

Form of proxy



JD GROUP LIMITED

(Registration number 1981/009108/06)
 (Incorporated in the Republic of South Africa)
 JSE code: JDG ISIN code: ZAE000030771
 ("the Company")

TO BE COMPLETED BY CERTIFICATED SHAREHOLDERS AND DEMATERIALIZED SHAREHOLDERS WITH OWN NAME REGISTRATION ONLY

I/We _____ (Name in block letters)

of _____ (Address in block letters)

being the holder(s) of _____ shares in JD Group Limited and entitled to vote, hereby appoint

1. _____ or failing him/her

2. _____ or failing him/her

3. the chairman of the annual general meeting

as my/our proxy to speak and vote for me/us at the annual general meeting, to be held at 08:00 on Wednesday, 3 February 2010, in the David Sussman Auditorium, Ground Floor, JD House, 27 Stiemens Street, Braamfontein, Johannesburg and at any adjournment thereof, as follows:

| Resolution | Number of JD Group ordinary shares | | |
|---|------------------------------------|---------|---------|
| | In Favour | Against | Abstain |
| Number 1: Adoption of annual financial statements, inclusive of sanctioning of a dividend | | | |
| Number 2: Re-election of retiring directors | | | |
| Number 2.1 KR Chauke | | | |
| Number 2.2 IS Levy | | | |
| Number 2.3 M Lock | | | |
| Number 2.4 MJ Shaw | | | |
| Number 3: Authority to place a maximum of two million unissued shares under the control of the directors | | | |
| Number 4: Auditors' appointment and remuneration | | | |
| Number 4.1 Reappointment of Deloitte & Touche as auditing firm and X Botha as the individual auditor | | | |
| Number 4.2 Approval of auditors' remuneration | | | |
| Number 5: Approval of non-executive directors' fees for the forthcoming year | | | |
| Number 6: Special resolution – authority to repurchase shares | | | |

Signed at _____ on _____ 2009/2010

Full name(s) _____

Signature(s) _____

Assisted by (guardian*) _____ Date _____ 2009/2010

**If signing in a representative capacity, see note 12 on page 180.*

Please read the instructions on the reverse side of this form of proxy.

Notes and instructions to the form of proxy

1. This form of proxy is to be completed only by those shareholders who either still hold shares in a certificated form, or whose shares are recorded in their own name in electronic form in the subregister ("eligible shareholders").
2. Eligible shareholders are entitled to attend, speak and vote at the annual general meeting ("AGM") of the Company or to appoint a proxy to attend, speak and vote in their stead and such proxy need not be a shareholder of the Company. The completion and lodging of this form of proxy does not preclude the eligible shareholder from attending the AGM and speaking and voting in person to the exclusion of any appointed proxy.
3. Eligible shareholders who are unable to attend the AGM, but wish to be represented at the AGM, should complete and timeously return the form of proxy to the transfer secretaries, Computershare Investor Services (Proprietary) Limited.
4. If you are the holder of dematerialised shares, but not the holder of dematerialised shares in your own name, you must timeously inform your Central Securities Depository Participant ("CSDP") or your stockbroker of your voting instructions for the AGM in terms of the custody agreement between you and the CSDP or the stockbroker (in such an instance you must NOT return this form of proxy to the transfer secretaries). However, if you wish to attend the AGM in person, you must timeously request your CSDP or stockbroker to provide you with the necessary authority to do so and to enable you to take part in the AGM proceedings.
5. It is incumbent on all shareholders who wish to attend the AGM to verify with the transfer secretaries that their shares are in fact registered in their name or to ensure that the necessary arrangements have been made with their CSDP or stockbroker to enable them to attend and to take part in the AGM proceedings.
6. If two or more proxies attend the AGM, then that person whose name appears first on the form of proxy and whose name is not deleted, shall be regarded as the validly appointed proxy to the exclusion of the person(s) whose name(s) follow.
7. Where there are joint holders of shares, any one holder may sign the form of proxy and the vote of the shareholder whose name appears first in the Company's share register and who tendered a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s).
8. Shareholders may insert the name of a proxy or the names of two alternative proxies in the spaces provided on the form of proxy, with or without deleting the words "the chairman of the annual general meeting". Any alterations (other than a deletion of alternatives) or corrections to this form of proxy, must be individually initialled by the signatory, failing which the alterations or corrections will have no effect for purposes of the AGM, subject to the chairman's sole discretion.
9. On a poll, a shareholder is entitled to one vote for each share held. On a show of hands, shareholders present or their proxies, shall have one vote only.
10. Voting for each of the resolutions must be effected by filling in the number of votes (one per ordinary share) under the headings "In Favour", "Against" or "Abstain" on the form of proxy. If no instructions are filled in on the form of proxy, the appointed proxy, or the chairman of the AGM if he is the authorised proxy, shall be authorised to vote in favour of, against or abstain from voting as they deem fit.
11. Shareholders or their proxies are entitled, but not obliged, to vote in respect of all the ordinary shares held by the shareholder. However, the total number of votes for or against the resolutions and in respect of which any abstention is recorded, may not exceed the total number of shares held by the shareholder.
12. Minors must be assisted by their parent or guardian unless the relevant documents establishing their legal capacity are produced or have been registered by the transfer secretaries. Documentary evidence establishing the authority of a person signing this form in a representative or other legal capacity must be attached to this form of proxy unless previously recorded by the transfer secretaries or waived by the chairman of the AGM.
13. The chairman of the AGM, in his sole discretion, may accept or reject any form of proxy which is completed and/or received other than in accordance with these notes, provided that he shall not accept a proxy unless he is satisfied as to the manner in which a shareholder wishes to vote.
14. The results of the voting in respect of the resolutions set out in the notice of the AGM will be published on SENS as soon as practically possible after conclusion of the AGM.
15. Shareholders must ensure that their forms of proxy or their letters of authority from their CSDP or stockbrokers are timeously furnished to the transfer secretaries, Computershare Investor Services (Proprietary) Limited. In order to be effective, forms of proxy and letters of authority must reach the transfer secretaries by no later than at 8:00 on Monday, 1 February 2010 at the address specified on the next page.
16. Enquiries by shareholders with regard to the AGM or any of the above matters, may be directed to the Company Secretary, Johann Pieterse, on (+27) 11 408 0220 or to johannp@jdg.co.za.