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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)**

**COMPLETION OF PLACING OF SHARES BY RELEVANT  
SHAREHOLDERS  
AND  
CONVERSION OF CONVERTIBLE NOTES**

On 10 December 2013, the Company was informed by the Relevant Shareholders that completion of the Placing took place on 10 December 2013 and an aggregate of 919,540,000 Shares owned by the Relevant Shareholders, representing approximately 29.52% of the issued share capital of the Company as at the date of this announcement, had been placed in full at a price not lower than HK\$0.075 per Share to independent third parties who are not connected persons of the Company or their associates.

After trading hours on 10 December 2013, the Company received notices from the Relevant Shareholders requesting for the conversion of the Convertible Notes in the aggregate principal amount of HK\$125,691,860.375 at the Conversion Price of HK\$0.108 per Conversion Share.

Reference is made to an announcement of M Dream Inworld Limited (“**Company**”) dated 9 December 2013 (“**Announcement**”) in relation to the placing of shares of the Company by Relevant Shareholders and the circular of the 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 Announcement and the Circular.

\* For identification purposes only

## COMPLETION OF PLACING OF SHARES BY RELEVANT SHAREHOLDERS

On 10 December 2013, the Company was informed by the Relevant Shareholders that completion of the Placing took place on 10 December 2013 and an aggregate of 919,540,000 Shares owned by the Relevant Shareholders, representing approximately 29.52% of the issued share capital of the Company as at the date of this announcement, had been placed in full at a price not lower than HK\$0.075 per Share to independent third parties who are not connected persons (within the meaning ascribed thereto under the GEM Listing Rules) of the Company or their associates (within the meaning ascribed thereto under the GEM Listing Rules).

## CONVERSION OF CONVERTIBLE NOTES

After trading hours on 10 December 2013, the Company received notices from the Relevant Shareholders requesting for the conversion of the Convertible Notes in the aggregate principal amount of HK\$125,691,860.375 at the Conversion Price of HK\$0.108 per Conversion Share in the following manner:

<b>Names of the Relevant Shareholders</b>	<b>Principal amount of the Convertible Notes to be converted</b>	<b>Number of Conversion Shares to be allotted and issued at the Conversion Price of HK\$0.108 per Conversion Share</b>
Access Magic	HK\$55,379,506.225	512,773,205
Ace Source	HK\$47,624,561.700	440,968,163
Well Peace	HK\$11,343,896.225	105,036,076
Wealthy Hope	HK\$11,343,896.225	105,036,076

Terms of the Convertible Notes have been disclosed in the Circular. The Company is expected to allot and issue a total of 1,163,813,520 Conversion Shares to the Relevant Shareholders at the Conversion Price HK\$0.108 per Conversion Share on or around 13 December 2013. The 1,163,813,520 Conversion Shares to be issued represent approximately 27.20% of the issued share capital of the Company as enlarged by the allotment and issuance of the 1,163,813,520 Conversion Shares.

On the assumption that there are no other changes in the shareholding structure of the Company before the allotment and issuance of the 1,163,813,520 Conversion Shares, the issued share capital of the Company will be increased to 4,279,374,504 Shares upon the allotment and issuance of the 1,163,813,520 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 1,163,813,520 Conversion Shares, the shareholding structure of the Company immediately before and after the allotment and issuance of the 1,163,813,520 Conversion Shares are set out as follows:

Names of Shareholders	Immediately after the completion of the Placing		Immediately after the allotment and issuance of 1,163,813,520 Conversion Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Access Magic	6,343,703	0.20	519,116,908	12.13
Ace Source ( <i>Note</i> )	14,073	negligible	440,982,236	10.30
Well Peace	14,073	negligible	105,050,149	2.46
Wealthy Hope	14,073	negligible	105,050,149	2.46
Wise Action Limited	756,815,555	24.29	756,815,555	17.68
Placees	919,540,000	29.52	919,540,000	21.49
Other public Shareholders	<u>1,432,819,507</u>	<u>45.99</u>	<u>1,432,819,507</u>	<u>33.48</u>
<b>Total</b>	<b><u>3,115,560,984</u></b>	<b><u>100.00</u></b>	<b><u>4,279,374,504</u></b>	<b><u>100.00</u></b>

*Note:* Ace Source is wholly and beneficially owned by Mr. Xue Qiushi who is an executive director and chief executive officer of the Company.

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

Hong Kong, 10 December 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. 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>.*