



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 Annual General Meeting (or any adjournment thereof) to be convened at Phoenix Room, The Charterhouse Hotel, 209-219 Wanchai Road, Hong Kong on 21 April 2009 at 10:30 a.m.

I/We¹ _____
of _____

being the registered holder(s) of² _____ Shares of HK\$0.01 each of M Dream Inworld Limited (the "Company")

HEREBY APPOINT³ _____ of _____ or

failing him, the chairman of the meeting to act as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or any adjournment thereof) of the Company to be held at Phoenix Room, The Charterhouse Hotel, 209-219 Wanchai Road, Hong Kong on 21 April 2009 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the ordinary resolutions set out in the notice convening such meeting and at such meeting (or any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

		FOR ⁴	AGAINST ⁴
1.	To receive and approve the audited consolidated financial statements and the reports of the directors (the "Directors") and auditors of the Company for the year ended 31 December 2008		
2.	(a) To re-elect Ms. Li Fang Hong as Executive Director		
	(b) To re-elect Mr. Rong Hsu as Executive Director		
	(c) To re-elect Ms. Zhao Yang as Independent Non-executive Director		
	(d) To re-elect Mr. Chan Kam Kwan, Jason as Independent Non-executive Director		
	(e) To re-elect Mr. Cho Chun Wai as Independent Non-executive Director		
	(f) To authorise the board (the "Board") of Directors to fix the Directors' remuneration		
3.	To re-appoint the auditors of the Company and authorise the Board to fix their remuneration		
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 the shares repurchased by the Company to the mandate granted to the Directors under resolution no. 5		

Dated _____ day of _____ 2009

Shareholder's Signature⁵: x _____ x

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares of HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.** The proxy need not be a member of the Company but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "AGAINST".** Failure to do so will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which has been properly put to the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, 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 holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, and (if required by the Board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of authority shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no less than 48 hours before the time for holding the Annual General Meeting.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so desire and in such event, this proxy form shall be deemed to be revoked.

* for identification purpose only