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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 26 August 2013 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong to consider and, if thought fit, pass the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (A) the sale and purchase agreement dated 13 June 2013 and entered into by and among Perfect Growth Limited (an indirect wholly-owned subsidiary of the Company) as purchaser and Town Health Corporate Advisory and Investments Limited and Lime Development Limited as vendors in relation to the acquisition (“**Acquisition**”) of the Sale Shares (as defined in the circular of the Company dated 8 August 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)(“**SP Agreement**”)(a copy of the SP Agreement is marked “**B**” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) at an aggregate cash consideration of HK\$79,921,296 and the Acquisition be and are hereby approved, confirmed and ratified; and
- (B) all other transactions contemplated under the SP Agreement be and are hereby approved and the directors of the Company (“**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 SP Agreement 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

* *For identification purposes only*

thereof, which are not fundamentally different from those as provided for in the SP 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.”

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

Hong Kong, 8 August 2013

Registered office:

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10–12 Yuen Shun Circuit
Siu Lek Yuen, Shatin
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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 resolution will be decided by way of poll.

As at the date hereof, the Board consists of Mr. Chi Chi Hung, Kenneth and Mr. Xue Qiushi, 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 “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>.