



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 Wednesday, 22nd December, 2004 at 11:00 a.m. for the purpose of transacting the following business:

As ordinary business:

- To receive and consider the audited financial statements and the reports of the Directors and Auditors for the year ended 30th June, 2004.
- To declare a final dividend for the year ended 30th June, 2004.
- To re-elect retiring Directors and fix their remuneration.
- 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

- “**THAT:**

 - 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;
 - 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
 - for the purpose of this resolution, ‘Relevant Period’ means the period from the passing of this resolution until whichever is the earlier of:
 - the conclusion of the next annual general meeting of the Company;
 - 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
 - the revocation or variation of the authority given under this resolution by an ordinary resolution of the members of the Company in general meeting.”
- “**THAT:**

 - 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;
 - 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;
 - 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
 - for the purpose of this resolution, ‘Relevant Period’ means the period from the passing of this resolution until whichever is the earlier of:
 - the conclusion of the next annual general meeting of the Company;
 - 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
 - the revocation or variation of the authority given under this resolution by an ordinary resolution of the members of the Company in general meeting.”
- “**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

- “**THAT** the Bye-Laws of the Company be amended as follows:

 - In Bye-Law 1, by deleting the existing definition of “associates” and substituting therefor the following new definition:

“‘associates’ shall have the meaning attributed to it in the Listing Rules.”
 - in Bye-Law 1, by adding the following new definition of “Listing Rules” after the definition “Statutes”:

“‘Listing Rules’ shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as may be amended from time to time.”
 - in Bye-Law 70,
 - by adding the words ‘or, in the case of paragraph (v), required’ after the word ‘demanded’ on the fourth line,
 - by deleting the punctuation ‘,’ on the last sentence of paragraph (iv) and substituting therefor the punctuation and word ‘; or’,
 - by adding the following new paragraph (v) immediately after paragraph (iv):

‘(v) by the relevant provisions of the Listing Rules.’;
 - by inserting the following new Bye-Law 76A after the existing Bye-Law 76:

‘76A. Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.’;
 - by deleting the word “Special” in the first line in Bye-Law 97(A)(vi) and substituting therefor the word “Ordinary”;
 - by deleting the existing Bye-Law 98(F) and substituting therefor the following new Bye-Law 98(F):

‘(F) Subject to the Companies Act and to the next paragraph of this Bye-Law, no Director or proposed or intended Director or his associates shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director or his associates is/are in any way interested be liable to be avoided, nor shall any Director or his associates so contracting or being so interested be liable to account to the Company or the members for any remuneration, profit or other benefits realised by any such contract or arrangement, by reason only of such Director holding that office or the fiduciary relationship thereby established.’;

- by deleting the existing Bye-Law 98(G) and substituting therefor the following new Bye-Law 98(G):

‘(G) A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest or that of his associates at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest or that of his associates then exists, or in any other case at the first meeting of the Board after he knows that he or any of his associates is/are or has/have become so interested. For the purposes of this Bye-Law, a general notice to the Board by a Director to the effect that (a) he or any of his associates is/are member(s) of a specified company or firm and is/are to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm or (b) he or any of his associates is/are to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him or any of them, shall be deemed to be a sufficient declaration of interest under this Bye-Law in relation to any such contract or arrangement; provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.’;

- by deleting the existing Bye-Law 98(H) and substituting therefor the following new Bye-Law 98(H):

‘(H) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he is or any of his associates are to his knowledge materially interested, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:

- any contract or arrangement for the giving by the Company of any security or indemnity to the Director or his associates in respect of money lent or obligation incurred or undertaken by him or any of them for the benefit of the Company or any of its subsidiaries;
- any contract or arrangement for the giving by the Company of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associates has/have himself/themselves guaranteed or secured in whole or in part;
- any contract or arrangement by the Director or his associates to subscribe for shares or debentures or other securities of the Company to be issued pursuant to any offer or invitation to the members or debenture holders or to the public which does not provide the Director or his associates any privilege not accorded to any other members or debenture holders or to the public;
- any contract or arrangement concerning an offer of the shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- any contract or arrangement in which the Director or his associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue of his interest or that of his associates in shares or debentures or other securities of the Company;
- any contract or arrangement concerning any other company in which the Director or any of his associates is/are interested directly or indirectly whether as officer(s) or executive(s) or shareholder(s) other than a company in which the Director together with any of his associates own five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company;
- any proposal or arrangement for the benefit of employees of the Company or its subsidiaries including the adoption; modification or operation of a pension fund or retirement, death or disability benefit scheme which relates both to Directors or his associates and employees of the Company or of any of its subsidiaries and does not give the Director or his associates any privilege not generally accorded to the class of persons to whom such scheme or fund relates; and
- any proposal concerning the adoption, modification or operation of any employees’ share scheme involving the issue or grant of options over shares or other securities by the Company to, or for the benefit of the employees of the Company or its subsidiaries under which the Director or his associates may benefit.’;

- by deleting the existing Bye-Law 103 and substituting therefor the following new Bye-Law 103:

‘103. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Head Office or the Registration Office at least seven days before the date of the general meeting. The period for lodgment of the notices required under this Bye-Law will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.’;

- in Bye-Law 104, by deleting the word ‘Special’ in the first line and substituting therefor the word ‘Ordinary’; and

- in Bye-Law 131, by deleting the words ‘If the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorised.’ in the last sentence and substituting therefor the words ‘The Secretary shall ordinarily reside in Hong Kong.’”

By Order of the Board
Wong Oi Yee, Polly
Company Secretary

Hong Kong, 29th October, 2004

Notes:

- 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.
- 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.
- The register of members of the Company will be closed from Thursday, 16th December, 2004 to Wednesday, 22nd December, 2004, 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, Tengis Limited at Ground Floor, BEA Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, prior to registration not later than 4:00 p.m. on Wednesday, 15th December, 2004.
- 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.
- 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.
- 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.
- 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 29th October, 2004.
- With respect to resolution number 8, approval is being sought from shareholders of the Company for amendments to the existing Bye-Laws of the Company.