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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of M Dream Inworld Limited (“**Company**”) will be held at 10:30 a.m. on 12 March 2013 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong to consider and, if thought fit, pass the following resolutions, with or without amendments, as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (A) the conditional sale and purchase agreement dated 15 November 2012 (as supplemented and amended by the supplemental agreement dated 11 December 2012) and entered into by and among the Company as purchaser, Access Magic Limited, Ace Source International Limited, Well Peace Global Limited, Wealthy Hope Limited, IDG-Accel China Growth Fund II L.P., IDG-Accel China Investors II L.P. and THL A1 Limited as vendors and Dong Yuguo, Xue Qiushi, Lian Ming and Chen Liang as warrantors in relation to the acquisition (“**Acquisition**”) of the Sale Shares (as defined in the circular of the Company dated 23 February 2013 (“**Circular**”), a copy of which is marked “**A**” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting)(collectively, the “**Acquisition Agreement**”)(a copy of the Acquisition Agreement is marked “**B**” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) and the Acquisition be and are hereby approved, confirmed and ratified;
- (B) subject to completion of the Acquisition, the directors of the Company (“**Directors**”) be and are hereby specifically authorised to allot and issue, credited as fully paid, a maximum of 1,452,342,588 shares of HK\$0.10 each in the share capital of the Company (each, a “**Performance Share**”) in accordance with the terms and conditions of the Acquisition Agreement;

\* *For identification purposes only*

- (C) subject to completion of the Acquisition, the creation and issue of the Convertible Notes (as defined in the Circular) on and subject to the terms and conditions of the Acquisition Agreement be and are hereby approved and the Directors be and are hereby specifically authorised to allot and issue, credited as fully paid, such number of shares of the Company (each, a “**Conversion Share**”) in accordance with the instrument constituting the Convertible Notes (“**Instrument**”, a draft of which marked “**C**” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) upon the exercise of the conversion rights attaching to the Convertible Notes in accordance with the terms and conditions of the Instrument; and
- (D) all other transactions contemplated under the Acquisition Agreement be and are hereby approved and the Directors or a duly authorised committee of the board of Directors be and are/is authorised to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Acquisition Agreement, the allotment and issue of the Performance Shares, the creation and issue of the Convertible Notes and the allotment and issue of the Conversion Shares upon the exercise of the conversion rights attaching to the Convertible Notes in accordance with terms and conditions of the Instrument, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided for in the Acquisition Agreement) as are, in the opinion of the Directors or a duly authorised committee, in the interest of the Company and its shareholders as a whole.”

2. “**THAT**

- (A) the authorised share capital of the Company be increased from HK\$400,000,000 divided into 4,000,000,000 shares of HK\$0.10 each to HK\$800,000,000 divided into 8,000,000,000 shares of HK\$0.10 each (the “**Increase in Authorised Share Capital**”) by the creation of an additional 4,000,000,000 shares of the Company and such shares shall rank pari passu with all existing shares of the Company; and
- (B) any one Director be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in and to give effect to the Increase in Authorised Share Capital.”

On behalf of the Board  
**M Dream Inworld Limited**  
**Chi Chi Hung, Kenneth**  
*Chairman*

Hong Kong, 23 February 2013

*Registered office:*  
P.O. Box 309  
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Cayman Islands  
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*Head Office and Principal Place of  
Business in Hong Kong:*  
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Wings Building  
110–116 Queen’s Road Central  
Central, Hong Kong

*Notes:*

- (1) A member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the extraordinary general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, the form of proxy must be deposited together with (if required by the board of Directors) a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member of the Company from attending in person and voting at the extraordinary general meeting or any adjournment thereof should he so wish.
- (3) Completion and return of an instrument appointing a proxy should not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) As required under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the above resolutions will be decided by way of poll.

*As at the date of this notice, the Board comprises (i) two executive Directors namely, Mr. Chi Chi Hung, Kenneth and Mr. Ng Kay Kwok; and (ii) three independent non-executive Directors namely, Mr. Billy B Ray Tam, Mr. Yu Pak Yan, Peter and Ms. Chan Hoi Ling.*

*This notice, for which the Directors 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, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.*

*This notice will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least seven (7) days from the date of its publication and is available for reference on the website of the Company at <http://www.mdreaminworld.com.hk>.*