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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)

COMPLETION OF PLACING

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The Board is pleased to announce that all conditions set out in the Placing Agreement have been fulfilled and the Placing was completed on 21 June 2011 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 400,000,000 Placing Shares, representing approximately 16.01% of the issued share capital of the Company as at the date of this announcement, have been successfully placed to not fewer than six Placees who and whose ultimate beneficial owners are third party independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules), at the Placing Price of HK\$0.065 per Placing Share.

Reference is made to the announcements of M Dream Inworld Limited (the “**Company**”) dated 10 June 2011 and 15 June 2011 (the “**Announcement**”) in relation to, amongst others, the Placing under the General Mandate. Capitalised terms used in this announcement shall have the same meanings as defined in the Company’s announcement dated 10 June 2011 unless otherwise stated.

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* *for identification purpose only*

Price of HK\$0.065 per Placing Share. The net proceeds from the Placing amount to approximately HK\$25.2 million and the net proceeds raised per Placing Share upon completion of the Placing amount to approximately HK\$0.063.

None of the Placees became a substantial Shareholder (as defined in the GEM Listing Rules) of the Company as a result of the Placing.

The table below set out the changes to the shareholding structure of the Company as a result of completion of the Placing:

	Immediately before the Placing		As at the date of this announcement	
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>
Placees	92,062,929	4.39	492,062,929	19.70
Other public Shareholders	<u>2,005,725,719</u>	<u>95.61</u>	<u>2,005,725,719</u>	<u>80.30</u>
	<u>2,097,788,648</u>	<u>100.00</u>	<u>2,497,788,648</u>	<u>100.00</u>

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

Hong Kong, 21 June 2011

As at the date of this announcement, the Board consists of Mr. Chi Chi Hung, Kenneth and Mr. Takashi Togo being the Executive Directors, and Mr. B Ray Tam, Billy, 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.