



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 (or any adjournment thereof) to be convened at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 12 March 2013 at 10:30 a.m.

I/We¹ _____
of _____

being the registered holder(s) of² _____ Shares of HK\$0.10 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 Extraordinary General Meeting (or any adjournment thereof) of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 12 March 2013 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.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To approve the conditional sale and purchase agreement dated 15 November 2012 (as supplemented and amended by the supplemental agreement dated 11 December 2012) and transactions contemplated under such agreement including but not limited to the acquisition of the Sale Shares, the allotment and issue of the Performance Shares, the creation and issue of the Convertible Notes and the allotment and issue of shares of the Company upon the exercise of the conversion rights attaching to the Convertible Notes in accordance with the terms and conditions of the Instrument, and to agree to such variation, amendments or waiver or matters relating thereto.		
2.	To approve the increase in the authorised share capital of the Company from HK\$400,000,000 divided into 4,000,000,000 shares of HK\$0.10 each to HK\$800,000,000 divided into 8,000,000,000 shares of HK\$0.10 each by the creation of an additional 4,000,000,000 shares of the Company.		

Dated _____ day of _____ 2013

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\$0.10 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK ("✓") IN THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK ("✓") IN THE APPROPRIATE 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 and on any resolution (other than those set out in the said notice), in each case, 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 Extraordinary 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 notarially certified copy of such power or 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 Extraordinary General Meeting (or any adjournment thereof).
- 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