



M DREAM INWORLD LIMITED
聯夢活力世界有限公司*

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8100

FORM OF PROXY

I/We (Note 1) _____
of _____ being the registered holder(s) of (Note 2) _____
shares of HK\$0.01 each of the above-named Company hereby appoint (Note 3) _____ of
_____ of failing him _____ of
_____ to act as my/our proxy at the Extraordinary General
Meeting of the Company to be held at Gloucester Room, 2/F, Mandarin Oriental, 5 Connaught Road Central, Hong Kong
on the 25 October, 2004 at 10:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

	Resolutions to be approved:	FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
A.	Ordinary Resolution No. 1		
B.	Ordinary Resolution No. 2		

Dated _____

Signature _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares 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).
3. Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED. THE CHAIRMAN OF THE MEETING WILL SUBJECT TO THE LIMITATION AS HEREINAFTER MENTIONED ACT AS YOUR PROXY. Under the Company's Articles of Association, a resolution put to the meeting shall be decided in the first instance on a show of hands unless a poll is properly demanded, and on a show of hands (except in the case of an equality of votes), every member present in person or by proxy shall have one vote. As the Chairman is only able to exercise one vote on a show of hands, he will use the vote for those members who wish to vote for any or all of the resolutions put to the meeting. IF YOU WISH TO VOTE AGAINST ANY OR ALL OF THE RESOLUTIONS PUT TO THE MEETING. YOU MUST APPOINT A PERSON OTHER THAN THE CHAIRMAN OF THE MEETING TO ACT AS YOUR PROXY.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED "AGAINST". Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. The form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person authorized to sign the same.
6. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
7. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
8. 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 notarially certified copy of such power or authority must be deposited at the Company's head office and principal place of business in Hong Kong at 3/F, Chinese Club Building, 21-22 Connaught Road Central, Hong Kong not less than 48 hours before the time of the meeting or any adjournment thereof.
9. Completion and deposit of this Form of Proxy will not preclude you from attending and voting at the meeting if you so wish.
10. Any alterations made in this Form of Proxy must be initialled by the person who signs it.

* for identification purpose only