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 SPECIAL GENERAL MEETING TO BE HELD ON 20 SEPTEMBER 2007

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 Special General Meeting (and at any adjournment thereof) of the said Company to be held at Dragon Room 3, The Hong Kong Bankers Club, 43/F, Gloucester Tower, The Landmark, Central, Hong Kong on 20 September 2007 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the Ordinary 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 Ordinary Resolutions as indicated below[4].

ORDINARY RESOLUTIONS			FOR	AGAINST
1.	(a)	approve, confirm and ratify the sale and purchase agreement dated 20 August 2007 (the "Agreement") and the transactions contemplated thereunder;		
	(b)	authorize the directors of the Company (the "Directors") to do all acts and things to carry out the transactions contemplated under the Agreement; and		
	(c)	authorize the Directors to allot 40,800,000 shares of the Company to Hong Ying Universe Co., Ltd.（鴻鷹世界股份有限公司*）("Samoa Hongying") pursuant to the terms of the Agreement.		
2.	(a)	approve, confirm and ratify the option deed dated 20 August 2007 (the "Option Deed") and the transactions contemplated thereunder (except the Call Option);		
	(b)	authorize the Directors to do all acts and things to carry out the transactions contemplated under the Option Deed (except the Call Option); and		
	(c)	authorize the Directors to allot a maximum of 90,000,000 shares of the Company to Samoa Hongying upon the exercise of the Put Option.		
3.		To approve the grant of a specific mandate to allot and issue additional shares of HK$0.002 each in the share capital of the Company to satisfy the allotment and issue of the Acquisition Consideration Shares and the Put Option Consideration Shares.		

Dated this _____ day of _____ 2007. 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 a certified copy thereof, must be deposited at the offices of the Company's Hong Kong branch registrar, Tricor 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 Special General Meeting if you so wish.

* *For identification purposes only*