

Notice of Annual General Meeting

茲通告 DYNAMIC HOLDINGS LIMITED (「本公司」) 謹定於二零零一年十二月二十一日星期五上午十一時正假座香港特別行政區灣仔灣仔道209-219號利景酒店第一層地庫利龍廳召開股東週年大會，討論下列事項：

- 一、省覽截至二零零一年六月三十日止年度之經審核財務賬項與董事及核數師報告書。
- 二、宣派末期股息分派。
- 三、重選董事及釐定其酬金。
- 四、重聘核數師及授權董事釐定其酬金。
- 五、作為特別事項，考慮及酌情通過下列決議案為普通決議案：

(甲) 「動議：

- (1) 在下文(3)段之規限下，一般性及無條件批准本公司董事在符合一切適用法例之情況下，於有關期間(定義見下文)內行使本公司之一切權力，配發、發行或授予本公司股份或可轉換為該等股份之證券、優先認股權、認股權證或類似權利以認購本公司任何股份或該等可換股證券，及訂立或授予需行使該等權力之售股建議、協議或優先認股權；
- (2) 上文(1)段之批准將授權本公司董事於有關期間內訂立或授予須在有關期間結束後行使該等權力之售股建議、協議或優先認股權；

NOTICE IS HEREBY GIVEN that the annual general meeting of DYNAMIC HOLDINGS LIMITED (the “Company”) will be held at Dragon Room, Basement 1, The Charterhouse, 209-219 Wanchai Road, Wanchai, Hong Kong Special Administrative Region on Friday, 21st December, 2001 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the Directors and Auditors for the year ended 30th June, 2001.
2. To declare a final distribution.
3. To re-elect Directors and fix their remuneration.
4. To re-appoint Auditors and authorise the Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) “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;

Notice of Annual General Meeting (Continued)

- (3) 本公司董事根據上文(1)段之批准所配發或同意有條件或無條件配發(不論是否依據優先認股權或其他方式)之股本面值總額,除行使根據本公司採納之任何優先認股權計劃授予之任何優先認股權;或本公司按比例(零碎股除外)向本公司任何類別證券之持有人(不包括根據其居住地點之法律不准進行售股建議之持有人)提呈發售本公司該類證券外,不得超過本公司於本決議案通過之日已發行股本面值總額百份之二十,而上述批准亦受此限制;及
- (4) 就本決議案而言,『有關期間』乃指本決議案通過之日至下列各項中較早日期止之期間:
- (i) 本公司下屆股東週年大會結束;
 - (ii) 依照任何適用法例或本公司細則規定須舉行本公司下屆股東週年大會期限屆滿之日;及
 - (iii) 本決議案所授予之權力經由本公司股東在股東大會上以普通決議案撤銷或修訂之日。」
- (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), 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 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."

Notice of Annual General Meeting (Continued)

(乙) 「動議：

- (1) 在下文(2)段之規限下，一般性及無條件批准本公司董事在符合一切適用法例及不時經修訂之香港聯合交易所有限公司(「聯交所」)證券上市規則之情況下，在有關期間(定義見下文)內行使本公司之一切權力，購回本公司之證券；
- (2) 本公司根據上文(1)段之授權，於有關期間內購回之股份面值總額，須不超過本公司於本決議案通過日期之已發行股本面值總額百分之十，而上述批准亦受此限制；及
- (3) 就本決議案而言，「有關期間」乃指本決議案通過之日至下列各項中較早日期止之期間：
 - (i) 本公司下屆股東週年大會結束；
 - (ii) 依照任何適用法例或本公司細則規定須舉行本公司下屆股東週年大會期限屆滿之日；及
 - (iii) 本決議案所授予之權力經由本公司股東在股東大會上以普通決議案撤銷或修訂之日。」

(B) “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.”

Notice of Annual General Meeting (Continued)

(丙) 「動議：

待召開本大會之通告第五(甲)項及第五(乙)項決議案所載獲通過為普通決議案後，本公司根據上述通告第五(乙)項決議案所載購回之本公司股本中股份面值總額，須加入本公司董事根據上述通告第五(甲)項決議案所載可配發或同意有條件或無條件配發之股本面值總額。」

(丁) 「動議：

- (1) 待聯交所批准於本通告同日寄發予股東之通函內所述優先認股權計劃(其條款載於呈交大會經主席簽署並註有『A』字樣以資識別之印刷文件)(『該計劃』)，並受限於聯交所對該計劃之修改要求，批准及採納該計劃為本公司之優先認股權計劃，亦授權本公司董事(不論彼等或其任何一位可能對此有權益)為落實該計劃作出一切所需或合宜之行為及訂立一切所需或合宜之交易與安排；及
- (2) 即時終止本公司於一九九二年三月二十三日採納之現行優先認股權計劃。」

承董事會命
公司秘書
黃愛儀

香港，二零零一年十月十八日

(C) “THAT:

conditional upon the resolutions nos. 5(A) and 5(B) as set out in the notice convening this meeting having been passed as ordinary resolutions, the aggregate nominal amount of shares in the capital of the Company which shall have been purchased by the Company pursuant to and in accordance with the resolution no. 5(B) aforesaid shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to and in accordance with the resolution no. 5(A) aforesaid.”

(D) “THAT:

- (a) conditional upon the Stock Exchange granting the approval for the Share Option Scheme referred to in the circular despatched to the shareholders on the same day as this notice, the terms of which are set out in the printed document marked ‘A’ now produced to the meeting and for the purpose of identification signed by the Chairman hereof (the ‘Scheme’) and subject to such amendments to the Scheme as the Stock Exchange may request, the Scheme be approved and adopted to be the share option scheme of the Company and that the Directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the Scheme, notwithstanding that they or any of them may be interested in the same; and
- (b) the existing share option scheme of the Company adopted on 23rd March, 1992 be hereby terminated with immediate effect.”

By Order of the Board
Polly O. Y. Wong
Company Secretary

Hong Kong, 18th October, 2001

Notice of Annual General Meeting (Continued)

附註：

- 一、凡有資格出席上述大會及投票之股東，均有權委任一位或以上代表出席及代其投票。代表人毋須為本公司股東。
- 二、代表委任表格連同經簽署之授權書或其他授權文件(如有)，或經由公證人簽署證明之授權書或授權文件副本，最遲須於上述大會(或其任何續會)指定舉行時間四十八小時前交回本公司之主要營業地點，香港特別行政區銅鑼灣希慎道8號裕景商業中心1702室，方為有效。
- 三、本公司將由二零零一年十二月十七日星期一至二零零一年十二月二十一日星期五(首尾兩日包括在內)暫停辦理股東名冊之登記手續，該期間內將不會進行任何股份之過戶登記。如欲獲派發建議之末期股息分派，所有股份過戶表格連同有關股票須不遲於二零零一年十二月十四日星期五下午四時送交本公司在香港之股份過戶登記分處登捷時有限公司，地址為香港中環夏慤道10號和記大廈4樓。
- 四、載於有關本通告所述第五(甲)、五(乙)、五(丙)及五(丁)項決議案之說明函件及優先認股權計劃進一步詳情已連同本年報寄發予股東。

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 1702, Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong Special Administrative Region not less than 48 hours before the time appointed for the above meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Monday, 17th December, 2001 to Friday, 21st December, 2001, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final distribution, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrars in Hong Kong, Tengis Limited at 4th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong for registration not later than 4:00 p.m. on Friday, 14th December, 2001.
4. With respect to resolutions nos. 5(A), 5(B), 5(C) and 5(D) of this notice, a circular containing further details of explanatory statement and share option scheme has been sent to members together with this Annual Report.