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## **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)**

### **PLACING OF SHARES BY SHAREHOLDERS AND ISSUE OF PERFORMANCE SHARES**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Company was informed, after trading hours on 20 May 2014, by the Relevant Shareholders that each of them had entered into a Placing Agreement on 20 May 2014 with the Placing Agent, for the Placing, on a best effort basis, of Shares owned by the Relevant Shareholders, in an aggregate maximum number of 1,170,199,442, at a price not lower than HK\$0.07 per Share.

As informed by the Relevant Shareholders, the Placing is unconditional and the period for the Placing is from the date of the Placing Agreement to 29 May 2014 (both days inclusive).

Provided that the 1,170,199,442 Shares are placed in full on or before 29 May 2014 under the Placing, the Company will allot and issue the 715,522,718 Tranche I Performance Shares, credited as fully paid, to the Vendors, which include the Relevant Shareholders, IDG-Accel, IDG-Accel Investors and THL which is a subsidiary of Tencent Holdings Limited, on or around 6 June 2014. Upon allotment and issue of the Tranche I Performance Shares and assuming that the Placing is completed in full and there are no other changes in the issued share capital of the Company, the Tranche I Performance Shares to be allotted and issued to the Vendors will represent approximately 12.68% of the issued share capital of the Company as enlarged by the allotment and issue of the Tranche I Performance Shares.

\* For identification purpose only

## PLACING OF SHARES BY SHAREHOLDERS

This announcement is made by M Dream Inworld Limited (“**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (“**SFO**”)(Chapter 571, the Laws of Hong Kong).

The Company was informed, after trading hours on 20 May 2014, by four shareholders of the Company (“**Shareholders**”), namely Access Magic Limited (“**Access Magic**”), Ace Source International Limited (“**Ace Source**”), Well Peace Global Limited (“**Well Peace**”) and Wealthy Hope Limited (“**Wealthy Hope**”, together with Access Magic, Ace Source and Well Peace referred to as the “**Relevant Shareholders**”), that each of the Relevant Shareholders had entered into a placing agreement (“**Placing Agreement**”) on 20 May 2014 with Fordjoy Securities and Futures Limited, an independent placing agent (“**Placing Agent**”), for the placing (“**Placing**”), on a best effort basis, of ordinary shares of HK\$0.10 each in the share capital of the Company (“**Shares**”, each a “**Share**”) owned by the Relevant Shareholders, in an aggregate maximum number of 1,170,199,442, at a price not lower than HK\$0.07 per Share in the proportion set out below:

<b>Name of the Relevant Shareholders</b>	<b>Maximum number of Shares to be placed</b>
Access Magic	519,116,908
Ace Source ( <i>Note</i> )	440,982,236
Well Peace	105,050,149
Wealthy Hope	<u>105,050,149</u>
<b>Total</b>	<b><u><u>1,170,199,442</u></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.*

As informed by the Relevant Shareholders, the Placing is unconditional and the period for the Placing is from the date of the Placing Agreement to 29 May 2014 (both days inclusive). The maximum number of 1,170,199,442 Shares to be placed by the Placing Agent for and on behalf of the Relevant Shareholders represented approximately 23.75% of the issued share capital of the Company as at the date of this announcement.

## ISSUE OF PERFORMANCE SHARES

Reference is made to the circular of the Company dated 23 February 2013 (“**Circular**”) in relation to the acquisition of 50.5% of the issued share capital of Apperience (“**Acquisition**”) and the announcement of the Company dated 19 May 2014 (“**Announcement**”) in relation to the issue of the Tranche I Performance Shares to the Vendors, which include the Relevant Shareholders, IDG-Accel, IDG-Accel Investors and THL which is a subsidiary of Tencent Holdings Limited. Capitalised terms used in this announcement shall have the same meaning as defined in the Circular and the Announcement.

As disclosed in the Announcement, the Company will allot and issue the 715,522,718 Tranche I Performance Shares, credited as fully paid, to the Vendors as and when appropriate. Provided that the 1,170,199,442 Shares are placed in full on or before 29 May 2014 under the Placing, the Company will allot and issue the 715,522,718 Tranche I Performance Shares, credited as fully paid, to the Vendors on or around 6 June 2014. Upon allotment and issue of the Tranche I Performance Shares and assuming that the Placing is completed in full and there are no other changes in the issued share capital of the Company, the Tranche I Performance Shares to be allotted and issued to the Vendors will represent approximately 12.68% of the issued share capital of the Company as enlarged by the allotment and issue of the Tranche I Performance Shares.

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

Hong Kong, 20 May 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](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>.*