

### Monthly Return of Equity Issuer on Movements in Securities

or the month ended (dd/mm/yyyy) :	30/11/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	M Dream Inworld Limited	
Date Submitted	4 December 2012	

### I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>08100</u> Descr	ription :	M Dream Inworld			
Balance at close of preceding month	No. of ordinary shares 4,000,000,000	Par value (HK\$) 0.10	Authorised share capital (HK\$) 400,000,000.00		
Increase/(decrease)					
Balance at close of the month	4,000,000,000	0.10	400,000,000.00		
(2) Stock code : <u>N/A</u> Descr	ription :	N/A			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding month					
Increase/(decrease)					
Balance at close of the month					

# 2. Preference Shares

Stock code :	N/A	Description :	N/	N/A		
		No. of preferent shares	Par value nce (State currency)	Authorised share capital (State currency)		
Balance at close of p	preceding r	nonth				
Increase/(decrease)						
Balance at close of t	he month					

# 3. Other Classes of Shares

Stock code :	code : <u>N/A</u> Description :		N/	/A
		No. of oth classes of sh	(	Authorised share capital (State currency)
Balance at close of p	receding	nonth		
Increase/(decrease)				
Balance at close of the	he month			

Total authorised share capital at the end of the month (HK\$): 400,000,000.00

# II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	1,248,894,324	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	1,248,894,324	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Sh	are Option Sc	hemes of the Iss	uer)		N	N
Particulars of share option scheme					No. of new shares of issuer issued during	No. of new shares of issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement dur	ng the month		thereto	as at close of the mont
(dd/mm/yyyy) and		Movement duri	ing the month			
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme adopted						
on 24 December						
2007						
Exercise Price:						
HK\$0.116						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	6,200,000
(Note 1)						
•						
2.						
( / / )						
shares						
(Note 1)						
3.						
( / / )						
shares						
(Note 1)						
		To	otal A. (Ordin		Nil	
				nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised during	g the month fre	om exercise of				
options (State currency)				Nil		

Description of warrants (Date of expiry - dd/mm/yyyy)		Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
	N/A	N/A	N/A	N/A	N/A	N/A
( / / )   Stock code (if listed)   Class of shares   issuable (Note 1)   Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
<u>2.</u>						
( / / )   Stock code (if listed)   Class of shares   issuable (Note 1)   Subscription price   EGM approval date						
(if applicable) (dd/mm/yyyy) <u>3.</u>	( / /	)				
( / / ) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.	( / /	)				
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
		Tota	(Prefere	nary shares) ence shares) Other class)	N/A N/A N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer issued issuer which may be issued during the month pursuant pursuant thereto as at Currency of Amount at close Converted Amount at thereto close of the amount of preceding during the close of the month Class and description outstanding month month month 1. Convertible Note HK\$ 20,000,000.00 Nil 20,000,000.00 Nil 200,000,000 Stock code (if listed) Class of shares issuable (Note 1) **Ordinary Shares** Subscription price HK\$0.10 AGM approval date (if applicable) (dd/mm/yyyy)) (17/05/2012) 2. N/A N/A N/A N/A N/A N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) / / ) 3. Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) / / ) 4. Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) / / ) ( Total C. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

For Main Board and GEM listed issuers

#### For Main Board and GEM listed issuers

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
Full particular	s including EGM approval date (dd/mm/yyyy),	the month pursuant	as at close of the month
	and class of shares issuable:	thereto	as at close of the month
1. Proposed	issue of the zero coupon convertible notes in the maximum		
principal a	amount of HK\$392,132,500 (subject to adjustment) at the	-	
	n price of HK\$0.108 per share and a maximum number of	-	
1,452,342	2,588 new shares (subject to adjustment) at an issue price	-	
of HK\$0.	108 per share.		
For details	s, please refer to the announcement dated 27 November		
2012			
	Ordinary shares (Note 1)	N/A	N/A
2. N/A			
		_	
		-	
		-	
		-	
	(Note 1)	N/A	N/A
2 31/4			
3. <u>N/A</u>		-	
		-	
		-	
	(Note 1)	N/A	N/A
		11//11	1N/ / <b>1</b>
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
	(Other class)	N/A	

Other Movements in Issued Share Capital

	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of issue		Class of shares issuely				monu
			Class of shares issuable (Note 1)		-		
1.	Rights issue	tate	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A
			Class of shares issuable ( <i>Note 1</i> )		-		
2.	Open offer	tate urrency ———	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A
			Class of shares issuable ( <i>Note 1</i> )	Ordinary			
3.	Placing	tate	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			AGM approval date: (dd/mm/yyyy)	( / /	)		
						N/A	N/A
		 	Class of shares issuable		_		
			(Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)	NT / A	<b>N</b> T / A
						<u>N/A</u>	N/A

No. of new shares No. of of issuer issued new during the month shares of pursuant thereto issuer which may be issued pursuant thereto as at close of the Type of Issue month Class of shares issuable (*Note* 1) ( / / ) State At Issue and allotment 5. Scrip dividend price : currency date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) N/A N/A Class of shares repurchased (Note 1) ( / / ) 6. Repurchase of Cancellation date : shares (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) N/A N/A Class of shares redeemed (Note 1) ( / / ) Redemption of 7. Redemption date : shares (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) N/A N/A Class of shares issuable (Note 1) ( / / ) At State Issue and allotment 8. Consideration issue price : currency date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) N/A N/A

For Main Board and GEM listed issuers

For Main Board and GEM listed issuers

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares issuabl ( <i>Note 1</i> )	le			
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
				Class of shares issuabl ( <i>Note 1</i> )	le			
10.	Other (Please specify)	At price :	State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
				Total E.	(Ordinary (Preference (Othe		s) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Is	sued Sh	are Capital").)

Tricor Tengis Limited
Branch Share Registrar
retary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.