



DYNAMIC HOLDINGS LIMITED

達力集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 029)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of DYNAMIC HOLDINGS LIMITED (the “Company”) will be held at Unicorn Room, Basement 2, The Charterhouse, 209-219 Wanchai Road, Wanchai, Hong Kong on Friday, 14 December 2007 at 3:30 p.m. for the purpose of transacting the following business:

As ordinary business:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and Auditors for the year ended 30 June 2007.
2. To declare a final dividend for the year ended 30 June 2007.
3. To re-elect retiring Directors and fix their remuneration.
4. To re-appoint Auditors and authorise the Directors to fix their remuneration.

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions of which resolutions number 5 to 7 will be proposed as ordinary resolutions and resolution number 8 will be proposed as a special resolution:

ORDINARY RESOLUTIONS

5. **“THAT:**
 - a. subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own securities, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as amended from time to time, be and is hereby generally and unconditionally approved;
 - b. the aggregate nominal amount of shares which the Company is authorised to purchase pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution, and the said approval shall be limited accordingly; and

- c. for the purpose of this resolution, 'Relevant Period' means the period from the passing of this resolution until whichever is the earlier 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 any applicable law or the Company's Bye-Laws to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the members of the Company in general meeting."

6. **"THAT:**

- a. subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or grant shares of the Company or securities convertible into such shares, options, warrants or similar rights to subscribe for any shares of the Company or such convertible securities, and to make or grant offers, agreements or options which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- b. the approval in paragraph (a) above shall authorise the Directors of the Company 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 share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval given in paragraph (a) above, otherwise than pursuant to the exercise of any options granted under any share option scheme adopted by the Company or any offer of any class of securities of the Company made pro rata (apart from fractional entitlements) by the Company to holders of such class of securities (excluding any holder who is resident in a place where such offer is not permitted under the law of that place) or any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company, shall not exceed 20 percent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution, plus (if the Directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution) and the said approval shall be limited accordingly; and

- d. for the purpose of this resolution, 'Relevant Period' means the period from the passing of this resolution until whichever is the earlier 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 any applicable law or the Company's Bye-Laws to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the members of the Company in general meeting."
7. "THAT the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional shares of the Company pursuant to ordinary resolution 6 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 5 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution."

SPECIAL RESOLUTION

8. "THAT the Memorandum of Association of the Company be and is hereby amended as follows:
- (a) Clause 7

By deleting the existing Clause 7 of the Memorandum of Association and substituting therefor the following new Clause 7:

"7. The objects of the Company are unrestricted."
 - (b) Clause 8

By deleting the existing Clause 8 of the Memorandum of Association and substituting therefor the following new Clause 8:

"8. The Company shall have the following powers:
 - (i) The powers of a natural person;
 - (ii) Subject to the provisions of Section 42 of the Companies Act 1981, to issue preference shares which at the option of the holders thereof are to be liable to be redeemed;
 - (iii) To purchase its own shares in accordance with the provisions of Section 42A of the Companies Act 1981; and

- (iv) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.”

AND THAT the Bye-Laws of the Company be and are hereby amended as follows:

(a) Bye-Law 1

By deleting the existing definition of “Seal” in its entirety and substituting therefor the following new definition:

““Seal” shall mean any one or more common seals, if any, from time to time of the Company for use in Bermuda or in any place outside Bermuda;”

(b) Bye-Law 16

By deleting the existing Bye-Law 16 and the related marginal note in its entirety and substituting therefor the following new Bye-Law 16 with the marginal note “Share Certificates”:

“16. Every certificate for shares, warrants or debentures or representing any other form of securities of the Company shall be issued under the Seal of the Company, which for this purpose may be a Securities Seal or, subject to the Listing Rules, signed by a Director, the Secretary or any person authorized by the Board for that purpose.”

(c) Bye-Law 60

By renumbering the existing Bye-Law 60 as paragraph (A) of Bye-Law 60; and

by inserting the following new paragraph (B) with the marginal note “Written Resolutions of Members” after paragraph (A) of Bye-Law 60:

“60(B). (i) Save where a general meeting is required by the Companies Act or the Listing Rules, anything which may be done by Ordinary Resolution or Special Resolution in general meeting may be done by resolution in writing, signed by the required majority of the members or any class thereof or their proxies, or in the case of a member that is a corporation (whether or not a company within the meaning of the Companies Act) by its representative on behalf of such member, being the required majority of the members of the Company or any class thereof who at the date of the notice of the resolution in writing would be entitled to attend a meeting and vote on the resolution. Such resolution in writing may be signed in as many counterparts as may be necessary.

