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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)

INSIDE INFORMATION: MOU REGARDING THE PROPOSED BUSINESS CO-OPERATION AND PROPOSED ACQUISITION

The Board is pleased to announce that after trading hours on 6 August 2014, the Company and the Target entered into a MOU in relation to the proposed co-operation between the Group and the Target.

Pursuant to the MOU, the Group and the Target intend to invest a total maximum amount of HK\$10,000,000 to develop the Proposed Businesses. The Company also intends to acquire shares of the Target by itself or through its subsidiary. The manner of investment and the consideration for the intended acquisition are subject to the negotiation between the parties.

The Board wishes to emphasise that the terms of the MOU only set out the preliminary cooperation intentions of the Company and the Target, which does not constitute any substantive rights and obligations of the parties to the MOU. The transactions contemplated under the MOU may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

This announcement is made by the Company pursuant to Rule 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

* For identification purposes only

THE MOU

The Board is pleased to announce that after trading hours on 6 August 2014, the Company and the Target entered into a MOU in relation to the proposed co-operation between the Group and the Target.

Principal terms of the MOU

Pursuant to the MOU, the Group and the Target propose to co-operate and explore opportunities for the following businesses (“**Proposed Businesses**”):

- (i) development of a mobile phone application (“**Mobile Phone Application**”) which is used for financial planning, formulating retirement pension benefits and calculating retirement age and wealth index; and
- (ii) development of the sales and marketing network for insurance investment linked products using the Mobile Phone Application.

The Company and the Target will carry out preliminary feasibility analysis and research on the Proposed Businesses and the parties will negotiate with each other in good faith with the aim to agree upon and enter into a formal co-operation agreement (“**Formal Co-operation Agreement**”) to set out the definitive terms of the co-operation in connection with the Proposed Businesses within 60 days after completion of the preliminary feasibility analysis and research (or such later date as the parties may agree in writing) (“**Long Stop Date**”).

In addition, each of the parties agrees that from the date of signing of the MOU to the Long Stop Date, it shall not, directly or indirectly, whether by itself or through any of its directors, officers, employees, shareholders, agents or representatives, negotiate with, or in any form, discuss with, any third party in regard to the Proposed Businesses unless the MOU is terminated prior to the Long Stop Date.

The MOU will be terminated upon the occurrence of the earliest of the following events: (i) the parties mutually agree in writing to terminate the MOU; (ii) the preliminary feasibility analysis and research is not completed on or before 31 October 2014 (or such later date as the parties may agree in writing); (iii) the Long Stop Date is expired; or (iv) a Formal Co-operation Agreement is entered into by the parties.

Intended investment in the Proposed Businesses and intended acquisition of the Target

Pursuant to the MOU, the Group and the Target intend to invest a total maximum amount of HK\$10,000,000 to develop the Proposed Businesses. The manner of investment is subject to the negotiation between the parties.

The Company also intends to acquire shares of the Target by itself or through its subsidiary. The number of shares the Company intends to acquire from the Target and the consideration therefor are subject to the negotiation by the parties.

INFORMATION ABOUT THE GROUP AND THE TARGET

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

The Target is principally engaged in the provision of wealth management consulting services and insurance brokerage services. To the best of the Director's knowledge, information and belief and having made all reasonable enquiries, the Target and its ultimate beneficial owners are Independent Third Parties.

GENERAL

The Company has acquired a company in April 2014 which is currently operating as a trading platform for a wide range of insurance-related products, pension schemes and retirement plans (“**Products**”). Further details of such acquisition are set out in the announcements of the Company dated 28 March 2014 and 2 April 2014.

Subject to the entering into of the Formal Co-operation Agreement, it is currently intended that the Mobile Phone Application will be developed to enable the users to calculate their respective retirement age and wealth index, as well as assessing their respective current and future financial position. This also enables the users to envisage their respective own retirement plan at a preliminary stage, which is a more economical approach for wealth management and financial planning.

In addition, the Mobile Phone Application will provide a platform for launching the promotion advertisements and marketing information for the Products. The Mobile Phone Application can effectively facilitate the sales and marketing of the Products. The Group believes that the entering into of the MOU will provide an opportunity of developing the sales of the Products through the Mobile Phone Application. The Group also believes that mobile internet marketing will enable the Group to build relations with mass potential customers through low-cost communication with Mobile Phone Application.

The Board wishes to emphasise that the terms of the MOU only set out the preliminary cooperation intentions of the Company and the Target, which does not constitute any substantive rights and obligations of the parties to the MOU and no legally binding agreement in relation to the MOU has been entered into by the Group with any party as at the date of this announcement (save for certain provisions relating to confidentiality, exclusivity, lapse of agreement, costs and governing law under the MOU). The transactions contemplated under the MOU may or may not proceed.

The transactions contemplated under the MOU, if materialised, may or may not constitute notifiable transaction(s) of the Company for the purpose of the GEM Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

“Board”	the board of Directors
“Company”	M Dream Inworld Limited, a company incorporated in Cayman Islands and continued in Bermuda with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	third parties independent of the Company and connected persons and their respective associates (within the meaning of the GEM Listing Rules)
“MOU”	the memorandum of understanding dated 6 August 2014 entered into between the Company and the Target in relation to the proposed cooperation regarding the Proposed Businesses
“Share(s)”	the ordinary shares of HK\$0.01 each in the issued share capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“Target”	a company incorporated in Hong Kong with limited liability which is principally engaged in the provision of wealth management consulting services and insurance brokerage services

On behalf of the Board of
M Dream Inworld Limited
Kuang Hao Kun Giovanni
Chairman

Hong Kong, 6 August 2014

As at the date of this announcement, the Board consists of two Executive Directors, namely Mr. Kuang Hao Kun Giovanni and Mr. Xue Qiushi; and three Independent Non-Executive Directors, namely Mr. Lam Kit Sun, Mr. Yip Chi Fai Stevens and Ms. Xiao Yiming.

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>.