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## **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)**

**OPEN OFFER OF 273,279,476 OFFER SHARES AT HK\$0.045 EACH  
IN THE PROPORTION OF  
ONE OFFER SHARE FOR EVERY THREE SHARES  
HELD ON THE RECORD DATE**

**Underwriter**



**KINGSTON SECURITIES LIMITED**

Reference is made to the Announcement regarding the Open Offer. Shareholder should note the rights of the Overseas Shareholders and Prohibited Shareholders.

### **Rights of Overseas Shareholders and Prohibited Shareholders**

It is the responsibility of the Shareholders (including the Overseas Shareholders) to observe the domestic legal and regulatory requirements applicable to them for taking up and onward sale (if applicable) of the Offer Shares.

As at the date of this announcement, after the close of members of the Company, there are no Overseas Shareholders other than the USA Shareholders being prohibited from the Open Offer.

### **Excess application for excess Offer Shares**

The Shareholders with Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the arrangement in relation to the allocation of the excess Offer Shares will not be extended to the ultimate beneficial owners individually, Shareholders with their Shares held by a nominee company are advised to consider whether they would like to arrange registration of the relevant Shares in the name of the ultimate beneficial owner(s) to increase their chance of allotment of the excess Offer Shares prior to the Record Date.

Reference is made to the announcement (the “**Announcement**”) of M Dream Inworld Limited (the “**Company**”) dated 22 June 2009, regarding the proposed Open Offer of 273,279,476 Offer Shares at a subscription price of HK\$0.045 per Offer Share payable in full on application on the basis of one Offer Share for every three Shares held on the Record Date. The Open Offer will not be extended to the Prohibited Shareholders.

Capitalised terms used in this announcement shall have the same meanings as defined in the Announcement unless otherwise stated.

### **Rights of Overseas Shareholders and Prohibited Shareholders**

According to the register of members of the Company after closure of the register of members on 6 July 2009, there were Overseas Shareholders with registered addresses located in Macau, Malaysia, the PRC, Singapore and the United States of America (“USA”). The Directors have, in compliance with Rule 17.41 of the GEM Listing Rules, conducted enquiries regarding the feasibility of extending the Open Offer to such Overseas Shareholders. Based on the legal opinions provided by the legal advisers in the relevant jurisdictions, the Directors consider that the Offer Shares can be offered to the Overseas Shareholders in the relevant jurisdictions other than the USA as there are no legal restrictions for the Company on offering of the Offer Shares to these Overseas Shareholders. Accordingly, there are no Overseas Shareholders other than the USA Shareholders being prohibited from the Open Offer.

It is the responsibility of the Shareholders (including the Overseas Shareholders) to observe the domestic legal and regulatory requirements applicable to them for taking up and onward sale (if applicable) of the Offer Shares. Any Offer Shares which would otherwise have been made available for application by the Prohibited Shareholders will be available for application for subscription by the Qualifying Shareholders by means of excess application for Offer Shares.

## **Excess application for excess Offer Shares**

**The Shareholders with Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the arrangement in relation to the allocation of the excess Offer Shares will not be extended to the ultimate beneficial owners individually, Shareholders with their Shares held by a nominee company are advised to consider whether they would like to arrange registration of the relevant Shares in the name of the ultimate beneficial owner(s) to increase their chance of allotment of the excess Offer Shares prior to the Record Date.**

By order of the Board  
**M Dream Inworld Limited**  
**Li Fang Hong**  
*Executive Director*

Hong Kong, 6 July 2009

*As at the date of this announcement, the Board consists of Mr. Yu Shu Kuen, Mr. Rong Hsu and Ms. Li Fang Hong being the Executive Directors, and Mr. Chan Kam Kwan, Jason, Mr. Cho Chun Wai and Ms. Zhao Yang, 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 and the website of the Company for at least 7 days from the date of its publication*

*\* for identification purposes only*