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DREAM INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1126)

- (1) PROPOSED GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
(2) DECLARATION AND PAYMENT OF A FINAL DIVIDEND,
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
APPOINTMENT OF DIRECTOR
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Dream International Limited to be held at The Grand Room 1/F, Best Western Grand Hotel, 23 Austin Avenue, Tsimshatsui, Kowloon, Hong Kong on 4 May 2017 at 10:30 a.m. is set out on page 13 to 17 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company at Unit 501 & 6/F, China Minmetals Tower, 79 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not prevent shareholders from attending and voting in person at the meeting if they so wish.

27 March 2017

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held on 4 May 2017 at 10:30 a.m. at The Grand Room 1/F, Best Western Grand Hotel, 23 Austin Avenue, Tsimshatsui, Kowloon, Hong Kong, or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Code”	the Hong Kong Code on Takeovers and Mergers
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the laws of Hong Kong
“Company”	Dream International Limited
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 March 2017, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Proposed Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10 per cent. of the aggregate number of the Shares in issue of the Company as at the date of passing of the relevant resolution granting the Proposed Repurchase Mandate
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



DREAM INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1126)

Executive Directors:

Mr. Kyoo Yoon Choi (*Chairman*)

Mr. Young M. Lee

Mr. James Chuan Yung Wang

Mr. Hyun Ho Kim

Registered Office:

Unit 501 & 6/F,
China Minmetals Tower,
79 Chatham Road South,
Tsimshatsui,
Kowloon, Hong Kong

Independent Non-executive Directors:

Professor Cheong Heon Yi

Mr. Tae Woong Kang

Dr. Chan Yoo

27 March 2017

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES,
(2) DECLARATION AND PAYMENT OF A FINAL DIVIDEND,
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND
APPOINTMENT OF DIRECTOR
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

INTRODUCTION

On 27 March 2017, the Directors announced the audited consolidated results of the Company for the year ended 31 December 2016. The purpose of this circular is to provide you with information regarding the general mandates to issue Shares and to repurchase Shares which are proposed to be granted to the Directors, the proposed re-election of the Directors who are due to retirement and the proposed appointment of a director. These ordinary resolutions will be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility to the Directors, in the event that it becomes desirable to issue any Share, approval is to be sought from Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. At the Annual General Meeting, an ordinary resolution no. 7(1) will be proposed to grant a general mandate to the Directors to exercise the powers of the Company to allot and issue new Shares up to 10 per cent. of the aggregate number of Shares in issue as at the date of passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the number of Shares in issue was 676,865,000. Subject to the passing of the resolution granting the general mandate to the Directors to exercise the powers of the Company to allot and issue new Shares and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to allot a maximum of 67,686,500 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting. In addition, subject to a separate approval of the ordinary resolution no. 7(3), the number of Shares purchased by the Company under ordinary resolution no. 7(2) will also be added to the 10 per cent. general mandate as mentioned in the ordinary resolution no. 7(1).

GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution no. 7(2) will be proposed to provide the Directors with the authority to exercise the powers of the Company to repurchase Shares representing up to 10 per cent. of the aggregate number of Shares in issue as at the date of passing of the resolution in relation to such Proposed Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the Annual General Meeting.

DECLARATION AND PAYMENT OF A FINAL DIVIDEND

The Board recommended the declaration and payment of a final dividend of HK 3 cents in respect of the year ended 31 December 2016, totaling HK\$20,306,000. The final dividend is subject to approval of the Shareholders at the Annual General Meeting. Ordinary resolution no. 2 will be proposed at the Annual General Meeting to approve the payment of the final dividend. The final dividend, if approved by the Shareholders at the Annual General Meeting, will be payable on 24 May 2017 to Shareholders whose names appear on the register of members of the Company on 10 May 2017. For details on closure of the register of members of the Company for entitlement to the final dividend, please refer to the paragraph headed “Closure of Register of Members” below.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND APPOINTMENT OF DIRECTOR

In accordance with Article 92 of the Articles of Association, Dr. Chan Yoo, being eligible, offered himself for re-election at the Annual General Meeting.

