

Appendix 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: M Dream Inworld Limited

Stock code (ordinary shares): 8100

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 15 September 2004.

A. General

Place of incorporation	:	Cayman Islands
Date of initial listing on GEM	:	31 st December, 2001
Name of Sponsor(s)	:	Sun Hung Kai International Limited
Names of directors	:	Executive Directors Mr. Koh Tat Lee, Michael Mr. Xu Hanjie Mr. Wong Shui Fun Non-executive Director Mr. Wong Kean Li Mr. Ng Yat Cheung Independent Non-executive Directors: Mr. Domingo Chen Mr. Robert Wong

Name(s) of substantial shareholders(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company:

Name	Approximate Percentage of Shareholding (%)	Number of Shares
M Dream China (Holdings) Limited (Note 1)	21.29	360,000,000
Vasina Limited (Note 1)	21.29	360,000,000
Dynamate Limited (Note 2)	10.07	170,163,200
Koh Tat Lee, Michael (Note 2)	10.07	170,163,200
Shenzhen Ingen Technology Company Limited	8.72	147,440,000

Notes :

1. These shares are held by M Dream China (Holdings) Limited of which 50.44% of the voting rights are held by Vasina Limited. Accordingly, Vasina Limited is deemed to be interested in the shares beneficially owned by M Dream China (Holdings) Limited.
2. These shares are held by Dynamate Limited of which the entire issued share capital is beneficially owned by Mr. Koh Tat Lee, Michael. Accordingly, Mr. Koh is deemed to be interested in the shares beneficially owned by Dynamate Limited.

Name(s) of company(ies) on GEM or the Main Board of the Stock Exchange within the same group as the Company : Not applicable

Financial year end date : 31st December

Registered address : P.O. Box 309 Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies.

Head office and principle place of business : 3/F, Chinese Club Building, 21-22 Connaught Road Central, Central, Hong Kong

Web-site address (if applicable) : www.inworld.com.hk

Principle share registrar : Bank of Butterfield International (Cayman) Limited
Butterfield House, 68 Fort Street, P.O. Box 705, George Town, Grand Cayman, Cayman Islands, British West Indies.

Branch share registrar : Tengis Limited
G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong.

Auditors : HLB Hodgson Impey Cheng
6/F, Wheelock House, 20 Pedder Street, Central, Hong Kong

B. Business activities

The Company is an investment holding company. Through its subsidiaries, the Group is principally engaged in the business of mobile and online game operation and development, mobile value added service and information technology service. The mobile and online game operation and development include the provision of games over the mobile networks, operation of online games, including massively multi-user online role play games (“MMORPG”), casual games and other role play games. The information technology service of the Group include but not limited to information technology consultation and information technology infrastructure services. By providing such services, the Group is engaged in, among other things, hardware and software design and installation, computer system integration, system programming, server collocation, server building, computer system building and computer network building.

C. Ordinary shares

Number of ordinary shares in issue : 1,690,608,000 shares of HK\$0.01 each in the share capital of the Company

Par value of ordinary shares in issue : HK\$0.01 each

Board lot size (in number of shares) : 8,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed : Not applicable

D. Warrants

NIL

E. Other securities

Number of share options Granted and outstanding : 117,900,000

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading. The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate. The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. Koh Tat Lee, Michael

Mr. Xu Hanjie

(By Koh Tat Lee, Michael as the lawful attorney of
Mr. Xu Hanjie as Executive Director)

Mr. Wong Shui Fun

(By Koh Tat Lee, Michael as the lawful attorney of
Mr. Wong Shui Fun as Executive Director)

Mr. Wong Kean Li

(By Koh Tat Lee, Michael as the lawful attorney of
Mr. Wong Kean Li as Non-executive Director)

Mr. Ng Yat Cheung

(By Koh Tat Lee, Michael as the lawful attorney of
Mr. Ng Yat Cheung as Non-executive Director)

Mr. Domingo Chen

(By Koh Tat Lee, Michael as the lawful attorney of
Mr. Domingo Chen as Independent Non-executive
Director)

Mr. Robert Wong

(By Koh Tat Lee, Michael as the lawful attorney of
Mr. Robert Wong as Independent Non-executive
Director)
