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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 EXISTING SHARES BY SHAREHOLDERS

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 19 August 2014, by the Relevant Shareholders that each of them had entered into a Placing Agreement on 19 August 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 102,954,775, at a price not lower than HK\$0.17 per Share.

As informed by the Relevant Shareholders, the Placing is unconditional and the period for the Placing is from 20 August 2014 to 26 August 2014 (both days inclusive).

The Placing Shares represent approximately 6.45% of the issued share capital of the Company as at the date of this announcement. Assuming all the 102,954,775 Placing Shares are placed by the Placing Agent, upon completion of the Placing, the Relevant Shareholders shall cease to hold any Shares in the Company.

* For identification purposes only

PLACING OF EXISTING 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 19 August 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, collectively referred to as the “**Relevant Shareholders**”), that each of the Relevant Shareholders had entered into a placing agreement (“**Placing Agreement**”) on 19 August 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\$0.01 each in the share capital of the Company (“**Shares**“, each a “**Share**”) owned by the Relevant Shareholders, in an aggregate maximum number of 102,954,775 (“**Placing Shares**”), at a price not lower than HK\$0.17 per Share in the proportion set out below:

Name of the Relevant Shareholders	Maximum number of Shares to be placed
Access Magic	35,298,524
Ace Source (<i>Note</i>)	50,007,883
Well Peace	8,824,184
Wealthy Hope	<u>8,824,184</u>
Total	<u>102,954,775</u>

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 20 August 2014 to 26 August 2014 (both days inclusive). The maximum number of 102,954,775 Placing Shares to be placed by the Placing Agent for and on behalf of the Relevant Shareholders represented approximately 6.45% of the issued share capital of the Company as at the date of this announcement. Assuming all the 102,954,775 Placing Shares are placed by the Placing Agent, upon completion of the Placing, the Relevant Shareholders shall cease to hold any Shares in the Company.

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

Hong Kong, 19 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 www.mdreaminworld.com.hk.