



**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)

**NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of M Dream Inworld Limited (the “**Company**”) will be held at Phoenix Room, The Charterhouse Hotel, 209-219 Wanchai Road, Hong Kong on 20 December 2007 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

**ORDINARY RESOLUTION**

“**THAT**

- (a) the placing agreement (the “**Placing Agreement**”) dated 27 November 2007 and entered into between the Company as issuer and CCB International Capital Limited as placing manager in relation to the placing of up to an aggregate of 180,000,000 new shares (the “**Placing Shares**”) of HK\$0.01 each in the share capital of the Company at a placing price of HK\$0.25 per Placing Share, a copy of which is produced to the Meeting marked “A” and signed by the Chairman of the Meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, the Listing Committee of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares, the allotment and issue of the Placing Shares to the relevant places pursuant to the Placing Agreement be and is hereby approved; and
- (c) any director of the Company be and is hereby authorised to do all such things and acts as he may in his discretion consider as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Placing Agreement and the transactions contemplated thereunder.”

By order of the Board  
**M Dream Inworld Limited**  
**Ha Shu Tong**  
*Chairman*

Hong Kong, 5 December 2007

\* *For identification purpose only*

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

*Head office and principal place of  
business in Hong Kong:*  
8 Floor, Wyndham Place  
40 – 44 Wyndham Street  
Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy can vote on a poll. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.

*As at the date of this announcement, the Board of Directors consists of Mr. Ha Shu Tong, Mr. Yu Shu Kuen, Mr. Tham Ming Yong and Mr. Domingo Chen being the executive Directors, Mr. Koh Tat Lee, Michael 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, for which the Directors 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 GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its publication.*