

## FORMS RELATING TO LISTING

### Form F

#### The Growth Enterprise Market (GEM)

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name:** M Dream Inworld Limited

**Stock code (ordinary shares):** 8100

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 18 July 2014.

#### **A. General**

Place of incorporation : Incorporated in Cayman Islands and continued in Bermuda

Date of initial listing on GEM : 31 December 2001

Name of Sponsor(s) : N/A

Names of directors : Executive Directors  
(please distinguish the status of the directors - Executive, Non-Executive or Independent) : Mr. Kuang Hao Kun Giovanni  
Mr. Xue Qiushi  
Non-Executive) :

Independent Non-executive Directors  
Mr. Lam Kit Sun  
Mr. Yip Chi Fai Stevens  
Ms. Xiao Yiming

Name(s) of substantial shareholder(s)  
(as such term is defined in rule 1.01 of the  
GEM Listing Rules) and their respective : N/A  
interests in the ordinary shares and other  
securities of the Company

Name(s) of company(ies) listed on GEM  
or the Main Board of the Stock Exchange  
within the same group as the Company : N/A

Financial year end date : 31 December

Registered address : Clarendon House ,  
2 Church Street,  
Hamilton HM 11,  
Bermuda

Head office and principal  
place of business : Room 515, 5/F, Town Health Technology Centre,  
10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin,  
New Territories, Hong Kong

Web-site address (if applicable) : www.mdreaminworld.com.hk

Share registrar : Tricor Tengis Limited

Auditors : RSM Nelson Wheeler

**B. Business activities**

The Company together with its subsidiaries are principally engaged in (i) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement, (ii) provision of website development services, electronic learning products and services, (iii) investment in securities and (iv) money lending business.

**C. Ordinary shares**

Number of ordinary  
shares in issue : 1,410,285,913

Par value of ordinary shares in issue : HK\$0.01

Board lot size (in number of shares) : 20,000

Name of other stock exchange(s) on which  
ordinary shares are also listed : Not Applicable

<b>D.</b>	<b>Warrants</b>
Stock code	: N/A
Board lot size	: N/A
Expiry date	: N/A
Exercise price	: N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	: N/A
No. of warrants outstanding	: N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	: N/A

**E. Other securities**

Convertible Note

On 31 March 2013, the zero coupon convertible notes (“**Convertible Notes**”) in the aggregate principal amount of HK\$392,132,500 have been created and issued by the Company. The initial conversion price of the Convertible Notes is HK\$0.108 per conversion share (subject to adjustment). As a result of the capital reorganization approved by the special general meeting of the Company on 17 July 2014, the conversion price of the Convertible Notes has been adjusted to HK\$0.432 per conversion share (subject to further adjustment) and the number of shares of the Company to be allotted and issued upon the exercise of the conversion rights has been adjusted to 38,532,464 shares (subject to further adjustment) with effect from 18 July 2014. As at the date of this form, the Convertible Notes in the aggregate principal amount of HK\$16,646,024.625 remain outstanding.

**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Kuang Hao Kun Giovanni

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Xue Qiushi

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Lam Kit Sun

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Yip Chi Fai Stevens

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Xiao Yiming