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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Dynamic Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



DYNAMIC HOLDINGS LIMITED

達力集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 29)

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Dynamic Holdings Limited to be held at Unicorn Room, Basement 2, The Charterhouse Causeway Bay, 209-219 Wanchai Road, Hong Kong on Friday, 8 December 2017 at 3:00 p.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to its principal place of business at 17th Floor, Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the meeting or any adjourned meeting if you so wish.

30 October 2017

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Unicorn Room, Basement 2, The Charterhouse Causeway Bay, 209-219 Wanchai Road, Hong Kong on Friday, 8 December 2017 at 3:00 p.m.
“associate”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Company”	Dynamic Holdings Limited (stock code: 29), a company incorporated under the laws of Bermuda with limited liability, whose Shares are listed on the main board of the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 October 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the Memorandum of Association of the Company
“Nomination Committee”	the nomination committee of the Board
“PRC”	The People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers
“%” or “per cent”	percentage

LETTER FROM THE BOARD



DYNAMIC HOLDINGS LIMITED

達力集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 29)

Executive Directors:

Mr. TAN Harry Chua (*Chairman*)
Dr. CHAN Wing Kit, Frank (*Chief Executive Officer*)
Mr. TAN Lucio Jr. Khao
Mr. TAN Michael Gonzales
Mr. PASCUAL Ramon Sy
Mr. CHUA Joseph Tan
Mr. CHIU Siu Hung, Allan

Independent Non-executive Directors:

Mr. CHONG Kim Chan, Kenneth
Dr. SY Robin Chua
Dr. FOK Kam Chu, John
Mr. GO Patrick Lim
Mr. TAN Kenway Hao

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal Place of Business:

17th Floor
Eton Tower
8 Hysan Avenue
Causeway Bay
Hong Kong

30 October 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE AND ISSUE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the ordinary resolutions to be proposed at the forthcoming Annual General Meeting relating to (a) the granting of general mandates to the Directors to repurchase and issue Shares; and (b) the re-election of retiring Directors.

PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the Annual General Meeting, ordinary resolutions will be proposed to renew the general mandates previously granted to the Directors to (a) repurchase Shares on the Stock Exchange of up to 10% of the issued share capital of the Company at the date of passing of the resolutions; and (b) allot, issue and otherwise deal with Shares up to a limit of 20% of the issued share capital of the

LETTER FROM THE BOARD

Company as at the date of passing of the resolutions plus the number of any Shares repurchased by the Company since the granting of the general mandate (up to a maximum number equivalent to 10% of the issued share capital of the Company as at the date of passing the resolution and authorised by a separate ordinary resolution as required by the Listing Rules).

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 99 of the Bye-Laws, at least one-third of the Directors shall retire from office by rotation at each annual general meeting. Furthermore, in accordance with Bye-Law 102(B) of the Bye-Laws, 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. Any Director so appointed shall hold office only until the next following annual general meeting of the Company (in the case of an addition to the Board) or until the next general meeting of the Company (in the case of filling a casual vacancy).

Under code provision A.4.2 set out in the corporate governance code contained in Appendix 14 to the Listing Rules, all directors appointed to fill casual vacancy should be subject to election by shareholders at the first general meeting after appointment, and every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Accordingly, the Directors who will retire by rotation at the Annual General Meeting are Mr. TAN Lucio Jr. Khao, Mr. PASCUAL Ramon Sy, Mr. CHIU Siu Hung, Allan and Mr. CHONG Kim Chan, Kenneth, and they, all being eligible, will offer themselves for re-election at the Annual General Meeting as recommended by Nomination Committee.

Details of the retiring Directors are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 13 to 16 of this circular. At the Annual General Meeting, ordinary resolutions in respect of the re-election of the Directors and the granting of the general mandates to repurchase and issue shares as referred to above will be proposed.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company at 17th Floor, Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong no later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

LETTER FROM THE BOARD

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at a general meeting of the Company must be taken by poll, except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to procedural and administrative matters to be voted by a show of hands. Therefore the chairman of the Annual General Meeting will demand a poll on each of the resolutions put to vote at the meeting as stated in the notice convening the Annual General Meeting.

