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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 AND INCREASE IN AUTHORISED SHARE CAPITAL

The Board is pleased to announce that at the EGM held on 12 March 2013, the ordinary resolutions as set out in the Notice were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) and notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of M Dream Inworld Limited (the “**Company**”) dated 23 February 2013, relating to the Acquisition. 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 12 March 2013, the ordinary resolutions as set out in the Notice were duly passed by the Shareholders by way of poll.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder had a material interest in the Acquisition and was required to be abstained from voting at the EGM in accordance with the GEM Listing Rules.

As at the date of the EGM, there were a total of 1,248,894,324 Shares in issue which entitle the holders thereof to vote for or against at the EGM. There was no Share entitling the holder to attend and vote only against the ordinary resolutions at the EGM.

The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer of the vote-taking at the EGM.

* *For identification purposes only*

The full text of the ordinary resolutions proposed at the EGM were set out in the Notice, a copy of which is set out in the Circular. The poll results were as follows:

Ordinary Resolutions		Number of votes cast (percentage of total number of votes cast)	
		For	Against
1.	To approve the conditional sale and purchase agreement dated 15 November 2012 (as supplemented and amended by the supplemental agreement dated 11 December 2012) and transactions contemplated under such agreement including but not limited to the acquisition of the Sale Shares, the allotment and issue of the Performance Shares, the creation and issue of the Convertible Notes and the allotment and issue of shares of the Company upon the exercise of the conversion rights attaching to the Convertible Notes in accordance with the terms and conditions of the Instrument, and to agree to such variation, amendments or waiver or matters relating thereto.	376,486,153 Shares (100%)	0 Shares (0%)
2.	To approve the increase in the authorised share capital of the Company 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 by the creation of an additional 4,000,000,000 shares of the Company.	376,486,153 Shares (100%)	0 Shares (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 EGM 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 EGM.

INCREASE IN AUTHORISED SHARE CAPITAL

As the ordinary resolution no. 2 as set out in the Notice was duly passed by the Shareholders at the EGM, the authorised share capital of the Company has been increased to HK\$800,000,000 divided into 8,000,000,000 shares of HK\$0.10 each with effect from 12 March 2013.

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

Hong Kong, 12 March 2013

As at the date of this announcement, the Board consists of Mr. Chi Chi Hung, Kenneth and Mr. Ng Kay Kwok being the Executive Directors, 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 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 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.