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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of M Dream Inworld Limited (the “**Company**”) to be held at Phoenix Room, The Charterhouse Hotel, 209-219 Wanchai Road, Hong Kong at 29 October 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments:

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional sale and purchase agreement dated 4 September 2009 (the “**Sale and Purchase Agreement**”) entered into between Elipva International Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Company, as vendor and Dr. Lui Siu-Man, as purchaser, in relation to the disposal of 148,609,832 shares in the share capital of Elipva Limited, an indirect non-wholly owned subsidiary of the Company, representing 70% the issued share capital of Elipva Limited, for a total cash consideration of HK\$300,000 (a copy of Sale and Purchase Agreement will be produced to the Meeting marked “A” for the purpose of identification) and the transactions contemplated thereunder be and are thereby approved, confirmed and ratified; and
- (b) any Director be and is thereby authorised to do all such acts and things and execute all documents which he/she consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Sale and Purchase Agreement and the matters contemplated thereunder.”

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

Hong Kong, 12 October 2009

* *for identification purpose only*

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

*Head office and principal place
of business in Hong Kong:*
Room 909
9th Floor, Harbour Centre
25 Harbour Road
Wanchai, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. 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 of 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. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish
3. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the Board consists of 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