



DYNAMIC HOLDINGS LIMITED

達力集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 029)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**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 Monday, 13 March 2006 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without modifications, as an ordinary resolution of the Company:

“THAT

- (a) the conditional sale and purchase agreement (the “**Agreement**”, a copy of which has been produced to the Meeting and marked “A” and initialled by the Chairman of the Meeting for the purpose of identification) dated 5 January 2006 made between a wholly-owned subsidiary of the Company, Glory Diamond Inc. (the “**Purchaser**”) as purchaser, Eton Properties Group Limited (the “**Vendor**”) as vendor and Eton Properties Limited (the “**Guarantor**”) as guarantor relating to the sale and purchase of the entire issued share capital of High Grand Investments Limited (“**HGIL**”) and all the outstanding debts owing from HGIL to the Vendor as at the date of completion of the Agreement, and the transactions contemplated thereunder or incidental to the Agreement, and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to the Agreement as described in the circular to the shareholders of the Company dated 24 February 2006 (the “**Circular**”, a copy of which has been produced to the Meeting and marked “B” and initialled by the Chairman of the Meeting for the purpose of identification) be and are hereby generally and unconditionally approved, ratified and confirmed;
- (b) any one Executive Director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute all such other documents, deeds, instruments and agreements and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement or any of the transactions contemplated thereunder or incidental to the Agreement and all other matters incidental thereto, including (without limitation) exercising or enforcing any right thereunder, and to agree to any amendment to any of the terms of the Agreement which in the opinion of any Director of the Company is not of a material nature and is in the interests of the Company;
- (c) the Continuing Connected Transactions (as defined in the Circular) relating to the management of 裕景國際商務廣場 (Eton Place), situated at No. 69 Dongfang Road, Pudong New Area, Shanghai, the People’s Republic of China (the “**Eton Place**”) by 伊頓物業管理(上海)有限公司 (Eton Property Management (Shanghai) Company Limited), an indirect wholly-owned subsidiary of the Vendor, be and are hereby approved, ratified and confirmed;
- (d) the fixing of the maximum amount of the property management fees payable by the Purchaser or its subsidiaries to 伊頓物業管理(上海)有限公司 (Eton Property Management (Shanghai) Company Limited) pursuant to the Deed of Mutual Covenant (as defined in the Circular) in the sum of HK\$12 million for each of the two financial years ending 30 June 2008 and in the sum of HK\$3 million for the financial year ending 30 June 2009 be and are hereby approved; and

- (e) any one Executive Director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute all such other documents, deeds, instruments and agreements and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Continuing Connected Transactions and all other matters contemplated thereunder and incidental thereto.”

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

Hong Kong, 24 February 2006

Principal place of business in Hong Kong:

17th Floor, Eton Tower

8 Hysan Avenue

Causeway Bay

Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting may appoint one or more proxies to attend and vote instead of that member. 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 Company's branch share registrars, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time for holding the Meeting or any adjourned meeting thereof (as the case may be).

As at the date hereof, the Board of Directors of the Company comprises Mr. CHUA Domingo, Mr. PANG Kit Man, John, Mr. TANENGLIAN Mariano Chua, Mr. TAN Lucio Jr. Khao and Mr. CHEUNG Chi Ming as Executive Directors, and Mr. CHONG Kim Chan, Kenneth, Mr. SY Robin and Mr. MAK Kwai Wing, Alexander as Independent Non-Executive Directors.