

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, 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 announcement.*



**M Dream Inworld Limited**  
**聯夢活力世界有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8100)**

**RESULTS OF EXTRAORDINARY GENERAL MEETING  
CONNECTED TRANSACTIONS  
VERY SUBSTANTIAL ACQUISITION  
ISSUE OF NEW SHARES  
AND  
PROPOSED INCREASE IN AUTHORIZED SHARE CAPITAL**

The Company is pleased to announce that the ordinary resolutions set out in the notice of the EGM contained in the Circular were duly passed at the EGM held today.

The completion date of the Three Agreements is expected to be on or about 29 October 2004.

Reference is made to the announcement dated 19 August 2004 and the circular dated 8 October 2004 (the “Circular”) of the Company containing information on, inter alia, the proposed connected transactions, very substantial acquisition, issue of new shares and increase in authorized share capital. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Circular.

**RESULTS OF THE EGM**

The Company is pleased to announce that all resolutions set out in the notice of the EGM contained in the Circular were duly passed at the EGM held today. Tengis Limited, share registrar of the Company, was appointed as scrutineer in the EGM. Save for the ordinary resolution regarding the increase in authorized share capital, all resolutions were voted by way of a poll of the Independent Shareholders.

M Dream China and its associates (as defined under the Listing Rules), who are interested in approximately 21.29% of the issued capital of the Company immediately before the completion of the Three Agreements, abstained from voting on all the resolutions proposed at the EGM.

\* For identification purpose only

The total number of Shares held by the Independent Shareholders who were entitled to attend and vote for or against the resolution at the EGM was 1,330,608,000 Shares, representing approximately 78.71% of the existing issued share capital of the Company. The Independent Shareholders holding in aggregate 161,596,210 shares, representing approximately 9.56% of the existing issued share capital of the Company, were present and voted in person or by proxy and were entitled to vote for or against all resolutions at the EGM. The voting results are as follows:

	<b>For</b>		<b>Against</b>	
	<i>Number of</i>		<i>Number of</i>	
	<i>Shares</i>	<i>%</i>	<i>Shares</i>	<i>%</i>
Approval of the Share Swap Agreement, MDC Subscription Agreement, and STT Subscription Agreement	161,596,210	100%	0	0%

By Order of the Board of  
**M Dream Inworld Limited**  
**Koh Tat Lee, Michael**  
*Chairman*

Hong Kong, 25 October 2004

*As at the date hereof, the executive directors of the Company are Mr. Koh Tat Lee, Michael, Mr. Xu Hanjie and Mr. Wong Shui Fun; the non-executive directors of the Company are Mr. Wong Kean Li and Mr. Ng Yat Cheung; the independent non-executive directors of the Company are Mr. Domingo Chen, Mr. Robert Wong and Ms. Hilda Sung.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcement” page of the GEM website for at least 7 days from the date of its publication.*