

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **DREAM INTERNATIONAL LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 1126)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Dream International Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 23 March 2020 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions which will be proposed, with or without modification, as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the share transfer agreement dated 29 November 2019 (the “**Share Transfer Agreement**”) (a copy of which has been tabled at the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) entered into between the Company as purchaser and C & H Co., Ltd., Mr. Tae Sub Choi and Mr. Jae Dong Shin as vendors (the “**Vendors 1**”), pursuant to which the Company conditionally agreed to purchase, and the Vendors 1 conditionally agreed to sell, the entire issued share capital of C & H Vina Joint Stock Company, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company (the “**Director(s)**”) (or any two Directors or a Director together with the company secretary of the Company if the affixing of the common seal of the Company is necessary) be and is hereby authorised on behalf of the Company to do or take all acts, things and steps necessary, appropriate, desirable or expedient in his/her/their opinion to be in the interests of the Company and its shareholders as a whole to approve and implement and/or give effect to and/or complete any matters relating to or in connection with the Share Transfer Agreement, and the transactions contemplated thereunder (including, without limitation, the affixing of common seal of the Company).”

2. “**THAT**

- (a) the capital contribution transfer agreement dated 29 November 2019 (the “**Capital Contribution Transfer Agreement**”) (a copy of which has been tabled at the meeting marked “B” and initialled by the chairman of the meeting for the purpose of identification) entered into between the Company as purchaser and C & H Co., Ltd. as vendor, pursuant to which the Company conditionally agreed to purchase, and C & H Co., Ltd. conditionally agreed to sell, the entire issued share capital of C & H Tarps Co., Ltd., and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one Director (or any two Directors or a Director together with the company secretary of the Company if the affixing of the common seal of the Company is necessary) be and is hereby authorised on behalf of the Company to do or take all acts, things and steps necessary, appropriate, desirable or expedient in his/her/their opinion to be in the interests of the Company and its shareholders as a whole to approve and implement and/or give effect to and/or complete any matters relating to or in connection with the Capital Contribution Transfer Agreement, and the transactions contemplated thereunder (including, without limitation, the affixing of common seal of the Company).”

By order of the Board  
**Dream International Limited**  
**Young M. Lee**  
*Executive Director*

Hong Kong, 3 March 2020

*Notes:*

1. 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.
2. 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.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited with the Company’s Share Registrar, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof.
4. The register of members of the Company will be closed from 18 March 2020 to 23 March 2020, 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 17 March 2020.

The Directors as at the date of this notice are as follows:

*Executive Directors:*

Mr. Kyoo Yoon Choi (*Chairman*)  
Mr. Young M. Lee  
Mr. Hyun Ho Kim  
Mr. Sung Sick Kim

*Independent non-executive Directors:*

Professor Cheong Heon Yi  
Mr. Tae Woong Kang  
Dr. Chan Yoo