



Inworld Group Limited

活力世界控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8100)

FORM OF PROXY

Form of proxy for use by shareholders at the extraordinary general meeting of Inworld Group Limited to be held at Macau Jockey Club golden Restaurant, First Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 17 May 2004 (Monday) at 11:00 a.m. and at any adjournment thereof.

I/We (note a) _____ of _____
_____ being the holder(s) of _____ (note b) share(s) of HK\$0.01
each in the capital of Inworld Group Limited (the "Company") hereby appoint the chairman of the extraordinary general meeting or

of _____
to act as my/our proxy (note c) to attend and vote on my/our behalf at the extraordinary general meeting of the Company to be held at Macau Jockey Club Golden Restaurant, First Floor, China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 17 May 2004 (Monday) at 11:00 a.m. and at any adjournment thereof (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company) as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your proxy to vote on a poll (note d).

		FOR	AGAINST
Ordinary Resolution 1.	To approve, confirm and ratify the terms and conditions of and the execution of the MEL Agreement	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 2.	To approve the increase of authorized share capital of the Company	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 3.	To approve the allotment and issue of 298,000,000 new shares to M Dream China (Holdings) Limited in accordance with the terms of the MEL Agreement	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolution 4.	To grant the Directors the general authority to give effect or implement the MEL Agreement and any of the matters contemplated thereby	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution 5.	To approve the name of the Company be changed to "M Dream Inworld Limited" and the adoption of the Chinese name of "聯夢活力世界有限公司" for identification purpose.	<input type="checkbox"/>	<input type="checkbox"/>

Dated the _____ day of _____ 2004. Shareholder's signature : _____ (note e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company, but must attend the meeting in person to represent you. You are entitled to appoint a proxy of your own choice. If you wish to appoint some person other than the chairman of the extraordinary general meeting as your proxy, please delete the words "the chairman of the extraordinary general meeting or" and insert the full name and address of the proxy desired in the space provided. Any changes should be initialled.
- If you wish to vote for any of the resolutions, please tick ("✓") the relevant box marked "For". If you wish to vote against a resolutions, please tick ("✓") in the relevant box marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote or abstain at his discretion on any resolution (or amendment thereto) properly put to the meeting other than those set out in the notice convening the meeting.
- In the case of a joint holder, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notorially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting thereof.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend the meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.

* For identification purpose only