In accordance with Article 101 of the Articles of Association, Mr. Kyoo Yoon Choi and Mr. Young M. Lee shall retire by rotation, and being eligible, offered themselves for re-election at the Annual General Meeting.

The Board would like to propose the appointment of Mr. Sung Sick Kim as an executive director of the Company. The appointment of Mr. Kim is subject to the approval of the Shareholders at the Annual General Meeting. Mr. Kim's term of office will commence from the date on which approval of his appointment by the Shareholders is obtained at the Annual General Meeting.

Details of the above named Directors who are subject to re-election or appointment at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from 27 April 2017 to 4 May 2017, both dates inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the above meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share Registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 26 April 2017.

The Register of Members will be closed for one day on 10 May 2017, during that day no transfer of shares will be effected. In order to qualify for the proposed final dividend (subject to shareholders' approval at the Annual General Meeting), all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 9 May 2017.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

Set out in Appendix III to this circular is the notice of the Annual General Meeting, a form of proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to be present at the meeting, you are requested to complete the form of proxy and return it to the registered office of Company in accordance with the instruction printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and return of the form of proxy will not prevent the Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by a poll.

The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of the Annual General Meeting be taken by way of poll pursuant to Article 73 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

The results of the poll will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.dream-i.com.hk on the same day after the Annual General Meeting.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for the granting to the Directors of the general mandate to issue Shares and the Proposed Repurchase Mandate, the declaration and payment of a final dividend and for the re-election and appointment of Directors are in the interests of the Group and its Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Dream International Limited
Kyoo Yoon Choi
Chairman

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the Proposed Repurchase Mandate and also constitutes the memorandum required under Section 239 of the Companies Ordinance.

SHARES IN ISSUE

As at the Latest Practicable Date, the number of Shares in issue was 676,865,000. Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 67,686,500 Shares, which represents 10 per cent. of the aggregate number of Shares in issue, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASE

The Directors believe that the ability to repurchase Shares is in the interests of the Company and its Shareholders.

Repurchases may, depending on the circumstances, result in an increase in net assets per share and/or earnings per share. The Directors are seeking the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. The timing and the number(s), the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

FUNDING OF REPURCHASE

Repurchases must be made out of funds which are legally available for such purpose in accordance with the Articles of Association and the laws of Hong Kong. It is envisaged that the funds required for any repurchase would be derived from the distributable profits of the Company.

IMPACT OF REPURCHASE

There might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the most recent published annual report of the Company for the financial year ended 31 December 2016) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the general mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing level which in the opinion of the Directors is from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their close associates (as defined in the Listing Rules) currently intend to sell any Shares to the Company or its subsidiaries in the event that the general mandate is granted by Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the laws of Hong Kong.

The Company has received no notification from any of the core connected persons (as defined in the Listing Rules) of the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the Proposed Repurchase Mandate is granted.

If, on the exercise of the power to repurchase Shares pursuant to the Proposed Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Code.

As at the Latest Practicable Date, Mr. Kyoo Yoon Choi was deemed to be interested in 455,001,000 Shares, representing approximately 67.22% of the aggregate number of Shares in issue through personal interests and Uni-Link Technology Limited. In the event that the Directors should exercise in full the Proposed Repurchase Mandate and the number of Shares held by Mr. Choi remain unchanged, the shareholding of Mr. Choi in the Company will be increased to approximately 74.69% of the aggregate number of Shares in issue. The Directors are not aware of any consequences which may arise under the Code as a result of any repurchases made under the Proposed Repurchase Mandate. The Directors do not propose to exercise the Proposed Repurchase Mandate to such extent that the public shareholding would be reduced to less than 25% of the aggregate number of Shares in issue.

No purchase has been made by the Company of its Shares in the six months prior to the Latest Practicable Date.