The results of the poll will be published by way of an announcement on the website of the Company and the Stock Exchange in accordance with the requirements of the Listing Rules.

RECOMMENDATION

The Directors believe that the proposed general mandates to repurchase and issue Shares and the proposed re-election of Directors are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend you to vote in favour of the resolutions to be proposed at the Annual General Meeting.

GENERAL INFORMATION

Your attention is also drawn to the information as set out in the Appendices to this circular.

Yours faithfully,
By Order of the Board
Dynamic Holdings Limited
CHAN Wing Kit, Frank
Chief Executive Officer

This appendix includes an explanatory statement required to be presented to Shareholders under the Listing Rules to provide Shareholders with all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting for granting the general mandate to repurchase Shares to the Directors.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to renew a general mandate previously granted to the Directors to repurchase Shares on the Stock Exchange of up to 10% of the issued share capital of the Company as at the date of passing of the resolution.

As at the Latest Practicable Date, the number of Shares in issue was 225,066,181. On the basis of such figure, assuming that no Shares will be issued or repurchased thereafter and prior to the Annual General Meeting, the Directors would be authorised to repurchase Shares up to a limit of 22,506,618 Shares.

DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their close associates has any present intention, in the event that the proposed general mandate to repurchase Shares is approved by Shareholders, to sell Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has any present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make purchases of its own Shares.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the proposed general mandate to repurchase Shares in accordance with the Listing Rules, all applicable laws of Bermuda and the Memorandum and Bye-Laws of the Company.

EFFECT OF TAKEOVER CODE

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. CHUA Domingo was the sole director and shareholder of Carnation Investments Inc., trustee of a private discretionary trust indirectly holding 89,321,279 Shares, and a shareholder of the Company holding 4,000,000 Shares and 1,800,000 share options to subscribe for 1,800,000 Shares (his collective interests being long position in aggregate approximately 42.26% of the issued share capital of the Company). He was the Substantial Shareholder holding more than 5% of the issued share capital of the Company under Part XV of the SFO and the controlling shareholder as ascribed in the Listing Rules.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution and if there is no other change in issued share capital of the Company, the shareholdings of Mr. CHUA Domingo (together with his associates) in the Company would be increased to approximately 46.95%, which would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code. The Directors have no present intention to exercise the power to repurchase Shares to such extent as it would trigger the same. The exercise in full of the power to repurchase Shares by the Directors would not reduce the public shareholding in the Company to below 25% of the issued share capital of the Company.

LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

Repurchases must be funded out of funds legally available for the purpose in accordance with the laws of Bermuda, the Memorandum and the Bye-Laws of the Company. It is envisaged that the Company will derive the funds for repurchase of its Shares in accordance therewith.

FUNDING FOR REPURCHASES

The Company is empowered by its Memorandum and Bye-Laws to repurchase its own Shares. The laws of Bermuda provide that any amount repaid in connection with a repurchase of Share(s) may only be paid out of either the capital paid up on the relevant Shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of Shares made for such purpose. The amount of premium payable on the repurchases, if any, may only be paid out of either the profits that would otherwise be available for distribution or dividend or out of the share premium of the Company.

REASON FOR REPURCHASES

The Directors have no present intention to make any repurchase of the Company's own Shares but consider that the mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company and its Shareholders. Such repurchases may enhance the net asset value of the Company and/or earnings per share. Based on the financial position of the Company as at 30 June 2017 (being the date of its latest published audited accounts), the Directors do not expect any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. No repurchases would be made in the circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

GENERAL

During each of the six months preceding the date of this circular, the Company has not repurchased any of its Shares. During each of the previous twelve months from 1 October 2016 to the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

Month	SHARES	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
October	5.08	4.60
November	5.29	4.69
December	5.35	4.75
2017		
January	4.90	4.51
February	5.11	4.60
March	9.20	4.80
April	8.99	7.79
May	8.03	6.92
June	8.22	7.25
July	9.35	7.48
August	8.30	7.41
September	8.49	7.47
October up to the Latest Practicable Date	8.20	7.70

In accordance with the Bye-Laws and as recommended by Nomination Committee, the following Directors, namely, Mr. TAN Lucio Jr. Khao, Mr. PASCUAL Ramon Sy, Mr. CHIU Siu Hung, Allan and Mr. CHONG Kim Chan, Kenneth shall retire from office by rotation and they, all being eligible, will offer themselves for re-election.

