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 Thursday, 20 September 2007 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 resolutions, with or without modifications, as ordinary resolutions:–

ORDINARY RESOLUTIONS

1. "**THAT**

(a) the conditional sale and purchase agreement dated 20 August 2007 (the "Agreement") entered into between (i) Jade Dynasty Multi-media Limited (the "Purchaser") as the purchaser; (ii) the Company as the guarantor of the Purchaser; (iii) 鴻鷹世界股份有限公司 (Hong Ying Universe Company Limited*) ("Taiwan Hongying") and Hong Ying Universe Co., Ltd.（鴻鷹世界股份有限公司*）("Samoa Hongying") (collectively the "Vendors") as the vendors; and (iv) Mr. Hsieh Tai-chun（謝台春）as the guarantor of the Vendors for the sale and purchase (the "Transaction") of a 51% interest in the issued share capital of Super Win Limited ("Super Win") (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;

(b) the directors of the Company (or a duly authorized committee thereof) be and are hereby 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 transactions contemplated under the Agreement, including but not limited to the contractual arrangements as mentioned in the Agreement; and

* *For identification purposes only*

(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 40,800,000 new shares (the "Acquisition Consideration Shares") of HK$0.002 each in the share capital of the Company (the "Shares") to Samoa Hongying (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."

2. "**THAT**

(a) the option deed dated 20 August 2007 (the "Option Deed") entered into between the Purchaser and the Vendors for the Purchaser's grant of the put option to Samoa Hongying (the "Put Option") in respect of the sale of the remaining 49% interest in the issued share capital of Super Win Limited ("Super Win") (a copy of the Option Deed has been produced to this meeting and marked "B" 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, except the grant of the call option by Samoa Hongying to the Purchaser under the Option Deed (the "Call Option"), be and they are hereby approved;

(b) the directors of the Company (or a duly authorized committee thereof) be and are hereby 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 transactions contemplated under the Option Deed, except the grant of the Call Option; and

(c) conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Put Option 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 a maximum of 90,000,000 Shares (the "Put Option Consideration Shares") to Samoa Hongying (or to such other person or persons as it may nominate) upon the exercise of the Put Option, credited as fully paid pursuant to the terms of the Option Deed, such Put Option Consideration Shares shall rank pari passu in all respects with the existing Shares in issue at the date of allotment of the Put Option Consideration Shares."

3. "**THAT** conditional on the passing of Resolution Nos. 1 and 2 above, the authority be conferred upon the directors (the "Directors") of the Company to allot and issue the Acquisition Consideration Shares and the Put Option Consideration Shares respectively defined under Resolution Nos. 1 and 2 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 No. 3."

By the order of the Board
Jade Dynasty Group Limited
Ko Chi Keung
Chief Executive Officer and Director

Hong Kong, 31 August 2007

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. A form of proxy for use at the meeting is enclosed herewith. 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 five executive directors, one non-executive director and three independent non-executive directors. The executive directors are Mr. Tong Kai Lap, Mr. Wan Siu Lun, Mr. Wong Chun Keung, Mr. Ko Chi Keung and Mr. Kwong Chi Tak. The non-executive director is Mr. Zheng Hao Jiang and the independent non-executive directors are Mr. Ho Yiu Ming, Mr. Kwong Chi Keung and Mr. Ma Fung Kwok.