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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 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.

On 21 August 2014, the Company was informed by the Relevant Shareholders that the Placing Agent has procured the Placees to purchase an aggregate of 102,954,775 Shares owned by the Relevant Shareholders at a price of HK\$0.17 per Share. Each of the Placees and their respective ultimate beneficial owners (where applicable) are third parties independent of the Company and not connected with any of the connected persons of the Company or their respective associates (as defined in the GEM Listing Rules).

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 August 2014 (“**Announcement**”) in relation to the placing of Shares owned by the Relevant Shareholders. Capitalised terms used herein shall have the same meanings as defined in the Announcement.

* For identification purposes only

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None of the Placees shall become a substantial shareholder (as defined in the GEM Listing Rules) of the Company upon completion of the Placing.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) immediately before the Placing; and (ii) immediately after the completion of the Placing (on the assumption that there are no other changes in the issued share capital of the Company for the period from the date immediately before the Placing to the completion of the Placing):

Name of Shareholders	(i) Immediately before the Placing		(ii) Immediately after the completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Access Magic	35,298,524	2.21%	—	—
Ace Source (<i>Note</i>)	50,007,883	3.14%	—	—
Well Peace	8,824,184	0.55%	—	—
Wealthy Hope	8,824,184	0.55%	—	—
IDG-Accel China Growth Fund II L.P.	63,166,345	3.96%	63,166,345	3.96%
IDG-Accel China Investors II L.P.	5,166,074	0.32%	5,166,074	0.32%
THL A1 Limited	7,593,484	0.48%	7,593,484	0.48%
Wise Action Limited	102,401,978	6.41%	102,401,978	6.41%
DX.com Holdings Limited	186,046,500	11.65%	186,046,500	11.65%
Placees	—	—	102,954,775	6.45%
Other public Shareholders	<u>1,129,003,257</u>	<u>70.73%</u>	<u>1,129,003,257</u>	<u>70.73%</u>
Total:	<u>1,596,332,413</u>	<u>100%</u>	<u>1,596,332,413</u>	<u>100%</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.

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

Hong Kong, 21 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.