

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)

JIA MENG HOLDINGS LIMITED

家夢控股有限公司

*(Incorporated in the Cayman Islands
with limited liability)*

(Stock Code: 8101)

JOINT ANNOUNCEMENT

VOLUNTARY ANNOUNCEMENT: UPDATE ON THE COOPERATION BETWEEN SUPREME RIGHT AND GRANDEUR

The boards of directors of each of M Dream and Jia Meng are pleased to announce that after trading hours on 12 March 2014, Supreme Right (an indirect wholly-owned subsidiary of M Dream) and Grandeur (an indirect wholly-owned subsidiary of Jia Meng) entered into the Service Agreement, in relation to the provision of IT services by Supreme Right for developing, operating and maintaining the online platform for Grandeur's B2C (business-to-customer) electronic commerce business of selling soft bedding products.

Reference is made to the announcement of M Dream dated 18 December 2013 and the announcement of Jia Meng dated 18 December 2013 respectively regarding the Cooperation Framework Agreement entered into between Supreme Right (an indirect wholly-owned subsidiary of M Dream) and Grandeur (an indirect wholly-owned subsidiary of Jia Meng) for the cooperation of developing the B2C (business-to-customer) electronic commerce business.

Subsequent to further negotiation between Supreme Right and Grandeur, the boards of directors of each of M Dream and Jia Meng are pleased to announce that after trading hours on 12 March 2014, Supreme Right and Grandeur, entered into the Service Agreement, in relation to the provision of IT services by Supreme Right for developing, operating and maintaining the online platform for Grandeur's B2C (business-to-customer) electronic commerce business of selling soft bedding products.

* *For identification purposes only*

SERVICE AGREEMENT

The following are the salient terms of the Service Agreement:

1. Supreme Right shall provide the services of (i) developing the online platform for Grandeur for its B2C (business-to-customer) electronic commerce business of selling the soft bedding products identified by Grandeur; and (ii) arranging for provision of services for operating and maintaining the online platform for the service term of one year from the date of signing of the Service Agreement;
2. Grandeur shall be responsible for manufacturing, supplying, packaging and delivery of the soft bedding products directly to the customers after placement of orders on the online platform; and
3. Grandeur shall pay to Supreme Right (i) a lump sum of HK\$500,000; and (ii) a sum which shall be equal to 5% of the proceeds of sales generated on the online platform for each calendar month.

The directors of M Dream consider that the cooperation with Grandeur under the Service Agreement offers an opportunity to tap into the electronic commerce business and broaden its income base. The directors of Jia Meng consider that the Service Agreement allows Jia Meng Group to venture B2C (business-to-customer) electronic commerce business and to create an additional channel for the sales of Jia Meng Group's soft bedding products.

M Dream Group and Jia Meng Group, through the entering into the Service Agreement, will enable both groups to share their expertises in exposing to the electronic commerce business by way of selling the soft bedding products with a view to bringing more returns to the M Dream Shareholders and the Jia Meng Shareholders.

The directors of M Dream are of the view that the terms of the Service Agreement are on normal commercial terms and are fair and reasonable and in the interests of the M Dream Group and the M Dream Shareholders as a whole.

The directors of Jia Meng are of the view that the terms of the Service Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Jia Meng Group and the Jia Meng Shareholders as a whole.

INFORMATION ABOUT M DREAM GROUP AND JIA MENG GROUP

The M Dream 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.

The Jia Meng Group is principally engaged in the design, manufacture and sale of mattress and soft bed products in the People's Republic of China and export mattress to overseas markets.

GENERAL

The transaction contemplated under the Service Agreement does not constitute a notifiable transaction for each of M Dream and Jia Meng for the purpose of Chapter 19 of the GEM Listing Rules, nor does it constitute connected transaction under Chapter 20 of the GEM Listing Rules.

DEFINITIONS

In this announcement, the following expression shall, unless the context requires otherwise, have the following meanings:

“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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Jia Meng”	Jia Meng Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the GEM (Stock Code: 8101)
“Jia Meng Group”	Jia Meng and its subsidiaries
“Jia Meng Shareholders”	shareholders of Jia Meng
“M Dream Group”	M Dream and its subsidiaries
“M Dream Shareholders”	shareholders of M Dream
“Service Agreement”	the service agreement dated 12 March 2014 entered into between Supreme Right and Grandeur
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supreme Right”	Supreme Right Development Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of M Dream
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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

On behalf of the Board
Jia Meng Holdings Limited
Tse Woon Mo, William
Chairman

Hong Kong, 12 March 2014

As at the date of this announcement, the board of directors of M Dream comprises Mr. Chi Chi Hung, Kenneth and Mr. Xue Qiushi being the executive directors of M Dream, and Mr. Lam Kit Sun, Mr. Yip Chi Fai Stevens and Ms. Xiao Yiming being the independent non-executive directors of M Dream.

As at the date of this announcement, the executive directors of Jia Meng are Mr. Tse Woon Mo, William and Mr. Chan Wing Kit; and the independent non-executive directors of Jia Meng are Mr. Ng Yat Cheung, Mr. Zhu Xiaobing and Mr. Chan Wai Cheung, Admiral.

This announcement, for which the directors of M Dream collectively and individually accept full responsibility, includes particulars given in the compliance with the GEM Listing Rules for the purpose of giving information with regard to M Dream. The directors of M Dream, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information with regard to M Dream contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters with regard to M Dream the omission of which would make any statement herein or this announcement misleading.

This announcement, for which the directors of Jia Meng collectively and individually accept full responsibility, includes particulars given in the compliance with the GEM Listing Rules for the purpose of giving information with regard to Jia Meng. The directors of Jia Meng, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information with regard to Jia Meng contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters with regard to Jia Meng 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 a minimum period of seven days from the date of its publication and on the websites of M Dream and Jia Meng at <http://www.mdreaminworld.com.hk>. and www.jmbedding.com respectively.