

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : M Dream Inworld Limited

Stock code (ordinary shares): 8100

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 9 April 2013.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 31 December 2001

Name of Sponsor(s) : N/A

Names of directors : Executive Director
(please distinguish the status of the directors - Executive, Non-Executive or Independent) : Mr. Chi Chi Hung, Kenneth
Mr. Ng Kay Kwok
Non-Executive) :

Independent Non-executive Directors
Mr. Billy B Ray Tam
Mr. Yu Pak Yan, Peter
Ms. Chan Hoi Ling

Name(s) of substantial shareholder(s) : Wise Action Limited ("Wise Action")
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company : 201,260,000 shares (Beneficial owner)
Sino Network Group Limited ("Sino Network")
201,260,000 shares (Interest of a controlled corporation)
Modern Education Group Limited ("Modern Education Group")
201,260,000 shares (Interest of a controlled corporation)
Speedy Harvest Investments Limited ("Speedy Harvest")
201,260,000 shares (Interest of a controlled corporation)
Mr. Ng Kam Lun Eric ("Mr. Ng")
201,260,000 shares (Interest of a controlled corporation)

Note:

Wise Action is wholly and beneficially owned by Sino Network. Sino Network is wholly owned by Modern Education Group. Modern Education Group is approximately 44.96% owned by Speedy Harvest and Speedy Harvest is wholly owned by Mr. Ng. As such, each of Mr. Ng, Speedy Harvest, Modern Education Group and Sino Network was deemed to be interested in all the shares held by Wise Action pursuant to Part XV of the SFO.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	: N/A
Financial year end date	: 31 December
Registered address	: P. O. Box 309, Ugland House Grand Cayman KY1-1104 Cayman Islands
Head office and principal place of business	: Room 515, 5/F, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong
Web-site address (if applicable)	: www.mdreaminworld.com.hk
Share registrar	: Tricor Tengis Limited
Auditors	: Baker Tilly Hong Kong Limited

B. Business activities

The Company together with its subsidiaries is principally engaged in sale of website development, electronic learning products and services.

C. Ordinary shares

Number of ordinary shares in issue	: 1,448,894,324
Par value of ordinary shares in issue	: HK\$0.10
Board lot size (in number of shares)	: 20,000
Name of other stock exchange(s) on which ordinary shares are also listed	: Not Applicable

D. Warrants

Stock code	: N/A
Board lot size	: N/A
Expiry date	: N/A
Exercise price	: N/A

Conversion ratio : N/A
(Not applicable if the warrant is
denominated in dollar value of
conversion right)

No. of warrants
outstanding : N/A

No. of shares falling
to be issued upon the
exercise of outstanding warrants : N/A

E. Other securities

Share Option Scheme

Pursuant to the share option scheme adopted by the Company (the "Scheme") on 24 December 2007, share options to subscribe for up to an aggregate of 6,200,000* shares of the Company ("Shares") were granted by the Company on 19 May 2011, at an exercise price of HK\$0.116* per Share and are exercisable from 20 May 2011 to 19 May 2014. As at the date of this form, all the share options granted under the Scheme remain outstanding.

* Adjusted for share consolidation dated 18 July 2011

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Chi Chi Hung, Kenneth

Ng Kay Kwok

Billy B Ray Tam

Yu Pak Yan, Peter

Chan Hoi Ling