JADE DYNASTY GROUP LIMITED
玉皇朝集團有限公司*

(incorporated in Bermuda with limited liability)
(Stock Code: 970)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting ("**AGM**") of Jade Dynasty Group Limited ("**Company**") will be held at 11th Floor, Safety Godown Industrial Building, 56 Ka Yip Street, Chai Wan at 3:00 p.m. on 22 August 2005 to consider and, if thought fit, pass the following resolutions as special/ordinary resolutions:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 March 2005.

2. To re-elect retiring directors, to authorise the board of directors to fix director's remuneration and to grant power to the board of directors to appoint additional director(s) (See note 3).

3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

and as special business, to consider and, if thought fit, pass the following resolutions:

SPECIAL RESOLUTION

4. **"THAT** the Bye-Laws of the Company amended up to 10 August 2004 be amended as follows:

   (a) By deleting Bye-Law 87(1) in its entirety and substituting therefor the following new Bye-Law 87(1):

   "(1) Notwithstanding any other provisions in the Bye-Laws or other terms on which any Director may be engaged, every Director, including those appointed for a specific term, shall be subject to retirement by rotation at the annual general meeting at least once every three years and the Directors to retire at every annual general meeting shall be decided by the Board."

   (b) By deleting the existing Bye-Law 86(2) and substituting therefor the following bye-laws:

   (2A) The Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office until the next following general meeting of the Company (in the case of filling a casual vacancy) or until

the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting. The Directors to retire at the annual general meeting pursuant to this Bye-Law 87(2A) shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at the annual general meeting.

(2B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at the meeting. The Directors to retire at the annual general meeting pursuant to this Bye-Law 87(2B) shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at the annual general meeting."

(a copy of the revised bye-laws of the Company, with mark-up indicating the above proposed amendments having been produced to the meeting marked "A" and signed by the chairman of the meeting for the purposes of identification)."

ORDINARY RESOLUTION

5. **"THAT**:

(a) subject to paragraph (c) below, the exercise by the directors of the Company ("**Directors**") during the Relevant Period (as defined below) of all powers of the Company to allot, issue and deal with new or additional shares (each a "**Share**") of HK$0.002 each in the capital of the Company, and to make or grant offers, agreements or options, including warrants, bonds, debentures, notes or securities convertible into Shares which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under any share option scheme adopted by the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of

rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

(aa) 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and

(bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law of Bermuda or the bye-laws of the Company to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

"**Rights Issue**" means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).**"**

6. **"THAT**:

(a) subject to paragraph (c) below, the exercise by the directors of the Company ("**Directors**") during the Relevant Period (as defined below) of all powers of the Company to repurchase shares (each a "**Share**") of HK$0.002 each in the capital of the Company on The Stock Exchange of Hong Kong Limited ("**Stock Exchange**") or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong ("**SFC**") and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the

Stock Exchange, the Companies Act 1981 of Bermuda (as amended) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the applicable law of Bermuda or the bye-laws of the Company to be held; or

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.**"**

7. **"THAT** conditional on the passing of resolutions numbered 6 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 5 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares of HK$0.002 each in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 6 above.**"**

By order of the board of directors of
Jade Dynasty Group Limited
Fong Chi Wing
Company Secretary

Hong Kong, 26 July 2005

As at the date of this notice, the board of Directors comprises the following Directors:

Executive Directors	Mr. Tong Kai Lap, Mr. Wan Siu Lun, Mr. Wong Chun Keung, Mr. Ko Chi Keung and Mr. Kwong Chi Tak
Independent non-executive Directors	Mr. Ho Yiu Ming, Mr. Kwong Chi Keung and Mr. Ma Fung Kwok

Principal place of business in Hong Kong:
11th Floor
Safety Godown Industrial Building
56 Ka Yip Street
Chai Wan
Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company.

2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's Hong Kong branch registrar, Secretaries Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or adjourned meeting. Completion and return of a form of proxy will not prelude a member from attending in person and voting at the AGM or any adjournment thereof, should he so wish.

3. In relation to proposed resolution no. 2 above, Mr. Ko Chi Keung, Mr. Ho Yiu Ming, Mr. Kwong Chi Tak and Mr. Ma Fung Kwok will retire from their respective office of director at the AGM pursuant to the bye-laws of the Company and being eligible, offers themselves for re-election.

Please also refer to the published version of this announcement in China Daily.