



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 for use by shareholders at the Extraordinary General Meeting to be held at 8 Floor, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong on 24 December 2007 at 9:00 a.m.

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ ordinary shares of HK\$0.01 each in the share capital of M Dream Inworld Limited (the “Company”), hereby appoint the Chairman of the meeting ^(note c) or _____ of _____ to act as my/our proxy to attend and, on a poll, vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 8 Floor, Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong on 24 December 2007 at 9:00 a.m. (and at any adjournment thereof) and to vote on my/our behalf as directed below.

Please make a mark in the appropriate box to indicate how you wish your vote to be casted ^(note d).

SPECIAL RESOLUTION		FOR	AGAINST
1.	To amend the articles of association of the Company		
ORDINARY RESOLUTIONS			
2.	To approve the new share option scheme of the Company and the termination of existing share option scheme of the Company		
3.	To approve the scheme mandate limit under the new share option scheme of the Company		
4.	To grant a general mandate to the directors to issue, allot and otherwise deal with the Company's shares		
5.	To grant a general mandate to the directors to repurchase the Company's shares		
6.	To add the nominal amount of shares repurchased by the Company to the mandate granted to the directors under resolution no. 4		

Dated this _____ day of _____ 2007

Signature: _____ ^(notes e, f and g)

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b 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).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes 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 at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
- e In the case of a joint holding, 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, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f 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.
- g 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 share registrar of the Company, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjourned meeting.
- h **Any alteration made to this form should be initialled by the person who signs the form.**

* For identification purpose only