



NOBLE JEWELRY HOLDINGS LIMITED
億 鑽 珠 寶 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)
 (Stock Code: 00475)

**Form of proxy for use at the Annual General Meeting
 to be held at 10:00 a.m. on Friday, 28 August 2009 (and at any adjournment thereof)**

I/We (Name) _____ (Block capitals, please)
 of (Address) _____
 being the registered holder(s) of (Note 1) _____ ordinary shares of HK\$0.01 each (the "Ordinary Shares")
 in the capital of Noble Jewelry Holdings Limited (the "Company") hereby appoint (Name) (Note 2) _____
 of (Address) _____
 or failing him/her (Name) _____
 of (Address) _____
 or failing him/her, the chairman of the annual general meeting ("Meeting") of the Company as my/our proxy to attend and act for me/us at the Meeting (and at any adjournment thereof) of the Company to be held at Unit 3203, 32nd Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 28 August 2009 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the 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 (Note 3), or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For (Note 3)	Against (Note 3)	Abstain (Note 3)
1.	To receive and consider the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2009.			
2.	(A) To re-elect Mr. Chan Yuen Hing as an executive director.			
	(B) To re-elect Ms. Chan Lai Yung as an executive director.			
	(C) To re-elect Mr. Yu Yip Cheong as an executive director.			
	(D) To authorize the board of directors to fix the remuneration of the directors.			
3.	To re-appoint BDO Limited, the retiring auditors, who were appointed by the board of directors of the Company on 25 May 2009 to fill the casual vacancy following the resignation of Shu Lun Pan Hong Kong CPA Limited as auditors and authorise the board of directors of the Company to fix their remuneration.			
4.	(A) To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company.			
	(B) To give a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company.			
	(C) To extend the authority given to the directors pursuant to ordinary resolution no. 4(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under ordinary resolution no. 4(B).			

Dated this _____ day of _____ 2009 Signature(s) _____ (Note 4)

Notes:

- Please insert the number of Ordinary Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Ordinary Shares in the capital of the Company registered in your name(s).
- If you wish to appoint some person other than the chairman of the Meeting as your proxy, please insert the name and address of the person appointed in the space provided. If no name is inserted, the chairman of the Meeting will act as your proxy. A proxy need not be a member of the Company. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or, if he is the holder of two or more Ordinary Shares, one or more proxies to attend and vote instead of him/her.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST". IF YOU WISH TO ABSTAIN, TICK THE APPROPRIATE BOXES MARKED "ABSTAIN".** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion or abstain from voting. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- In the case of joint holders of any Ordinary Shares, the signature of any one holder will be sufficient but the names of all the joint holders should be stated. Where there are joint holders of any Ordinary Shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Ordinary Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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 holders, and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such Ordinary Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney 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 notarially certified copy of such power or authority must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding of the Meeting or any adjournment thereof (as the case may be).
- Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- Any alteration made to this form should be initialled by the person who signs the form.