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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 17 MAY 2012, RETIREMENT OF DIRECTOR AND RESIGNATION AND APPOINTMENT OF CHIEF EXECUTIVE OFFICER**

The Board is pleased to announce that at the AGM held on 17 May 2012, all resolutions as set out in the notice of AGM dated 16 April 2012 were duly passed by poll.

The Board also announced that Mr. Takashi Togo has retired as the Executive Director of the Company at the conclusion of the AGM and he has resigned as the chief executive officer of the Company with effect from 17 May 2012. The Executive Director of the Company, Mr. Chi Chi Hung, Kenneth has been appointed as the chief executive officer of the Company with effect from 17 May 2012.

References are made to the circular (the “**Circular**”) of M Dream Inworld Limited (the “**Company**”) dated 16 April 2012 in relation to among other matters, the AGM. Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular unless defined otherwise.

#### **RESULTS OF THE AGM**

The Board of Directors (the “**Board**”) of the Company is pleased to announce that at the AGM held on 17 May 2012, all resolutions set out in the notice of AGM, including but not limited to the grant of the General Mandate and the Repurchase Mandate, were all duly passed by the Shareholders by way of poll. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the purpose of the vote-taking at the AGM.

\* *for identification purpose only*

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the resolutions proposed at the AGM and are required to be abstained from voting at the AGM in accordance with the GEM Listing Rules.

As at the date of the AGM, the total number of Shares in issue was 1,248,894,324 shares which entitle the holders thereof to vote for or against the ordinary resolutions at the AGM. There were no Shares entitling the holder to attend and vote only against the ordinary resolutions at the AGM. The poll results of the resolutions are as follows:

Ordinary resolution		Number of votes cast (Percentage of total number of votes cast)	
		For	Against
1.	To receive and approve the audited consolidated financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2011	876,814,797 (100%)	0 (0%)
2. (a)	To re-elect Mr. Chi Chi Hung, Kenneth as Executive Director	876,814,797 (100%)	0 (0%)
2. (b)	To re-elect Mr. Billy B Ray Tam as Independent Non-executive Director	876,814,797 (100%)	0 (0%)
2. (c)	To re-elect Mr. Yu Pak Yan, Peter as Independent Non-executive Director	876,814,797 (100%)	0 (0%)
2. (d)	To re-elect Ms. Chan Hoi Ling as Independent Non-executive Director	876,814,797 (100%)	0 (0%)
2. (e)	To authorise the Board to fix the Directors' remuneration	876,814,797 (100%)	0 (0%)
3.	To re-appoint the auditors of the Company and authorise the Board to fix their remuneration	876,814,797 (100%)	0 (0%)
4.	To grant a general mandate to the Directors to issue, allot and otherwise deal with the Company's shares	876,814,797 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to repurchase the Company's shares	876,814,797 (100%)	0 (0%)
6.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the Directors under resolutions no. 4	876,814,797 (100%)	0 (0%)

*Note:* The number of Shares and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the AGM in person, by authorized corporate representative or by proxy.

As over 50% of the votes were cast in favour of the resolutions, the resolutions were duly passed without modification at the AGM.

After the conclusion of the AGM, the Board of Directors of the Company comprises one Executive Director: Mr. Chi Chi Hung, Kenneth; and three Independent Non-executive Directors: Mr. Billy B Ray Tam, Mr. Yu Pak Yan, Peter and Ms. Chan Hoi Ling.

## **RETIREMENT OF DIRECTOR AND RESIGNATION OF CHIEF EXECUTIVE OFFICER**

Mr. Takashi Togo (“**Mr. Togo**”) has retired as the Executive Director of the Company at the conclusion of the AGM held on 17 May 2012 in accordance with the Bye-laws. Mr. Togo retired from the Board and did not offer himself for re-election in order to devote more time in his other business. Mr. Togo has also resigned as the chief executive officer of the Company with effect from 17 May 2012. Mr. Togo has confirmed to the Board that he has no disagreement with the Board and is not aware of any matter in relation to his retirement or resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its appreciation to Mr. Togo’s valuable contributions to the Company during his tenure of office.

## **APPOINTMENT OF CHIEF EXECUTIVE OFFICER**

The Executive Director of the Company, Mr. Chi Chi Hung, Kenneth, has temporarily taken up the role as the chief executive officer while carrying out his duties as the chairman of the Board with effect from 17 May 2012. The Company is actively seeking the right candidate to fill the vacancy and the appointment of new chief executive officer is expected soon.

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

Hong Kong, 17 May 2012

*As at the date of this announcement, the Board consists of Mr. Chi Chi Hung, Kenneth being the Executive Director; and 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.*

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