- (ii) Notice of any resolution in writing to be made under this Bye-Law shall be given, and a copy of the resolution shall be circulated, in the same manner as that required for a notice of a general meeting of the Company at which the resolution could have been considered, except that the length of the period of notice shall not apply.
- (iii) The accidental omission to give notice of, or to circulate a copy of, a resolution in writing to be made under this Bye-Law, or the non-receipt of such notice or copy by any person entitled to receive such notice or copy shall not invalidate the passing of the resolution.
- (iv) For the purposes of this Bye-Law, the date of the resolution in writing is the date when the resolution is signed by, or on behalf of, the member who establishes the majority of votes required for the passing of the resolution and any reference in any enactment to the date of passing of a resolution is, in relation to a resolution in writing made in accordance with this Bye-Law, a reference to such date.
- (v) A resolution in writing made in accordance with this Bye-Law is as valid as if it had been passed by the Company in general meeting or, if applicable, by a meeting of the relevant class of members of the Company, as the case may be. A resolution in writing made in accordance with this Bye-Law shall constitute minutes for the purposes of the Companies Act and these Bye-Laws.”

(d) Bye-Law 119

By deleting the existing Bye-Law 119 in its entirety and substituting therefor the following new Bye-Law 119:

“119. The Board may from time to time elect one of its body to the office of President of the Company and another to be the Vice-President of the Company and may from time to time elect or otherwise appoint one of its body to the office of Chairman of the Company and another to be the Deputy Chairman of the Company and may from time to time elect or otherwise appoint other officers and determine the period, for which each of them is to hold office. The Chairman (if any), or in his absence the Deputy Chairman (if any) shall preside at meetings of the Board, or if no such Chairman or Deputy Chairman is elected or appointed, or if at any meeting the Chairman or the Deputy Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. All the provisions of Bye-Laws 112, 113 and 114 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Bye-Law.”

(e) Bye-Law 134 (A)

By deleting the existing Bye-Law 134(A) in its entirety and substituting therefor the following new Bye-Law 134(A):

“134. (A) The Board may authorise the production of one or more Seals. The Directors shall provide for the safe custody of each Seal, and no Seal shall be used without the authority of the Directors or a committee authorised by the Directors in that behalf.

In the event that the Board does not authorise the production of a Seal, any document required to be under Seal or executed as a deed on behalf of the Company shall be signed or executed by any person authorised by the Board for that purpose.”

(f) Bye-Law 134 (B)

By deleting the existing Bye-Law 134 (B) in its entirety and substituting therefor the following new Bye-Law 134 (B):

“Subject to these Bye-Laws, any instrument to which a Seal is affixed shall be signed autographically by one Director and the Secretary, or by two Directors, or by any person or persons (including a Director and/or the Secretary) authorised by the Board for that purpose, provided that as regards any certificates for shares or debentures or other securities of the Company the Directors may by resolution determine that such signature or either of them shall be dispensed with or affixed by some method or system of mechanical signature other than autographic as specified in such resolution or that such certificates need not be signed by any person.”

(g) Bye-Law 136 (A)

By deleting the existing Bye-Law 136(A) in its entirety and substituting therefor the following new Bye-Law 136(A):

“136. (A) The Board may from time to time and at any time, by power of attorney, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bye-Laws) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.”

(h) Bye-Law 136 (B)

By deleting the existing Bye-Law 136 (B) and the related marginal note in their entirety and substituting therefor the following new Bye-Law 136 (B) with the marginal note “Execution of Deeds”:

“136. (B) The Company may in writing empower any person, either generally or in respect of any specified matter, as its attorney to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf and every deed signed by such attorney on behalf of the Company shall bind the Company.””

By Order of the Board
Dynamic Holdings Limited
WONG Oi Yee, Polly
Company Secretary

Hong Kong, 31 October 2007

Notes:

1. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the principal place of business of the Company at 17th Floor, Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong not less than 48 hours before the time appointed for the above meeting or any adjournment thereof as the case may be.
3. The register of members of the Company will be closed from Monday, 10 December 2007 to Friday, 14 December 2007, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrars in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Friday, 7 December 2007.
4. With respect to resolution number 5, approval is being sought from shareholders of the Company for a general mandate to repurchase shares to be given to the Directors.
5. With respect to resolution number 6, approval is being sought from shareholders of the Company for a general mandate to issue shares to be given to the Directors.
6. With respect to resolution number 7, approval is being sought from shareholders of the Company for an extension of the general mandate granted to the Directors to allot and issue shares by adding to it the number of shares purchased under the authority granted pursuant to resolution number 5.
7. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Code on Share Repurchases, an explanatory statement containing further details regarding resolution number 5 is set out in Appendix I to the circular to shareholders of the Company dated 31 October 2007.
8. With respect to resolution number 8, approval is being sought from shareholders of the Company for amendments to the existing Memorandum of Association and Bye-Laws of the Company.

As at the date of the announcement, the Board of Directors of the Company comprises Mr. CHUA Domingo, Dr. CHAN Wing Kit, Frank, Mr. TANENGLIAN Mariano Chua, Mr. TAN Lucio Jr. Khao, Mr. CHEUNG Chi Ming and Mr. PASCUAL Ramon Sy as Executive Directors; and Mr. CHONG Kim Chan, Kenneth, Mr. SY Robin and Ms. SALAZAR Lourdes Apostol as Independent Non-executive Directors.