

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in M Dream Inworld Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at 11:00 a.m. on Wednesday, 15 October 2014 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong is set out on pages 6 to 8 of this circular. A form of proxy for use by the shareholders at the SGM is enclosed herein.

Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for seven days from the date of its publication and on the Company’s website at www.mdreaminworld.com.hk.

* *For identification purposes only*

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Change of Company Name”	the change of the English name of the Company from “M Dream Inworld Limited” to “GET Holdings Limited” and the adoption of “智易控股有限公司” as the new Chinese name of the Company to replace “聯夢活力世界有限公司” for identification purposes only
“Company”	M Dream Inworld Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued 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
“Latest Practicable Date”	15 September 2014, being the latest practicable date before the printing of this circular for the purpose of ascertaining certain information contained herein
“SGM”	the special general meeting of the Company convened to be held at 11:00 a.m. on Wednesday, 15 October 2014 for the Shareholders to consider and, if thought fit, approve the Change of Company Name, the notice of which is set out on pages 6 to 8 of this circular
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Kuang Hao Kun Giovanni (*Chairman*)
Mr. Xue Qiushi (*Chief Executive Officer*)

Independent non-executive Directors:

Mr. Lam Kit Sun
Mr. Yip Chi Fai Stevens
Ms. Xiao Yiming

Registered office:

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

*Head office and principal place
of business in Hong Kong:*

Room 515, 5/F
Town Health Technology Centre
10–12 Yuen Shun Circuit
Siu Lek Yuen, Shatin
New Territories
Hong Kong

19 September 2014

To the Shareholders

Dear Sir or Madam,

CHANGE OF COMPANY NAME

INTRODUCTION

Reference is made to the announcement of the Company dated 2 September 2014 in relation to the Change of Company Name. At the forthcoming SGM, a special resolution will be proposed to seek the Shareholders' approval for the Change of Company Name. The purpose of this circular is to provide you with information in respect of the special resolution to be proposed at the SGM regarding the Change of Company Name and to give you notice of the SGM.

* *For identification purposes only*

LETTER FROM THE BOARD

CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “M Dream Inworld Limited” to “GET Holdings Limited” and to adopt “智易控股有限公司” as the new Chinese name of the Company to replace “聯夢活力世界有限公司” for identification purposes only.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will be subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders at the SGM to approve the Change of Company Name; and
- (2) the Registrar of Companies in Bermuda approving the change of English name of the Company.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of registration as set out in the certificate of incorporation on change of name of the Company. The Company will then carry out the necessary filing procedures with the Companies Registry of Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

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

On 2 April 2014, the Group completed an acquisition of 100% of issued share capital of GET Mdream Wealth Management Limited (“**GET Mdream**”) (formerly known as Anvick Investment Advisory Limited), a company incorporated in Hong Kong and is principally engaged in insurance and MPF schemes brokerage business in Hong Kong. Details of the acquisition of GET Mdream were set out in the Company’s announcements dated 28 March 2014 and 2 April 2014. On 7 July 2014, GET Mdream entered into a subscription agreement (“**Subscription Agreement**”) with a company wholly-owned by a director of a subsidiary of the Company (“**Subscriber**”), pursuant to which, the Subscriber subscribed for 49% of the enlarged share capital of GET Mdream after the completion of the Subscription Agreement. The completion of the subscription took place immediately after the signing of the Subscription Agreement on 7 July 2014. As at the Latest Practicable Date, GET Mdream was owned as to 51% by the Company.

Through the acquisition of GET Mdream, the Group stepped into the business of insurance and MPF schemes brokerage, which the Directors considered to be the business focus of the Group in the future. As GET Mdream is the operating subsidiary of the Company in this business segment, the Board considers that the Change of Company Name will better reflect

LETTER FROM THE BOARD

and emphasise the business focus of the Group and provide the Company a better identification and strengthen the Company's corporate image. The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position. All existing certificates of securities in issue bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Change of Company Name becoming effective, new certificate of securities will be issued only in the new name of the Company.

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the results of the SGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the shares of the Company on the Stock Exchange.

SGM

The SGM will be held at 11:00 a.m. on Wednesday, 15 October 2014 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong for the Shareholders to consider and approve, if thought fit, the Change of Company Name. The notice of the SGM is set out on pages 6 to 8 of this circular.

In compliance with the GEM Listing Rules, the resolution will be voted on by way of a poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders had a material interest in the Change of Company Name as at the Latest Practicable Date. Accordingly, none of the Shareholders will be required to abstain from voting at the SGM in respect of the resolution relating to the Change of Company Name.

You will find enclosed a form of proxy for use at the SGM. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time of the SGM or any adjournment thereof to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution as set out in the notice of SGM.

RESPONSIBILITY STATEMENT

This circular, 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 Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

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

NOTICE OF SGM



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of M Dream Inworld Limited (“**Company**”) will be held at 11:00 a.m. on Wednesday, 15 October 2014 at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong to consider and, if thought fit, approve the following resolution as a special resolution of the Company.

SPECIAL RESOLUTION

“**THAT** subject to the entry of “GET Holdings Limited” as the new English name in the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name by the Registrar of Companies in Bermuda, the English name of the Company be changed from “M Dream Inworld Limited” to “GET Holdings Limited” and a new Chinese name of the Company “智易控股有限公司” be adopted to replace “聯夢活力世界有限公司” for identification purposes only with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies in Bermuda; and any one director of the Company be and is hereby authorised generally to do such acts and things and execute all documents or make such arrangements as he/she may consider necessary or expedient to effect the aforesaid change of name of the Company.”

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

Hong Kong, 19 September 2014

* *For identification purposes only*

NOTICE OF SGM

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Notes:

1. The resolution to be proposed at the SGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the SGM. A proxy needs not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the board (“**Board**”) of directors of the Company (“**Directors**”) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM or any adjournment thereof if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

As at the date of this notice, 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.

NOTICE OF SGM

This notice, 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 notice 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 notice misleading.

This notice 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.