Auditor by a resolution passed by at least two-thirds of the votes cast by such Members as, being entitled so to do, vote in person or, by duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.

156. The remuneration of the Auditor shall be fixed by the Members of the Company in general meeting by ordinary resolution or in ~~such the manner as specified in the Members' resolution or by other body independent of the Board may determine~~.

157. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, subject to compliance of the Listing Rules, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.

160. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the ~~rules of the Designated Stock Exchange~~ Listing Rules), whether or not, to be given or issued under these Bye-Laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or any form of electronic transmission or communication and any such Notice and document may be served or delivered ~~by the Company on~~ or to any Member (1) personally, or (2) by sending it through the post in a prepaid letter, envelope or wrapper addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose, or (3) as the case may be, by transmitting it to ~~any such address or transmitting it to any telex or facsimile transmission number or electronic number or address~~ or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member, or (4) may also be served by advertisement in appointed newspapers (as defined in the Act) other publication and where applicable, or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange, (5) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, or (56) to the extent permitted by the applicable laws and subject to Bye-Law 160A, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the Member a notice stating that the Notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share, all notices or documents shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders. Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-Laws may register with the Company an electronic address to which notices can be served upon him.

161. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope or wrapper containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Bye-Laws other than by advertisement in newspapers in accordance with Bye-Law 160, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch or transmission or publication shall be conclusive evidence thereof;
- (d) if served by advertisements in newspapers or other publication permitted under these Bye-Laws, in accordance with Bye-Law 160 shall be deemed to have been served on the day on which the notice is first published; ~~and~~
- (e) if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Bye-Laws, whichever is later; and
- ~~(e)~~(f) may be given to a Member either in the English language or the Chinese language only or in both English language and Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.

163. For the purposes of these Bye-Laws, a cable or telex or facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. The signature to any notice or document to be given by the Company may be written, printed or made electronically.

164. (1) Subject to Bye-Law 164(2), ~~T~~the Board shall have power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.

NOTICE OF AGM



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 IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of DreamEast Group Limited (the “**Company**”) will be held at F2, 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F2棟) on Wednesday, 28 June 2023 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 2022.
2.
 - (A) To re-elect Mr. Yang Lei as executive director of the Company.
 - (B) To re-elect Mr. Lau King Pak as non-executive director of the Company.
 - (C) To re-elect Mr. Chiu Wai Shing as non-executive director of the Company.
 - (D) To re-elect Dr. Meng Xiaosu as independent non-executive director of the Company.
 - (E) To authorise the Board of Directors to appoint additional directors.
 - (F) 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.

NOTICE OF AGM

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as Special Resolution:

SPECIAL RESOLUTION

“**THAT**

- (a) the proposed amendments (“**Proposed Amendments**”) to the existing bye-laws of the Company (the “**Existing Bye-Laws**”) set out in Appendix II to the circular of the Company dated 28 April 2023 of which this notice forms part be and are hereby approved and the amended and restated bye-laws of the Company (the “**Amended and Restated Bye-Laws**”) which consolidate all the aforesaid amendments (in the form produced to the Meeting and marked “A” and signed by the chairman of the Meeting for the purpose of identification) be and are hereby adopted in substitution for, and to the exclusion of, the Existing Bye-Laws with immediate effect; and
- (b) any one director and/or the company secretary of the Company be and is hereby authorised severally to do all things necessary or expedient to give effect to the Proposed Amendments and to implement the adoption of the Amended and Restated Bye-Laws, including without limitation, attending to the necessary filings in accordance with the relevant requirements of the applicable laws, rules and regulations in Bermuda and Hong Kong.”

By Order of the Board
DREAMEAST GROUP LIMITED
Zhou Jin
Chairman

Hong Kong, 28 April 2023

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 Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.dreameast.com) in accordance with the Listing Rules.

NOTICE OF AGM

2. A shareholder 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 shareholder 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 2023 annual general meeting (i.e. not later than 10:00 a.m. on Monday, 26 June 2023 (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 Friday, 23 June 2023 to Wednesday, 28 June 2023 (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 Wednesday, 21 June 2023.
7. 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 websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (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.