



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)

PROXY FORM FOR THE EXTRAORDINARY GENERAL MEETING OF 29TH DECEMBER, 2006

I/We _____
of _____
being the registered holder(s) of _____ shares of HK\$0.01 each in the capital of M Dream Inworld Limited (the "Company") hereby appoint the Chairman of the Meeting, or _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (and at any adjournment thereof) to be held at Phoenix Room, The Charterhouse Hotel, 209-219 Wanchai Road, Hong Kong at 10:30 a.m. on 29th December, 2006 for the purpose of considering and if thought fit, passing the special resolutions and ordinary resolutions as set out in the notice ("Notice") of the Extraordinary Meeting of the Company dated 4th December, 2006 and to vote in respect of the following resolutions as indicated:

| SPECIAL RESOLUTIONS | | FOR | AGAINST |
|-----------------------------|--|-----|---------|
| 1. | To approve the capital reorganization as set out in item 1 of the Notice: | | |
| | (a) every ten shares of HK\$0.01 in the capital of the Company in issue on the date this resolution becomes effective be consolidated into one (1) share of HK\$0.10 (the "Consolidated Share") in the issued capital of the Company | | |
| | (b) the issued share capital of the Company be reduced ("Capital Reduction") by cancelling paid up capital to the extent of HK\$0.09 on each of the Consolidated Share of HK\$0.10 in the capital of the Company | | |
| | (c) the credit arising from the Capital Reduction be credited to the contributed surplus account of the Company where they may be utilised in accordance with the articles of association of the Company and all applicable laws, including to cancel the share premium of the Company as at 31st December, 2005 | | |
| | (d) The directors of the Company be authorised to do all such things, take all such steps and execute all such documents | | |
| 2. | To approve the amendment of the articles of association of the Company as set out in item 2 of the Notice | | |
| ORDINARY RESOLUTIONS | | | |
| 3. | To approve the conditional subscription agreement date 10th October, 2006 entered into between the Company as the issuer and Ample Field Limited as the subscriber as set out in item 3 of the Notice | | |
| 4. | To approve the application for Whitewash Waiver as set out in item 4 of the Notice | | |
| 5. | to extend the general mandate to the Directors to issue or otherwise deal with unissued shares of the Company up to a maximum of 20% of the aggregate nominal value of the share capital of the Company in issue (the "General Mandate") as set out in item 5 of the Notice | | |
| 6. | to extend the repurchase mandate to the Directors to repurchase shares of the Company up to a maximum of 10% of the aggregate nominal value of the share capital of the Company in issue (the "Repurchase Mandate") as set out in item 6 of the Notice | | |
| 7. | to approve the addition to the General Mandate of an amount representing the aggregate nominal amount of the share capital as represented by Shares of the Company repurchased by the Company under the Repurchase Mandate as set out in item 7 of the Notice | | |

Dated: _____

Signature: _____

Notes:

- Full name(s) and address(es) to be inserted in block capitals.
- 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 Company registered in your name(s).
- If you wish to appoint a proxy other than the Chairman of the Meeting, please strike out "the Chairman of the Meeting" and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company.
- IMPORTANT:** If you wish to vote for any resolution, please indicate with an "✓" in the appropriate space marked "For" beside the resolution. If you wish to vote against any resolution, please indicate with an "✓" in the appropriate space marked "Against" beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the Notice convening the Extraordinary General Meeting.
- In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of 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.
- The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof must be deposited at the Company's Branch Share Registrar in Hong Kong at Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the Extraordinary General Meeting or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only