



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

Form of proxy for use by shareholders at the extraordinary general meeting of M Dream Inworld Limited to be held at Phoenix Room, The Charterhouse Hotel, 209-219 Wanchai Road, Hong Kong on Thursday, 29 October 2009 at 10:00 a.m. and at any adjournment thereof.

I/We ^(note a) _____
of _____

being the registered holder(s) of _____ ^(note b) shares of HK\$0.01 each in the capital of M Dream Inworld 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 Phoenix Room, The Charterhouse Hotel, 209-219 Wanchai Road, Hong Kong on Thursday, 29 October 2009 at 10:00 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).

ORDINARY RESOLUTION	FOR	AGAINST
1. To approve, confirm and ratify the conditional sale and purchase agreement dated 4 September 2009 (the “Sale and Purchase Agreement”) entered into between Elipva International Limited, a wholly owned subsidiary of the Company, as vendor and Dr. Lui Siu-Man as purchaser in relation to the disposal of 148,609,832 shares in the share capital of Elipva Limited, an indirect non-wholly owned subsidiary of the Company, for a cash consideration of HK\$300,000 and the transactions contemplated under the Sale and Purchase Agreement		

Dated this _____ day of _____ 2009

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

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 shareholder 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.
- d If you wish to vote for any of 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”. If this form of proxy 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 proposed 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 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, 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.
- f This 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 offices of the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., 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.
- i 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