



# **M DREAM INWORLD LIMITED**

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

(Stock Code: 8100)

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company (“AGM”) shall be held at Phoenix Room, The Charterhouse Hotel, 209-219 Wanchai Road, Hong Kong on 10 November 2006 at 10:30 a.m. for the purpose of transacting the following business:

### **ORDINARY BUSINESS**

- 1) To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (“Directors”) and the auditors of the Company (“Auditors”) for the year ended 31 December 2005.
- 2) To re-elect the retiring Directors and authorise the board of Directors to fix the remuneration of the Directors.
- 3) To re-appoint Messrs. Hodgson Impey Cheng as the Auditors and authorise the board of Directors to fix their remuneration.

### **SPECIAL BUSINESS**

To consider and, if thought fit, to pass with or without amendments the following resolutions:

#### **As Ordinary Resolutions**

- 4) **“THAT**
  - a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time on a Rights Issue (as hereinafter defined) or under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or any scrip dividend pursuant to the Articles of Association of the Company, not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution; and

- b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - i) the conclusion of the next AGM of the Company;
  - ii) the expiration of the period within which the next AGM of the Company is required by law or the Articles of Association of the Company to be held; and
  - iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

- 5) **“THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
  - a) such mandate shall not extend beyond the Relevant Period;
  - b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
  - c) the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than 10% of the Shares in issue at the date of passing this resolution; and
  - d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - i) the conclusion of the next AGM of the Company;
    - ii) the expiration of the period within which the next AGM of the Company is required by law or the Articles of Association of the Company to be held; and
    - iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- 6) “**THAT**, subject to the availability of unissued share capital and conditional upon the resolutions nos. 4) and 5) set out in the AGM Notice of which this resolution forms part, being passed, the aggregate nominal amount of the Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 5) set out in the AGM Notice shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 4) set out in the AGM Notice.”

By Order of the Board  
**Mr. Koh Tat Lee, Michael**  
*Chairman*

Hong Kong, 11 October 2006

*Notes:*

1. In order to be eligible to attend and vote at the AGM to be held on 10 November 2006, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tengis Limited, at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 9 November 2006.
2. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the AGM and voting in person. In such event, his form of proxy will be deemed to have been revoked.
3. A form of proxy for the AGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited at the Branch Share Registrar of the Company in Hong Kong, Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. With regard to resolutions nos. 4) and 6) above, the Directors wish to state that they have no immediate plans to issue any new Shares of the Company.

*As at the date of this announcement, the board of Directors consists of Mr. Koh Tat Lee, Michael, Mr. Domingo Chen and Dr. Choong Ying Chuan, being the executive Directors, Mr. Wong Kean Li, being the non-executive Director, Mr. Cheung Wai Shing, Mr. Tsang Kwok Wai and Mr. Chu, Ray, being the independent non-executive directors.*

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