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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)

CONVERSION OF CONVERTIBLE NOTES

On 25 November 2013, the Company received notices from the Converting Noteholders requesting for the conversion of the Convertible Notes in the aggregate principal amount of HK\$36,000,000 at the Conversion Price of HK\$0.108 per Conversion Share.

Reference is made to the circular of M Dream Inworld Limited (“**Company**”) dated 23 February 2013 (“**Circular**”) in relation to, among other matters, the very substantial acquisition relating to the acquisition of 50.5% of the issued share capital of Apperience Corporation by the Company. Capitalised terms used herein shall have the same meanings as defined in the Circular.

CONVERSION OF CONVERTIBLE NOTES

On 25 November 2013, the Company received notices from Ace Source International Limited (“**Ace Source**”), Well Peace Global Limited (“**Well Peace**”) and Wealthy Hope Limited (“**Wealthy Hope**”, together with Ace Source and Well Peace referred to as the “**Converting Noteholders**”) requesting for the conversion of the Convertible Notes in the aggregate principal amount of HK\$36,000,000 at the Conversion Price of HK\$0.108 per Conversion Share in the following manner:

Names of the Converting Noteholders	Principal amount of the Convertible Notes to be converted	Number of Conversion Shares to be allotted and issued at the Conversion Price of HK\$0.108 per Conversion Share
Ace Source	HK\$30,000,000	277,777,777
Well Peace	HK\$3,000,000	27,777,777
Wealthy Hope	HK\$3,000,000	27,777,777

* For identification purpose only

Terms of the Convertible Notes have been disclosed in the Circular. The Company is expected to allot and issue a total of 333,333,331 Conversion Shares to the Converting Noteholders at the Conversion Price of HK\$0.108 per Conversion Share on or around 29 November 2013. The 333,333,331 Conversion Shares to be issued represent approximately 10.70% of the issued share capital of the Company as enlarged by the allotment and issuance of the 333,333,331 Conversion Shares.

On the assumption that there are no other change in the shareholding structure of the Company before the allotment and issuance of the 333,333,331 Conversion Shares, the issued share capital of the Company will be increased to 3,115,560,984 Shares upon the allotment and issuance of the 333,333,331 Conversion Shares.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

On the assumption that there are no other changes in the shareholding structure of the Company before the allotment and issuance of the 333,333,331 Conversion Shares, the shareholding structure of the Company immediately before and after the issuance and allotment of the 333,333,331 Conversion Shares is set out as follows:

Name of Shareholders	Immediately before the issuance and allotment of the 333,333,331 Conversion Shares		Immediately after the issuance and allotment of the 333,333,331 Conversion Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Access Magic	203,703,703	7.32	203,703,703	6.53
Ace Source	296,296,296	10.65	574,074,073	18.43
Well Peace	46,296,296	1.66	74,074,073	2.38
Wealthy Hope	46,296,296	1.66	74,074,073	2.38
Wise Action Limited	756,815,555	27.21	756,815,555	24.29
Other public Shareholders	<u>1,432,819,507</u>	<u>51.50</u>	<u>1,432,819,507</u>	<u>45.99</u>
Total	<u>2,782,227,653</u>	<u>100.00</u>	<u>3,115,560,984</u>	<u>100.00</u>

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

Hong Kong, 25 November 2013

As at the date of this announcement, 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, Ms. Chan Hoi Ling and Mr. Lam Kit Sun 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 at <http://www.mdreaminworld.com.hk>.