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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)**

### **COMPLETION OF 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.

On 21 May 2014, the Company was informed by the Relevant Shareholders that completion of the Placing took place on 21 May 2014 and an aggregate of 1,170,199,442 Shares owned by the Relevant Shareholders have been placed in full at a price of HK\$0.07 per Share to placees who and whose ultimate beneficial owners are third parties independent of the Company and not connected with any of the connected persons of the Company or their respective associates.

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 6 June 2014.

\* For identification purposes only

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).

Reference is made to an announcement of the Company dated 19 May 2014 (“**First Announcement**”) in relation to the issue of the Tranche I Performance Shares and an announcement of the Company dated 20 May 2014 (“**Second Announcement**”) in relation to the placing of shares by the Relevant Shareholders and the issue of the Tranche I Performance Shares by the Company. Capitalised terms used herein shall have the same meanings as defined in the First Announcement and the Second Announcement.

### **COMPLETION OF PLACING OF SHARES BY SHAREHOLDERS**

On 21 May 2014, the Company was informed by the Relevant Shareholders that completion of the Placing took place on 21 May 2014 and an aggregate of 1,170,199,442 Shares owned by the Relevant Shareholders have been placed in full at a price of HK\$0.07 per Share to places who and whose ultimate beneficial owners are third parties independent of the Company and not connected with any of the connected persons (within the meaning ascribed thereto under the GEM Listing Rules) of the Company or their respective associates (within the meaning ascribed thereto under the GEM Listing Rules).

### **ISSUE OF PERFORMANCE SHARES**

As disclosed in the Second Announcement, as the 1,170,199,442 Shares have been placed in full 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 6 June 2014.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately before the completion of the Placing; (ii) immediately after the completion of the Placing; and (iii) immediately after the allotment and issue of the 715,522,718 Tranche I Performance Shares on 6 June 2014 (assuming that there are no other changes in the issued share capital of the Company for the period from the completion of the Placing to the allotment and issue of 715,522,718 Tranche I Performance Shares):

Name of Shareholders	(i) Immediately before the completion of the Placing		(ii) Immediately after the completion of the Placing		(iii) Immediately after the allotment and issue of the 715,522,718 Tranche I Performance Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Access Magic	519,116,908	10.54%	—	—	141,194,098	2.50%
Ace Source <i>(Note)</i>	440,982,236	8.95%	—	—	200,031,531	3.55%
Well Peace	105,050,149	2.13%	—	—	35,296,736	0.62%
Wealthy Hope	105,050,149	2.13%	—	—	35,296,736	0.62%
IDG-Accel	—	—	—	—	252,665,382	4.48%
IDG-Accel Investors	—	—	—	—	20,664,296	0.37%
THL	—	—	—	—	30,373,939	0.54%
Wise Action Limited	409,607,915	8.32%	409,607,915	8.32%	409,607,915	7.26%
Placees	—	—	1,170,199,442	23.75%	1,170,199,442	20.74%
Other public Shareholders	<u>3,345,813,578</u>	<u>67.93%</u>	<u>3,345,813,578</u>	<u>67.93%</u>	<u>3,345,813,578</u>	<u>59.32%</u>
<b>Total:</b>	<b><u>4,925,620,935</u></b>	<b><u>100%</u></b>	<b><u>4,925,620,935</u></b>	<b><u>100%</u></b>	<b><u>5,641,143,653</u></b>	<b><u>100%</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 of  
**M Dream Inworld Limited**  
**Chi Chi Hung, Kenneth**  
*Chairman*

Hong Kong, 21 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>.*