M DREAM INWORLD LIMITED

聯夢活力世界有限公司[*]

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8100)

**Form of Proxy for use by shareholders at the Special General Meeting
(or any adjournment thereof) convened to be held at 3/F, Nexxus Building,
77 Des Voeux Road Central, Central, Hong Kong on Thursday, 17 July 2014 at 11:00 a.m.**

I/We[1] _____

of _____

being the registered holder(s) of[2] _____ shares of HK$0.10 each of M Dream Inworld Limited

(the "**Company**") **HEREBY APPOINT**[3] _____ 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 Special General Meeting (or any adjournment thereof) of the Company to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Central, Hong Kong on Thursday, 17 July 2014 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the special resolution 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 resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION	FOR[4]	AGAINST[4]
To approve the capital reorganisation comprising share consolidation, capital reduction and share subdivision as described in the circular of the Company dated 24 June 2014		

Dated _____ day of _____ 2014

Shareholder's Signature[5]: x _____ x

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.

2. 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).

3. 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.**

4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PUT A TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE 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 resolution referred to in the notice convening the meeting which has been properly put to the meeting.

5. 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.

6. 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 Special 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.

7. 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 and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no less than 48 hours before the time for holding the Special General Meeting or any adjournment thereof.

8. 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 purposes only*