TAN LUCIO JR. KHAO

Aged 51, Mr. TAN is an executive Director of the Company as appointed in 1997. He is in charge of business development, investment and management of the Group. Mr. TAN has not been appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws.

Mr. TAN has about 26 years of senior managerial experience specialising in real estate, banking, hotel, brewery, airline, milling and security. He is the president and director of Tanduay Distillers, Inc. as well as the president and chief executive officer of Eton Properties Philippines, Inc. in the Philippines. He has held directors/senior executive positions in various companies in Hong Kong, mainland China and the Philippines. He holds a master degree in executive master of business and administration program as well as a bachelor degree in civil engineering. Mr. TAN is related to other executive Directors of the Company, being the nephew of Mr. TAN Harry Chua and Dr. CHAN Wing Kit, Frank; half-brother of Mr. TAN Michael Gonzales; and brother-in-law of Mr. PASCUAL Ramon Sy and Mr. CHUA Joseph Tan. He is also related to a Substantial Shareholder and controlling shareholder of the Company being the nephew of Mr. CHUA Domingo.

At present and in the past three years, Mr. TAN, apart from being a Director of the Company, holds directorship of several listed companies, LT Group, Inc., Philippine National Bank, PAL Holdings, Inc., MacroAsia Corporation and Victorias Milling Company, Inc., securities of which are all listed on The Philippine Stock Exchange, Inc.

Save as disclosed above and the directorship held in the Company and a subsidiary of the Company, Mr. TAN does not hold any positions in the Company or any of its subsidiaries; and does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, other than his outstanding share options to subscribe for 1,500,000 Shares at a subscription price of HK\$1.13 per Share exercisable for a period of 8 years commencing on 25 October 2011, Mr. TAN has no other interests in the Shares of the Company within the meaning of Part XV of the SFO.

A letter of appointment has been entered into between Mr. TAN and the Company. Under the terms of the appointment, Mr. TAN has been and shall be entitled to receive a director's fee or emolument on the basis of HK\$40,000 per attendance (whether by way of physical attendance or telephone conference, as the case may be) of each meeting of the Board, meeting of any committee of the Board or general meeting of the Company which he has attended and attends. The fee or emolument payable to Mr. TAN is determined by the Board in accordance with the emolument policy as recommended by the Remuneration Committee and subject to confirmation by the Shareholders in general meeting. For the year ended 30 June 2017, the total director's fee or emolument of HK\$252,000 (inclusive of contributions to retirement benefits scheme) were paid to Mr. TAN.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters in relation to the re-election of Mr. TAN that need to be brought to the attention of the Shareholders.

PASCUAL RAMON SY

Aged 58, Mr. PASCUAL is an executive Director of the Company as appointed in 2006. He is in charge of business development, investment and management of the Group. Mr. PASCUAL has not been appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws.

Mr. PASCUAL has over 35 years of senior managerial experience specialising in real estate and manufacturing. He currently holds a senior managerial position in the Eton Properties (Holdings) Limited, and serves as directors in several companies engaging business of real estate, manufacturing and logistics in mainland China, Hong Kong and the Philippines. He holds a bachelor degree in economics. Mr. PASCUAL is related to several executive Directors and a Substantial Shareholder and controlling shareholder of the Company, being married to the niece of two other executive Directors, namely, Mr. TAN Harry Chua and Dr. CHAN Wing Kit, Frank and a Substantial Shareholder and controlling shareholder, namely, Mr. CHUA Domingo; and brother-in-law of Mr. TAN Lucio Jr. Khao, Mr. TAN Michael Gonzales and Mr. CHUA Joseph Tan.

At present and in the past three years, Mr. PASCUAL, has not held any directorships in any public companies, securities of which are listed on any securities market in Hong Kong or overseas, other than the Company.

