



# 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 of M Dream Inworld Limited (the “Company”) at the extraordinary general meeting of the Company (the “Meeting”) to be held on Friday, 15 July 2011 at 4:30 p.m.

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_  
shares of HK\$0.05 each in the capital of the Company, **HEREBY APPOINT** <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the Meeting as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) to be held at 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on 4:30 p.m., Friday, 15 July 2011 and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

Please indicate with “✓” in the spaces provided how you wish your vote(s) to be cast.

ORDINARY RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
(a) the share consolidation (the “ <b>Share Consolidation</b> ”) that every two (2) existing issued and unissued ordinary shares of HK\$0.05 each in the share capital of the Company be consolidated into one (1) share of HK\$0.10 in the share capital of the Company (the “ <b>Consolidated Share</b> ”) with effect from the business day (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited) immediately following the date on which this resolution is passed; (b) the Consolidated Shares shall rank pari passu in all respect with each other; (c) all fractional Consolidated Shares shall be disregarded and not be issued to the holders of the existing ordinary shares of the Company; and (d) the authorisation of the directors of the Company to do all such acts and things and execute such further documents, including under the seal of the Company where applicable, as they consider necessary or expedient to give effect to the Share Consolidation.		

Shareholder’s Signature <sup>(Note 6)</sup> \_\_\_\_\_

Date: \_\_\_\_\_ 2011

*Notes:*

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares in the Company registered in your name(s) to which the proxy relates: 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).
- A Shareholder may appoint a proxy of his/her choice who need not be a Shareholder of the Company, but such appointed proxy must attend the Meeting in person to represent you. Please insert the name and address of the appointed proxy in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy.
- IMPORTANT:** If you wish to vote for a resolution, please place a “✓” in the relevant box marked in the column headed “For”. If you wish to vote against a resolution, please place a “✓” in the relevant box marked in the column headed “Against”. Failure to tick either box will entitle your proxy to cast your vote at his/her discretion in respect of that resolution.
- In the case of joint holders, any one of the joint holders may vote at the Meeting, either in person or by proxy, as if he/she were solely entitled thereto. But if more than one joint holder is present, whether in person or by proxy, only the vote of the senior holder will be counted. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised.
- 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 certified copy of such power or authority must be deposited at Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 48 hours before the time appointed for the Meeting (or any adjournment thereof).
- Any alterations made to this form of proxy must be initiated by the person who signs it.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting if you so wish.

\* for identification purpose only