Jade Dynasty Group Limited
玉皇朝集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 970)

PROXY FORM

Form of proxy for use at the Annual General meeting to be held on 23 August 2006

I/We[1] _____
of _____
being the registered holder(s) of _____
shares[2] of HK$0.002 each in the capital of the above-named Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or[3] _____ of _____ as my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the said Company to be held at Dragon Room 3-5, The Hong Kong Bankers Club, 43/F Gloucester Tower, The Landmark, Central, Hong Kong on 23 August 2006 at 3:30p.m. for the purpose of considering and, if thought fit, passing the Resolutions set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below[4].

RESOLUTIONS	FOR	AGAINST
1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2006		
2. To consider, approve and declare a final dividend of HK0.2 cent per share for the financial year ended 31 March 2006		
3. (a) To re-elect Mr. Zhang Lichen as director of the Company		
(b) To re-elect Mr. Tong Kai Lap as director of the Company		
(c) To authorize the board directors to fix directors' remuneration		
(d) To grant power to the board of directors to appoint additional director(s)		
4. To re-appoint Deloitte Touche Tohmatsu as auditors and authorise the board of directors to fix their remuneration		
5. To approve the alterations to the bye-laws of the Company		
6. To grant the directors of the Company a general mandate to allot, issue and deal with unissued shares in the capital of the Company		
7. To grant a general mandate to the directors of the Company to repurchase shares of the Company		
8. To add nominal amount of the repurchase shares to the general mandate pursuant to Resolution 6		

Dated this _____ day of _____ 2006. Signed: _____

Notes:

1. Full names(s) and address(es) to be inserted in **BLOCK CAPITAL**. The name of all joint registered holders should be stated.
2. 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).
3. If any proxy other the Chairman is preferred, strike out "the Chairman of the Meeting or" here and insert the name address of the proxy desired in the space provided. **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 A RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to complete any all the boxes will entitle your proxy to cast his vote or abstain at his discretion; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular resolution, vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
7. To be valid, this form of proxy, together with any power of attorney or other authority, if any, under which it is signed or notarially certified copy thereof, must be deposited at the offices of the Company's Hong Kong branch registrar, Secretaries Limited at 26th Floor Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjourned meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the proxy form will not preclude you from attending and voting at the Annual General Meeting if you so wish.

* *for identification purpose only*