Save as disclosed above and the directorships held in the Company and a subsidiary of the Company, Mr. PASCUAL does not hold any positions in the Company or any of its subsidiaries; and does not has any relationship with any Directors, senior management, Substantial Shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, other than his personal interests in 80,000 Shares (long position) and outstanding share options to subscribe for 1,500,000 Shares at a subscription price of HK\$1.13 per Share exercisable for a period of 8 years commencing on 25 October 2011, Mr. PASCUAL has no other interests in the Shares of the Company within the meaning of Part XV of the SFO.

A letter of appointment has been entered into between Mr. PASCUAL and the Company. Under the terms of the appointment, Mr. PASCUAL has been and shall be entitled to receive a director's fee or emolument on the basis of HK\$40,000 per attendance (whether by way of physical attendance or telephone conference, as the case may be) of each meeting of the Board, meeting of any committee of the Board or general meeting of the Company which he has attended and attends. The fee or emolument payable to Mr. PASCUAL is determined by the Board in accordance with the emolument policy as recommended by the Remuneration Committee and subject to confirmation by the Shareholders in general meeting. For the year ended 30 June 2017, the total director's fee or emolument of HK\$294,000 (inclusive of contributions to retirement benefits scheme) were paid to Mr. PASCUAL.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters in relation to the re-election of Mr. PASCUAL that need to be brought to the attention of the Shareholders.

CHIU SIU HUNG, ALLAN

Aged 59, is an executive Director of the Company as appointed in 2007. He is also the financial controller of the Group. Mr. CHIU has not been appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws.

Mr. CHIU has over 34 years of senior managerial experience specialising in the field of real estate, accounting and finance in Hong Kong and mainland China. Prior to joining the Group in 1993, he worked at a major accounting firm and held various senior accounting positions in property companies in Hong Kong. He holds a master degree in business administration.

At present and in the past three years, Mr. CHIU has not held any directorships in any public companies, securities of which are listed on any securities market in Hong Kong or overseas, other than the Company.

Save as disclosed above and the directorships held in the Company and all of its subsidiaries (except Beijing Longfast Property Development Co., Ltd.) and joint venture, Mr. CHIU does not hold any positions in the Company or any of its subsidiaries; and does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, other than his personal interests in 1,000,000 Shares (long position), Mr. CHIU has no other interests in the Shares of the Company within the meaning of Part XV of the SFO.

A letter of appointment has been entered into between Mr. CHIU and the Company. Under the terms of the appointment, Mr. CHIU has been and shall be entitled to receive a director's fee or emolument on the basis of HK\$40,000 per attendance (whether by way of physical attendance or telephone conference, as the case may be) of each meeting of the Board, meeting of any committee of the Board or general meeting of the Company which he has attended and attends. The fee or emolument payable to Mr. CHIU is determined by the Board in accordance with the emolument policy as recommended by the Remuneration Committee and subject to confirmation by the Shareholders in general meeting. For the year ended 30 June 2017, the total director's fee or emolument of HK\$378,000 (inclusive of contributions to retirement benefits scheme) were paid to Mr. CHIU.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters in relation to the re-election of Mr. CHIU that need to be brought to the attention of the Shareholders.

CHONG KIM CHAN, KENNETH

Aged 66, Mr. CHONG is an independent non-executive Director of the Company as appointed in 1994. He is also the chairman of both the Audit Committee and the Remuneration Committee, as well as a member of Nomination Committee. Mr. CHONG has been appointed for a term of two years from 1 January 2017 but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-Laws.

Mr. CHONG is a veteran in the jewellery business in which he has over 45 years of senior managerial experience. He is managing a number of companies engaged in diamond trading, jewellery manufacturing, wholesaling and exports activities in Hong Kong and South East Asian countries. Currently, he also serves as an independent non-executive director of Allied Banking Corporation (Hong Kong) Limited.

At present and in the past three years, Mr. CHONG has not held any directorships in any public companies, securities of which are listed on any securities market in Hong Kong or overseas, other than the Company.

