

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



M DREAM INWORLD LIMITED

聯夢活力世界有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8100)

UNUSUAL SHARE PRICE AND TRADING VOLUME MOVEMENTS

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) pursuant to Rule 17.11 of the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange.

This announcement is also made pursuant to the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”) and Rule 17.10 of the GEM Listing Rules.

The board of directors (“**Board**”) of M Dream Inworld Limited (“**Company**”, together with its subsidiaries, “**Group**”) has noted the increase in the share price and trading volume of the shares of the Company on 7 March 2014. Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Board confirms that it is not aware of any reasons for such share price and trading volume movements or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the SFO save for the various proposals and the Expected Consolidated Loss (as defined below) referred to below.

The Board wishes to announce that currently the Group is preliminarily considering, or has started preliminary discussions with various parties for, the following proposals:

- (i) Proposal 1 — the Company is in preliminary negotiation with certain independent third parties for a possible acquisition of interests in a private company which, together with its subsidiaries, is principally engaged in insurance brokerage business; and
- (ii) Proposal 2 — the Company is in preliminary negotiation with certain independent third parties for a possible acquisition of interests in a private company which, together with its subsidiaries, is principally engaged in the provision of corporate finance advisory services and the carrying on of business in a type of regulated activity under the SFO.

* *For identification purposes only*

As at the date of this announcement, no definitive agreement has been entered into by the Group with any party regarding any of the above proposals. In case any of the transactions contemplated under the above proposals materialises, such transaction(s) may constitute notifiable transaction(s) for the Company under Chapter 19 of the GEM Listing Rules and the Company will comply with the applicable requirements as and when necessary.

The Board announced in a profit warning announcement of the Company dated 7 March 2014 that based on the unaudited financial information of the Company currently available, the Company expects that the unaudited consolidated loss attributable to the equity shareholders of the Company for the year ended 31 December 2013 may be significantly higher than that for the corresponding period in 2012 (“**Expected Consolidated Loss**”). Please refer to the profit warning announcement for further details and causes of the Expected Consolidated Loss.

In addition to the proposals disclosed above, the Group has also entered into the following agreements recently:

- (i) a cooperation framework agreement with Grandeur Industries Limited (“**Grandeur**”), an indirect wholly-owned subsidiary of Jia Meng Holdings Limited (“**Jia Meng**”) (a company whose shares are listed on GEM (Stock Code: 8101)), in relation to the investment of a total maximum amount of HK\$10 million by the Group and Grandeur to develop business-to-customer electronic commerce business of selling mattress and soft-beds produced by Jia Meng and its subsidiaries to customers online. The cooperation framework agreement was entered into on 18 December 2013 and details of which were disclosed in an announcement of the Company of even date; and
- (ii) a sale and purchase agreement in relation to the acquisition of 100% of the issued share capital of a private company incorporated in Hong Kong and licensed to carry on business in Type 1 (dealing in securities) regulated activity under the SFO (subject to conditions imposed) at a consideration of HK\$6 million (subject to adjustment). The sale and purchase agreement was entered into on 5 February 2014 and details of which were disclosed in an announcement of the Company of even date.

As at the date of this announcement, the above transactions have not yet been completed.

Shareholders of the Company and potential investors are advised to exercise caution in dealing in the securities of the Company.

This announcement is made by the order of the Company. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

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

Hong Kong, 7 March 2014

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. Lam Kit Sun, Mr. Yip Chi Fai Stevens and Ms. Xiao Yiming 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 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>.