

## FORMS RELATING TO LISTING

### Form F

#### The Growth Enterprise Market (GEM)

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**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 10 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 Directors  
(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) : Ace Source International Limited  
(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 : 296,296,296 Ordinary Shares (Note)  
Note: Ace Source International Limited is a company wholly and beneficially owned by Mr. Xue Qiushi

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, Uglan 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 are principally engaged in sale of website development, electronic learning products and services.

**C. Ordinary shares**

Number of ordinary shares in issue : 2,041,486,915  
 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

Convertible Notes

On 31 March 2013, the zero coupon convertible notes ("**Convertible Notes**") in the aggregate principal amount of HK\$392,132,500 have been created and issued by the Company. The initial conversion price of the Convertible Notes is HK\$0.108 per conversion share (subject to adjustment). As at the date of this form, the Convertible Notes in the aggregate principal amount of HK\$328,132,500 remain outstanding.

**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

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Ng Kay Kwok

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Billy B Ray Tam

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Yu Pak Yan, Peter

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Chan Hoi Ling