Save as disclosed above and the directorship held in the Company, Mr. CHONG does not hold any positions in the Company or any of its subsidiaries; and does not have any relationship with any Directors, senior management, Substantial Shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, other than his outstanding share options to subscribe for 1,000,000 Shares at a subscription price of HK\$1.13 per Share exercisable for a period of 8 years commencing on 25 October 2011, Mr. CHONG has no other interests in the Shares of the Company within the meaning of Part XV of the SFO.

A letter of appointment has been entered into between Mr. CHONG and the Company. Under the terms of the appointment, Mr. CHONG has been and shall be entitled to receive a director's fee or emolument on the basis of HK\$40,000 per attendance (whether by way of physical attendance or telephone conference, as the case may be) of each meeting of the Board, meeting of any committee of the Board or general meeting of the Company which he has attended and attends. The fee or emolument payable to Mr. CHONG is determined by the Board in accordance with the emolument policy as recommended by the Remuneration Committee and subject to confirmation by the Shareholders in general meeting. For the year ended 30 June 2017, the total director's fee or emolument of HK\$360,000 were paid to Mr. CHONG.

Mr. CHONG has confirmed that he meets the independence guidelines set out in rule 3.13 of the Listing Rules. The Nomination Committee, after reviewed the independence of Mr. CHONG and contributions made by him to the Group, has recommended his re-election as an independent non-executive Director of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters in relation to the re-election of Mr. CHONG that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

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DYNAMIC HOLDINGS LIMITED

達力集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 29)

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 Causeway Bay, 209-219 Wanchai Road, Hong Kong on Friday, 8 December 2017 at 3:00 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 (the “**Director(s)**”) of the Company and the independent auditor (the “**Auditor**”) for the year ended 30 June 2017.
2. To declare a final dividend for the year ended 30 June 2017.
3. To re-elect Directors and fix their remuneration.
4. To re-appoint Auditor and authorise the Directors to fix its remuneration.

And as special business, to consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT:**
 - a. subject to paragraph (b) below, the exercise by the Directors 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 of the Company (the “**Shares**”) which the Company is authorised to purchase pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent 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

NOTICE OF ANNUAL GENERAL MEETING

- 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 during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or grant Shares or securities convertible into such shares, options, warrants or similar rights to subscribe for any Shares 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 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 pursuant to the approval given in paragraph (a) above, otherwise than pursuant to (i) the exercise of any options granted under any share option scheme adopted by the Company or (ii) a Rights Issue (as defined hereunder) or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-Laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this resolution, plus (if the Directors 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 per cent 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

NOTICE OF ANNUAL GENERAL MEETING

- 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.

‘Rights Issue’ means an offer of Shares or issue of options, warrants, or other securities of the Company giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities), (subject to all cases to such exclusions 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 outside Hong Kong).”

7. “**THAT** the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with any additional Shares 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 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution.”

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

Hong Kong, 30 October 2017

NOTICE OF ANNUAL GENERAL MEETING

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. To be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon, 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 principal place of business of the Company at 17th Floor, Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong not later than 48 hours before the time for holding the above meeting or any adjourned meeting (as the case may be).
3. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Pursuant to the Rules Governing the Listing of Securities on the Stock Exchange, all resolutions set out in this Notice shall be taken by poll at the Annual General Meeting.
5. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 5 December 2017 to Friday, 8 December 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 4 December 2017.
6. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 19 December 2017 to Friday, 22 December 2017, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 18 December 2017.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the resolution number 5 is set out in Appendix I to this circular.
8. As at the date hereof, the Board of the Company comprises Mr. TAN Harry Chua (*Chairman*), Dr. CHAN Wing Kit, Frank (*Chief Executive Officer*), Mr. TAN Lucio Jr. Khao, Mr. TAN Michael Gonzales, Mr. PASCUAL Ramon Sy, Mr. CHUA Joseph Tan and Mr. CHIU Siu Hung, Allan as executive Directors; and Mr. CHONG Kim Chan, Kenneth, Dr. SY Robin Chua, Dr. FOK Kam Chu, John, Mr. GO Patrick Lim and Mr. TAN Kenway Hao as independent non-executive Directors.