

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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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 12 August 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) : DX.com Holdings Limited (Beneficial owner)
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company : 186,046,500 Ordinary Shares
(11.65% of shares)

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) website development services, e-learning products and services, (iii) investment in securities, (iv) money lending business and (v) provision of insurance and MPF schemes brokerage business.

C. Ordinary shares

Number of ordinary
shares in issue : 1,596,332,413

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

D.	Warrants
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:

Kuang Hao Kun Giovanni

Xue Qiushi

Lam Kit Sun

Yip Chi Fai Stevens

Xiao Yiming