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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)

INSIDE INFORMATION: COOPERATION FRAMEWORK AGREEMENT

The Board is pleased to announce that after trading hours on 18 December 2013, Supreme Right, an indirect wholly-owned subsidiary of the Company and Grandeur entered into the Cooperation Framework Agreement.

Pursuant to the Cooperation Framework Agreement, Supreme Right and Grandeur intend to invest a total maximum amount of HK\$10,000,000 to develop the E-commerce Business.

The Board wishes to emphasise that the terms of the Cooperation Framework Agreement only set out the preliminary cooperation intentions of Supreme Right and Grandeur, which does not constitute any substantive right and obligation of the parties to the Cooperation Framework Agreement. The transactions contemplated under the Cooperation Framework Agreement may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

This announcement is made by the Company pursuant to Rule 17.10(2) of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

* For identification purposes only

COOPERATION FRAMEWORK AGREEMENT

The Board is pleased to announce that after trading hours on 18 December 2013, Supreme Right, an indirect wholly-owned subsidiary of the Company, and Grandeur, an indirect wholly-owned subsidiary of Jia Meng, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM (Stock Code: 8101), entered into the Cooperation Framework Agreement.

Pursuant to the Cooperation Framework Agreement, Supreme Right and Grandeur intend to invest a total maximum amount of HK\$10,000,000 to develop the E-commerce Business.

Pursuant to the Cooperation Framework Agreement, Supreme Right and Grandeur intend to cooperate as follows:

1. Supreme Right shall establish a platform for the E-commerce Business and to provide the relevant technical support and consultancy services; and
2. Grandeur shall provide Jia Meng Group's mattress and soft bed products to the E-commerce Business for the purpose of sale.

Supreme Right and Grandeur will carry out preliminary due diligence on the subject matters of the Cooperation Framework Agreement.

Supreme Right and Grandeur will enter into a formal cooperative agreement to set out definitive terms of cooperation between the parties, such as rights and obligations, investment amount, cost allocation and profit distribution, within 3 months after the completion of the preliminary due diligence.

If the preliminary due diligence is not completed before 18 March 2014, the Cooperation Framework Agreement will be terminated.

INFORMATION ABOUT THE GROUP

The Group is principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement and (ii) the provision of website development, electronic learning products and services.

GENERAL

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Grandeur and its ultimate beneficial owners are Independent Third Parties.

The Board wishes to emphasise that the terms of the Cooperation Framework Agreement only set out the preliminary cooperation intentions of Supreme Right and Grandeur, which does not constitute any substantive right and obligation of the parties to the Cooperation Framework Agreement and no legally binding agreement in relation to the Cooperation Framework Agreement has been entered into by the Group with any party as at the date of this announcement (save for certain provisions relating to confidentiality, notices, costs,

lapse of agreement and governing law under the Cooperation Framework Agreement). The transactions contemplated under the Cooperation Framework Agreement may or may not proceed.

The transactions contemplated under the Cooperation Framework Agreement, if materialised, may constitute notifiable transactions of the Company for the purpose of the GEM Listing Rules. Further announcement(s) in relation to such transactions will be made by the Company as and when appropriate in compliance with the GEM Listing Rules.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“Board”	the board of Directors
“Company”	M Dream Inworld Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Cooperation Framework Agreement”	the cooperation framework agreement dated 18 December 2013 entered into between Supreme Right and Grandeur
“Director(s)”	director(s) of the Company
“E-commerce Business”	the B2C (business-to-customer) electronic commerce business of selling Jia Meng Group’s mattress and soft bed products to consumers online
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Grandeur”	Grandeur Industries Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of Jia Meng
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Parties”	third parties independent of the Company and its connected persons and their respective associates (within the meaning of the GEM Listing Rules)

“Jia Meng”	Jia Meng Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM (Stock Code: 8101)
“Jia Meng Group”	Jia Meng and its subsidiaries
“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supreme Right”	Supreme Right Development Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company

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

Hong Kong, 18 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>.