



DYNAMIC HOLDINGS LIMITED

達力集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 029)

Form of proxy for use at the special general meeting (the “Meeting”) (or at any adjournment thereof) of DYNAMIC HOLDINGS LIMITED (the “Company”) to be held on Monday, 13 March 2006 at 11:00 a.m.

I/We (Note 1) _____ of _____

_____ being the registered holder(s) of (Note 2)

_____ ordinary shares of HK\$1.00 each in the share capital of the

Company, HEREBY APPOINT (Note 3) _____

_____ of _____

_____ or failing him, the Chairman of the Meeting as my/our proxy to act for me/us at the Meeting (or at any adjournment thereof) to 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 with or without amendments, the ordinary resolution set out in the notice convening the Meeting (or any adjournment thereof), to vote for me/us and in my/our name(s) as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

Resolution	For (Note 4)	Against (Note 4)
Ordinary Resolution set out in the notice of the Meeting.		

Dated _____, 2006

Shareholder’s signature _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$1.00 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders of any share(s), any one of such persons may vote at the Meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting (or at any adjournment thereof) personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, duly completed and signed in accordance with the instructions printed herein 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 less than 48 hours before the time for holding the Meeting or any adjournment meeting thereof (as the case may be).
8. The proxy need not be a member of the Company but must attend the Meeting. The proxy may vote on your behalf on a poll.
9. Any alteration made in this form of proxy must be initialled by the person who signs it.
10. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting (or any adjournment thereof) should you so wish.
11. At the Meeting, the Chairman of the Meeting will exercise his power under bye-law 70 of the bye-laws of the Company to put the above resolution to the vote by way of a poll. On a poll, every member present in person (or where a corporate representative is allowed, by its duly authorised representative) or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up. On a poll, a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.