Jade Dynasty Group Limited
玉皇朝集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 970)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Jade Dynasty Group Limited (the "Company") will be held on Tuesday, 8 April 2008 at 4:00 p.m. at Dragon Room 3, The Hong Kong Bankers Club, 43/F, Gloucester Tower, The Landmark, Central, Hong Kong (the "SGM") for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications, as an ordinary resolution:–

ORDINARY RESOLUTION

"**THAT**

(a) the conditional sale and purchase agreement dated 22 February 2008 (the "Agreement") entered into between (i) JD Motor Cars Limited (the "Purchaser"); (ii) Sparkle Roll Holdings Limited (the "Vendor"); and (iii) Mr. Qi Jian Hong（綦建虹）for the sale and purchase (the "Transaction") of interests in 北京美合振永汽車貿易有限公司 (Beijing Mei He Zhen Yong Motors Trading Limited*) and 北京德特汽車貿易有限公司 (Beijing De Te Motors Trading Limited*) (a copy of the Agreement has been produced to this meeting and marked "A" and initialed by the chairman of the meeting for the purpose of identification) be and it is hereby generally and unconditionally approved, confirmed and ratified in all respects and that all the transactions contemplated therein, including but not limited to the contractual arrangements as mentioned in the Agreement, be and they are hereby approved;

* *For identification purposes only*

(b) the directors of the Company (or a duly authorized committee thereof) be and are hereby generally and unconditionally authorized for and on behalf of the Company to do all acts and things and sign, execute and deliver all documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Agreement, including but not limited to the contractual arrangements as mentioned in the Agreement and to agree to such variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of the directors of the Company, in the interest of the Company;

(c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of, and permission to deal in the Acquisition Consideration Shares (as defined below), the directors of the Company (or a duly authorized committee thereof) be and are hereby authorized to allot and issue 400,000,000 new shares (the "Acquisition Consideration Shares") of HK$0.002 each in the share capital of the Company (the "Shares") to the Vendor (or to such other person or persons as it may nominate) upon completion of the Transaction, credited as fully paid pursuant to the terms of the Agreement, such Acquisition Consideration Shares shall rank pari passu in all respects with the existing Shares in issue at the date of allotment of the Acquisition Consideration Shares;

(d) the creation and issue by the Company to the Vendor (or such other person or persons as it may nominate) upon completion of the Transaction of the 4% convertible note in the principal amount of HK$264,000,000 (the "Convertible Note") convertible into new shares of par value HK$0.002 each ("Conversion Shares") in the capital of the Company at the initial conversion price of HK$0.22 per share as stipulated under the terms and conditions attaching to the Convertible Note (a copy of which has been produced to this meeting and marked "B" and initialed by the chairman of the meeting for the purpose of identification) under the Agreement be and it is hereby generally and unconditionally approved, confirmed and ratified in all respects;

(e) the directors of the Company (or a duly authorized committee thereof) be and are hereby generally and unconditionally authorized for and on behalf of the Company to do all acts and things and execute and deliver all documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all actions in connection with the Convertible Note and to agree to such variation, amendment, supplement or waiver of matters relating to (including any variation, amendment or waiver of the terms and conditions of the Convertible Note) as are, in the opinion of the directors of the Company, in the interest of the Company;

(f) conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Conversion Shares, the directors of the Company (or a duly authorized committee thereof) be and are hereby authorized to allot and issue such number of Conversion Shares as may be required to be allotted and issued to the holder for the time being of the Convertible Note upon the exercise of the conversion rights attached to the Convertible Note, credited as fully paid, such Conversion Shares shall rank pari passu in all respects with the existing shares in issue at the date of allotment of the Conversion Shares; and

(g) the authority be conferred upon the directors (the "Directors") of the Company to allot and issue the Acquisition Consideration Shares and the Conversion Shares respectively defined under paragraphs (c) and (d) above (the "Specific Mandate") and such authority shall be in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 30 August 2007 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to the passing of this Resolution."

By the order of the Board
Jade Dynasty Group Limited
Tong Kai Lap
Deputy Chairman

Hong Kong, 20 March 2008

Registered office:
Clarendon House
2 Church Street
Hamilon HM 11
Bermuda

Principal office:
11th Floor
Safety Godown Industrial Building
56 Ka Yip Street
Chai Wan
Hong Kong

Notes:

1. Any member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.

2. Completion and return of the form of proxy will not preclude a member from attending the meeting or any adjournment thereof and voting in person if he so wishes.

3. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

4. In the case of joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the Company has three executive directors, three non-executive directors and three independent non-executive directors. The executive directors are Mr. Wan Siu Lun, Mr. Wong Chun Keung and Mr. Kwong Chi Tak. The non-executive directors are Mr. Tong Kai Lap, Mr. Ko Chi Keung and Mr. Zheng Hao Jiang and the independent non-executive directors are Mr. Choy Sze Chung, Jojo, Mr. Lam Kwok Cheong and Mr. Tsui Pui Hung.