SHARES PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve calendar months preceding the Latest Practicable Date were as follows:

Month	Highest trade price <i>HK\$</i>	Lowest trade price <i>HK\$</i>
2016		
March	1.54	1.40
April	1.63	1.42
May	1.63	1.52
June	1.60	1.43
July	1.74	1.56
August	2.10	1.69
September	2.15	1.97
October	2.35	2.09
November	2.25	2.00
December	2.21	2.05
2017		
January	2.26	2.05
February	2.29	2.19
March (up to the Latest Practicable Date)	2.53	2.30

**APPENDIX II DETAILS OF DIRECTORS BEING PROPOSED FOR RE-ELECTION
OR APPOINTMENT AT THE ANNUAL GENERAL MEETING**

The details of the Directors eligible for re-election at the Annual General Meeting is set out below:

(I) DR. CHAN YOO

Dr. Chan Yoo, aged 52, graduated from Massachusetts Institute of Technology (“MIT”) in the US with a bachelor degree in Electrical Engineering and Computer Science in 1989. He was awarded a philosophy of doctorate degree in Nuclear Engineering from MIT in 1995. Dr. Yoo gained over four years consulting experience from an international consultancy firm McKinsey & Company, Chicago office in the US and Seoul office in Korea. In 2000, Dr. Yoo set up McQs, Incorporated in Seoul, Korea to provide business consulting services for Korean manufacturing companies to achieve world-class operational excellence. Dr. Yoo was an independent non-executive director of the Company from September 2004 to September 2008. In 2008, he co-founded TheCobaltSky to build and operate two fuel cell power plants in Daegu and Busan, Korea. He was an independent non-executive director of Woojin Inc. from February 2010 to March 2016. He is currently the President of McQs, Incorporated and the Partner of TheCobaltSky.

Other than the positions of independent non-executive Director, audit committee member, remuneration committee chairman and nomination committee member of the Company, Dr. Yoo does not hold any position with the Company or any member of the Group. Save as disclosed herein, Dr. Yoo has not held any other directorships in listed public companies in the last three years.

Pursuant to the letter of engagement entered between the Company and Dr. Yoo, Dr. Yoo has been appointed for a term of two years commencing from 30 May 2016, subject to the retirement and re-election provisions under the Articles of Association. Dr. Yoo is entitled to receive emoluments of HK\$132,000 per annum by reference to the Company’s current standard emoluments for independent non-executive Directors and prevailing market rate.

Dr. Yoo does not have any relationships with any other Directors, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules).

As at the Latest Practicable Date, Dr. Yoo was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**APPENDIX II DETAILS OF DIRECTORS BEING PROPOSED FOR RE-ELECTION
OR APPOINTMENT AT THE ANNUAL GENERAL MEETING**

(II) MR. KYOO YOON CHOI

Mr. Kyoo Yoon Choi, aged 68, is the Chairman and Chief Executive Officer of the Company and the founder of the Group. He studied at Seoul National University in Korea between 1968 and 1972 and graduated with a bachelor's degree in engineering. Prior to setting up the Group in Korea in 1984, Mr. Choi had over eight years of experience in the plush toy business at Daewoo Corporation, which was one of the leading conglomerates in Korea at the time. Mr. Choi is responsible for the strategic planning and overall business development of the Group.

Other than the directorate of the Company, Mr. Choi is also the director of the following members of the Group: J. Y. Toys Co., Ltd., J. Y. International Company Ltd. and C&H HK Corp., Ltd.. Save as disclosed herein, Mr. Choi has not held any other directorships in listed public companies in the last three years.

Pursuant to the service contract entered between the Company and Mr. Choi, Mr. Choi was appointed as an executive Director of the Company on 26 September 2003 with no specific term of service and is terminable by the Company giving not less than three months' written notice or payment in lieu thereof, subject to the retirement and re-election provisions under the Articles of Association.

Mr. Choi is entitled to receive emoluments of HK\$8,586,000 per annum as determined by the Board with reference to the Company's current standard emoluments for executive Directors and prevailing market rate together with discretionary bonus based on his performance.

