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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 NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**軟庫中華金融服務有限公司**  
SBI China Capital Financial Services Limited

After trading hours on 6 October 2014, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has appointed the Placing Agent to procure, as placing agent of the Company and on a best effort basis, not less than six Placees to subscribe for up to 319,260,000 Placing Shares at a price of HK\$0.121 per Placing Share during the Placing Period. The Placees and their ultimate beneficial owners shall be Independent Third Parties. The Placing Shares will be allotted and issued pursuant to the General Mandate refreshed by the Shareholders at the SGM held on 11 September 2014.

The maximum number of the Placing Shares (being 319,260,000 Placing Shares) represents (i) approximately 19.53% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.34% of the existing issued share capital of the Company as enlarged by the Placing (assuming the maximum number of the Placing Shares is placed). The aggregate nominal value of the Placing Shares under the Placing (assuming the maximum number of the Placing Shares is placed) will be HK\$3,192,600.

Assuming the maximum number of the Placing Shares is placed, the maximum gross proceeds from the Placing will be approximately HK\$38.6 million and the maximum net proceeds will be approximately HK\$37.2 million (after deduction of commission and other expenses of the Placing). It is expected that the net proceeds from the Placing will be used as general working capital of the Group and for financing potential investment of the Group in the future.

\* For identification purposes only

The Placing Price of HK\$0.121 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent and represents: (i) a discount of approximately 17.12% to the closing price of HK\$0.146 per Share as quoted on the Stock Exchange on 6 October 2014, which is the date of the Placing Agreement; and (ii) a discount of approximately 12.06% to the average closing price of HK\$0.1376 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreement.

The allotment and issue of the Placing Shares are not subject to any additional Shareholders' approval.

**Since completion of the Placing is subject to the fulfilment of the condition as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **THE PLACING AGREEMENT**

### **Date:**

6 October 2014 (after trading hours)

### **Issuer:**

The Company

### **Placing Agent:**

SBI China Capital Financial Services Limited

The Placing Agent has conditionally agreed to procure, as placing agent of the Company and on a best effort basis, the Placees to subscribe for up to 319,260,000 Placing Shares during the Placing Period. The Placing Agent will receive a placing commission of 3.0% of the aggregate Placing Price for the Placing Shares actually placed in accordance with the Placing Agreement. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

### **Placees:**

The Placing Shares are to be placed to not less than six Placees, who and whose ultimate beneficial owners, shall be Independent Third Parties. The Placing Agent has warranted and undertaken to the Company that none of the Placees would, immediately upon completion of the Placing, become a substantial shareholder (within the meaning of the GEM Listing Rules) of the Company.

## **Placing Price:**

The Placing Price of HK\$0.121 per Placing Share represents:

- (i) a discount of approximately 17.12% to the closing price of HK\$0.146 per Share as quoted on the Stock Exchange on 6 October 2014, which is the date of the Placing Agreement; and
- (ii) a discount of approximately 12.06% to the average closing price of HK\$0.1376 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreement.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to, among other matters, the prevailing market prices of the Shares.

The Directors consider that the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Assuming the maximum number of the Placing Shares is placed, the maximum gross proceeds from the Placing will be approximately HK\$38.6 million and the maximum net proceeds will be approximately HK\$37.2 million (after deduction of commission and other expenses of the Placing). On such basis, the net issue price will be approximately HK\$0.117 per Placing Share.

## **Placing Shares**

The maximum number of 319,260,000 Placing Shares represents (i) approximately 19.53% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.34% of the existing issued share capital of the Company as enlarged by the Placing (assuming the maximum number of the Placing Shares is placed). The aggregate nominal value of the Placing Shares under the Placing (assuming the maximum number of the Placing Shares is placed) will be HK\$3,192,600.

## **Ranking**

The Placing Shares will rank, when issued and fully paid up, pari passu in all respects with the Shares in issue as at the date of allotment and issue of the Placing Shares.

## **Condition of the Placing**

Completion of the Placing is conditional upon the Stock Exchange agreeing to grant the listing of, and permission to deal in, the Placing Shares to be placed pursuant to the Placing Agreement by 20 October 2014 ("**Long Stop Date**").

If the above condition is not satisfied by the Long Stop Date, the rights, obligations and liabilities of the Placing Agent and of the Company in relation to the Placing shall cease and determine and neither the Placing Agent nor the Company shall have any claim against the other in relation to the Placing save for any antecedent breaches.

## **Completion**

Completion of the Placing shall take place on any day within five Business Days following the day on which the above condition is satisfied as determined by the Company (or such later date as the Company and the Placing Agent may agree).

