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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)

RESULTS OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that at the EGM held on 13 December 2010, all the resolutions proposed at the EGM have been duly passed by the Independent Shareholders and/or the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of the Company dated 17 November 2010 relating to, among others,

- (1) Proposed Open Offer of 1,048,894,324 Offer Shares on the basis of four (4) Offer Shares for every one (1) Consolidated Share held on the record date with Bonus Issue on the basis of three (3) Bonus Shares for every four (4) Offer Shares taken up under the Open Offer;
- (2) Amendment to Articles of Association; and
- (3) Capital Reorganisation involving Share Consolidation and Increase in the Authorised Share Capital.

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

RESULTS OF EXTRAORDINARY GENERAL MEETING

The Board is pleased to announce that at the EGM held on 13 December 2010, the ordinary resolutions (the “**Ordinary Resolutions**”) approving (1) the Share Consolidation and the transactions contemplated thereunder, (2) the Increase in the Authorised Share Capital, and (3) the Underwriting Agreement, the Open Offer and the Bonus Issue and the transactions contemplated thereby; and the special resolutions (the

* *for identification purposes only*

“**Special Resolutions**”, together with the Ordinary Resolutions as the “**Resolutions**”) approving (4) the Amendment to the Articles, and (5) the Bonus Issue have all been duly passed by the Independent Shareholders and/or the Shareholders by way of poll.

As at the date of the EGM, the total number of issued Shares in the Company was 1,311,117,906 Shares.

Pursuant to Rule 10.39 of the GEM Listing Rules, any controlling Shareholders and their associates or, where there are no controlling Shareholders, the Directors (excluding the Independent Non-executive Directors), the chief executive of the Company and their respective associates will abstain from voting in favour of the resolutions relating to the Open Offer (with Bonus Issue). As at the date of the EGM, there is no controlling Shareholder. Accordingly, Mr. Chi Chi Hung, Kenneth and Mr. Ng Kay Kwok, being the Executive Directors, and their respective associates will abstain from voting in favour of the resolutions relating to the Open Offer (with Bonus Issue) at the EGM. Each of Mr. Chi Chi Hung, Kenneth, Mr. Ng Kay Kwok and their respective associates have no interest in the Shares as at the date of the EGM.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the Capital Reorganisation and the Amendment to the Articles and accordingly no Shareholder will be required to abstain from voting on the relevant resolution(s) approving the Capital Reorganisation and the Amendment to the Articles.

The total number of Shares entitling the Shareholders and the Independent Shareholders to attend and vote for or against the Resolutions at the EGM was 1,311,117,906 Shares. There was no Share entitling the holder to attend and vote only against the Resolutions at the EGM.

The Hong Kong branch share registrar of the Company, Tricor Tengis Limited, was appointed as the scrutineer at the EGM for the purpose of vote taking.

The voting results for the Resolutions are as follows:

Ordinary Resolutions		No. of votes (%)	
		For	Against
1.	To approve the Share Consolidation such that every five issued and unissued Existing Shares of HK\$0.01 each in the share capital of the Company be consolidated into one Consolidated Share of HK\$0.05 each and to authorise the Directors to do all such acts as they consider necessary, desirable or expedient to give effect to the Share Consolidation.	697,995,166 (100.00%)	0 (0.00%)

Ordinary Resolutions		No. of votes (%)	
		For	Against
2.	To approve the increase in authorised share capital of the Company from HK\$60,000,000 divided into 6,000,000,000 Existing Shares (equivalent to 1,200,000,000 Consolidated Shares) to HK\$400,000,000 divided into 8,000,000,000 Consolidated Shares (on the assumption that the Share Consolidation having become effective) and to authorise the Directors to do all such acts as they consider necessary, desirable or expedient to give effect to the increase in the authorised share capital.	697,995,166 (100.00%)	0 (0.00%)
3.	To approve, confirm and ratify the Underwriting Agreement, the Open Offer and the Bonus Issue and the transactions contemplated thereby and to authorise any Directors to do all acts and things in connection with the Open Offer and the Bonus Issue.	697,995,166 (100.00%)	0 (0.00%)
Special Resolutions			
4.	To approve the amendments to the articles of association of the Company and to authorise any Directors to do all acts and things in connection with the amendments to the articles.	697,995,166 (100.00%)	0 (0.00%)
5.	To approve the Bonus Issue by way of Bonus Shares to the registered holders of the Offer Shares on the basis of three (3) Bonus Shares for every (4) Offer Shares taken up and to authorise the Directors to do all such acts and things as they consider necessary, desirable or expedient in connection with the Open Offer and the Bonus Issue, including but not limited to the allotment and issue of the Offer Shares and the Bonus Shares.	697,995,166 (100.00%)	0 (0.00%)

By order of the Board
M Dream Inworld Limited
Chi Chi Hung, Kenneth
Executive Director

Hong Kong, 13 December 2010

As at the date of this announcement, the Board of Directors consists of Mr. Chi Chi Hung, Kenneth and Mr. Ng Kay Kwok being the Executive Directors, Mr. Billy B Ray Tam, Mr. Yu Pak Yan, Peter and Ms. Chan Hoi Ling, being the Independent Non-executive Directors.

This announcement, for which the Directors of the issuer 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 issuer. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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.