

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.



M DREAM INWORLD LIMITED

聯夢活力世界有限公司*

(Incorporated in the Cayman Islands with limited liabilities)

(Stock Code: 8100)

PLACING OF EXISTING SHARES BY SUBSTANTIAL SHAREHOLDER

Placing Agent



KINGSTON SECURITIES LIMITED

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules.

On 18 June, 2010, after trading hours, the Vendor, the substantial Shareholder which as at the date of this announcement is interested in 206,666,666 Shares, representing approximately 18.91% of the existing issued share capital of the Company, entered into the Placing Agreement with the Placing Agent pursuant to which a maximum aggregate number of 206,666,666 Placing Shares owned by the Vendor shall be placed at the Placing Price of HK\$0.115 per Placing Share by the Placing Agent on a best effort basis.

The Placing Shares represent approximately 18.91% of the existing issued share capital of the Company. Assuming all the 206,666,666 Placing Shares are placed by the Placing Agent, upon completion of the Placing, the Vendor shall have no interest in the Company.

* For identification purposes only

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules.

THE PLACING AGREEMENT

Date:

18 June 2010

Parties:

- (1) the Vendor, the substantial Shareholder interested in approximately 18.91% of the existing issued share capital of the Company as at the date of this announcement; and
- (2) the Placing Agent.

The Placees

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placing Shares will be placed to independent professional, institutional or individual investors to be procured by the Placing Agent on a best effort basis.

Number of Placing Shares

206,666,666 Placing Shares, representing approximately 18.91% of the existing issued share capital of the Company.

Placing Price

HK\$0.115 per Placing Share, which is determined on an arm's length basis.

Completion of the Placing

The Placing Agent will ensure that none of the Placees will become a substantial shareholder of the Company (as defined in the GEM Listing Rules) upon completion of the Placing.

The Placing is expected to be completed on or before 30 June 2010 or such other date as the Vendor and the Placing Agent shall agree in writing. Assuming all the 206,666,666 Placing Shares are placed by the Placing Agent, upon completion of the Placing, the Vendor shall have no interest in the Company.

Definition

“Board”	the board of Directors
“Company”	M Dream Inworld Limited, a company incorporated into the Cayman Islands with limited liability, the Shares of which are listed on GEM

“Director(s)”	director(s) of the board of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Placee(s)”	any professional, institutional or other investor(s) or any of their respective subsidiaries or associates procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agent’s obligations under the Placing Agreement
“Placing”	the placing of the Placing Shares by the Placing Agent to the Placees pursuant to the terms and conditions of the Placing Agreement
“Placing Agent”	Kingston Securities Limited, a licensed corporation to carry on business in type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the placing agreement entered between the Vendor and the Placing Agent on 18 June 2010 in relation to the Placing
“Placing Price”	HK\$0.115 per Placing Share
“Placing Share(s)”	a maximum aggregate number of 206,666,666 Shares to be placed pursuant to the Placing Agreement
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of HK\$0.01 in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Universal Target Limited, a company incorporated in the British Virgin Islands, is a wholly owned subsidiary of Eternal Mass Limited which is owned as to 60% by Mr. Gui Song, and 40% by Ms. Li Fang Hong, the Managing Director of the Company

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong
“%” per cent.

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

Hong Kong, 18 June 2010

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. Billy B Ray Tam, Mr. Cho Chun Wai and Ms. Zhao Yang, being the Independent Non-executive Directors.

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 of the Company, 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 and on the website of the Company.