## **Mandate to allot and issue the Placing Shares**

The Placing Shares will be allotted and issued pursuant to the General Mandate refreshed by the Shareholders at the SGM. Under the General Mandate, the Company is authorised to allot and issue up to 319,266,482 Shares until the revocation, variation or expiration of the General Mandate. The Company has not exercised the power to allot and issue any new Shares pursuant to the General Mandate as at the date of the Placing Agreement.

The allotment and issue of the Placing Shares are not subject to any additional Shareholders' approval.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

## **Termination**

The Placing Agreement shall be terminated upon the Placing Agent giving notice to the Company prior to 6:00 p.m. on the day immediately preceding the Completion Date if there is any event occurring or matter arising which would have rendered any of the undertakings, warranties and representations given by the Company as contained in the Placing Agreement untrue or incorrect and such occurrence would have a material adverse impact or effect on the Placing.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

**Since completion of the Placing is subject to the fulfilment of the condition as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

## **REASONS FOR THE PLACING AND USE OF PROCEEDS**

The Group is principally engaged in (1) research, development and distribution of personal computer performance software, anti-virus software, mobile phone applications and toolbar advertisement, (2) provision of website development services, e-learning products and services, (3) investment in securities, (4) money lending business and (5) provision of insurance and Mandatory Provident Fund scheme brokerage business.

The Directors are of the view that the Placing can strengthen the financial position of the Group and provide working capital to the Group to meet any future development and obligations. The Placing also represents good opportunities to broaden the shareholders' base and the capital base of the Company. The Directors consider that the Placing is in the interest of the Company and the Shareholders as a whole.

As disclosed above, the maximum net proceeds from the Placing are estimated to be approximately HK\$37.2 million. It is expected that the net proceeds from the Placing will be used as general working capital of the Group and for financing potential investment of the Group in the future.

## FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

The Company had not carried out any fund raising activities in the past 12 months immediately preceding the date of this announcement.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief after having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company, upon completion of the Placing (assuming the maximum number of the Placing Shares is placed and there is no other change in the shareholding structure of the Company before the issue of the Placing Shares under the Placing) are set out as below:

Shareholders	As at the date of this announcement		Upon completion of the Placing	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
DX.com Holdings Limited	186,046,500	11.38	186,046,500	9.52
The Placees (Note)	—	—	319,260,000	16.34
Other public Shareholders	<u>1,448,818,377</u>	<u>88.62</u>	<u>1,448,818,377</u>	<u>74.14</u>
<b>Total</b>	<b><u>1,634,864,877</u></b>	<b><u>100.00</u></b>	<b><u>1,954,124,877</u></b>	<b><u>100.00</u></b>

*Note:* It is a term of the Placing Agreement that none of the Placees shall become a substantial shareholder of the Company upon the completion of the Placing.

## DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“acting in concert”	has the meaning ascribed to it in the Code on Takeovers and Mergers of Hong Kong
“associates”	has the meaning ascribed to it in the GEM Listing Rules
“Board”	the board of Directors

“Business Day”	a day (other than a Saturday, a Sunday or public holiday or any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which commercial banks in Hong Kong are open for business
“Company”	M Dream Inworld Limited, a company incorporated in Cayman Islands and continued in Bermuda with limited liability and the issued shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Director(s)”	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
“General Mandate”	the general mandate refreshed by the Shareholders at the SGM to authorise the Directors to allot, issue or deal with up to 319,266,482 new Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of the Company and its subsidiaries and not connected nor acting in concert with any of the connected persons of the Company and its subsidiaries or any of their respective associates
“Placee(s)”	any individual(s), corporate(s), institutional investor(s) or other investor(s) to be procured by or on behalf of the Placing Agent under the Placing
“Placing”	the offer by way of private placing of the Placing Shares by or on behalf of the Placing Agent to the Placee(s), on a best effort basis, on the terms and subject to the conditions set out in the Placing Agreement

“Placing Agent”	SBI China Capital Financial Services Limited, a licensed corporation to carry out business in type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agent dated 6 October 2014 in relation to the Placing under the General Mandate
“Placing Period”	the period of not more than 10 days from the date of the Placing Agreement and which shall end on the day on which the condition of the Placing is satisfied
“Placing Price”	HK\$ 0.121 per Placing Share
“Placing Shares”	a maximum of 319,260,000 new Shares to be placed pursuant to the Placing Agreement and each a “Placing Share”
“SGM”	the special general meeting of the Company held on 11 September 2014 at which, among other things, the General Mandate was refreshed by the Shareholders thereat
“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

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

Hong Kong, 6 October 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 of the Company 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](http://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](http://www.mdreaminworld.com.hk).*