As at the Latest Practical Date, Mr. Choi was deemed to be interested in 455,001,000 Shares (representing 67.22% of the issued share capital of the Company) through his direct interests in the Company and his interest in Uni-Link Technology Limited. Mr. Choi holds 382,851,000 Shares (representing 56.56% of the issued share capital of the Company) and Mr. Choi beneficially owns 100% of the issued share capital of Uni-link Technology Limited, which holds 72,150,000 Shares (representing 10.66% of the issued share capital of the Company) and is one of the substantial shareholders of the Company, pursuant to Part XV of the Securities and Futures Ordinance. Mr. Choi's younger sister-in-law, Mrs. Shin Hee Cha, is one of the senior management of the Company. Saved as disclosed above, Mr. Choi does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules).

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.

**APPENDIX II DETAILS OF DIRECTORS BEING PROPOSED FOR RE-ELECTION
OR APPOINTMENT AT THE ANNUAL GENERAL MEETING**

(III) MR. YOUNG M. LEE

Mr. Young M. Lee, aged 61, is the President and the Chief Financial Officer of the Company. Mr. Lee has 20 years of working experience in the US in the areas of accounting and finance such as public accounting, consulting to financial institutions, mergers and acquisitions, corporate controllership and investment banking. Prior to joining the Group in May 2001, Mr. Lee was the managing director of Kohap (Hong Kong) Ltd, which is the trading and financing arm of a Korean conglomerate, Kohap Ltd. He is responsible for the overall financial management, strategic and business planning of the Group.

Other than the directorate of the Company, Mr. Lee is also the director of the following member of the Group: J.Y. Toys Co., Ltd., J.Y. International Company Ltd., C & H HK Corp., Ltd., C&H Trading (Suzhou) Co., Ltd., C&H Toys (Mingguang) Co., Ltd. and C&H Toys (Chaohu) Co., Ltd. Mr. Lee has not held any other directorships in listed public companies in the last three years.

Pursuant to the service contract entered between the Company and Mr. Lee, Mr. Lee was appointed as an executive Director on 12 October 2001 with no specific term of service and is terminable by the Company giving not less than three months' written notice or payment in lieu thereof, subject to the retirement and re-election provisions under the Articles of Association.

Mr. Lee is entitled to receive emoluments of HK\$2,760,000 per annum as determined by the Board with reference to the Company's current standard emoluments for executive Directors and prevailing market rate together with discretionary bonus based on his performance.

Mr. Lee does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules).

As at the Latest Practical Date, Mr. Lee was the beneficial owner of 2,500,000 Shares, pursuant to Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information which is disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**APPENDIX II DETAILS OF DIRECTORS BEING PROPOSED FOR RE-ELECTION
OR APPOINTMENT AT THE ANNUAL GENERAL MEETING**

The detail of Mr. Sung Sick Kim who is subject to appointment at the Annual General Meeting is set out below:

(IV) MR. SUNG SICK KIM

Mr. Sung Sick Kim, aged 65, the Vice Chairman of Dream Vina Co., Ltd. Mr. Kim has been responsible for the administration of C & H Co., Ltd and its subsidiaries (“C & H Group”) and the Group since 1985 and is in charge of cost control within the Group. Mr. Kim was an executive director of the Company from 1998 to 2003 and relocated to C & H Group until 2010.

Other than the directorate of the Company, Mr. Kim is also the director of the following members of the Group: Dream Vina Co., Ltd.. Save as disclosed herein, Mr. Kim has not held any other directorships in listed public companies in the last three years.

Pursuant to the service contract to be entered between the Company and Mr. Kim, Mr. Kim will be appointed as an executive director of the Company (subject to the approval of the Shareholders at the Annual General Meeting) with no specific term of service and is terminable by the Company giving not less than three months’ written notice or payment in lieu thereof, subject to the retirement and re-election provisions under the Articles of Association.

Mr. Kim will be entitled to receive emoluments of HK\$2,591,000 per annum as determined by the Board with reference to the Company’s current standard emoluments for executive Directors and prevailing market rate together with discretionary bonus based on his performance.

Mr. Kim does not have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company (as defined in the Listing Rules).

As at the Latest Practicable Date, Mr. Kim was not interested or deemed to be interested in any Shares or underlying Shares pursuant to Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters relating to his appointment that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) (h) to (v) of the Listing Rules.



DREAM INTERNATIONAL LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1126)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Dream International Limited (the “Company”) will be held at The Grand Room 1/F, Best Western Grand Hotel, 23 Austin Avenue, Tsimshatsui, Kowloon, Hong Kong on 4 May 2017 at 10:30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2016 and the reports of the directors and auditors thereon.
2. To declare a final dividend for the year ended 31 December 2016.
3. To re-elect the following persons as directors of the Company:
 - a. Dr. Chan Yoo
 - b. Mr. Kyoo Yoon Choi
 - c. Mr. Young M. Lee
4. To approve the appointment of Mr. Sung Sick Kim as an executive director of the Company.
5. To approve the directors’ remuneration for the year ended 31 December 2016 and authorise directors to fix their remuneration for the year ending 31 December 2017.
6. To re-appoint KPMG as auditors of the Company and authorise the directors to fix their remuneration.

SPECIAL BUSINESS

7. To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

(1) “**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with any unissued shares of the Company and to make or grant offers, agreements, options and other rights or issue warrants which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and/or options which may require the exercise of the powers of the Company referred to in that paragraph at any time during or after the end of the Relevant Period;
- (iii) the aggregate number of unissued shares of the Company which may be allotted, issued or otherwise dealt with by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to a Rights Issue or the exercise of subscription rights attaching to any warrants issued by the Company, shall not exceed the aggregate of 10 per cent. of the aggregate number of shares of the Company in issue as at the date of passing this resolution;
- (iv) for the purpose of this resolution:
 - (a) “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by law to be held; and

- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;
- (b) “Rights Issue” means an offer of shares of the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company, to holders of shares of the Company whose names appear on the Register of Members of the Company on a fixed record date in proportion to their holdings of shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange).”
- (2) **“THAT:**
- (i) subject to paragraphs (ii) and (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of Shares which may be purchased pursuant to the approval in paragraph (i) above shall not exceed 10 per cent. of the aggregate number of the Shares of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly;
- (iii) for the purpose of this Resolution:
- (a) “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
- (1) the conclusion of the next annual general meeting of the Company;

- (2) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by law to be held; and
 - (3) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders in general meeting;
- (b) “Shares” means shares of all classes in the capital of the Company and warrants and other securities issued by the Company which carry a right to subscribe or purchase shares of the Company.”
- (3) “**THAT** the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company and to make or grant offers, agreements, options and/or warrants which might require the exercise of such powers pursuant to Resolution no. 7(1) above be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate an amount representing the total number of shares of the Company purchased by the Company pursuant to the exercise by the directors of the Company in accordance with Resolution no. 7(2) above of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 per cent. of the aggregate number of the shares of the Company in issue at the date of passing this Resolution.”

By order of the Board
Dream International Limited
Kyoo Yoon Choi
Chairman

Hong Kong, 27 March 2017

Notes:

- (i) Resolution no. 7(3) will be proposed to members for approval provided that resolutions no. 7(1) and 7(2) are passed by the members.
- (ii) A member entitled to attend and vote at the above meeting shall be entitled to appoint more than one person as his proxy, to attend and vote for him in accordance with the Articles of Association of the Company. A proxy need not be a member.
- (iii) In the case of joint holders of a share 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 in respect of the joint holding.
- (iv) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notorially certified copy thereof) must be deposited at Unit 501 & 6/F, China Minmetals Tower, 79 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.
- (v) The Register of Members will be closed from 27 April 2017 to 4 May 2017, both dates inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the above meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share Registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 26 April 2017.
- (vi) The Register of Members will be closed for one day on 10 May 2017, during that day no transfer of shares will be effected. In order to qualify for the proposed final dividend (subject to shareholders' approval at the Annual General Meeting), all transfers accompanied by the relevant share certificates must be lodged with the Company's Registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 9 May 2017.