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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 of China Dynamics (Holdings) Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or to the bank or stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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中國動力
China Dynamics

CHINA DYNAMICS (HOLDINGS) LIMITED

中國動力（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 476)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of China Dynamics (Holdings) Limited (the “Company”) to be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 24 August 2015 at 11:00 a.m. is set out on pages 21 to 25 in this circular. A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. If you are not able to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s principal place of business in Hong Kong at 37th Floor, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

13 July 2015

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DEFINITIONS

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

“2015 Annual Report”	the audited consolidated financial statements and the reports of the Directors and of the auditors of the Company for the year ended 31 March 2015
“AGM”	the annual general meeting of the Company to be convened and held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai on Monday, 24 August 2015 at 11:00 a.m.
“Board”	the Company’s board of Directors
“Bye-law(s)”	the bye-law(s) of the Company in force from time to time
“Companies Act”	the Companies Act 1981 of Bermuda as amended from time to time
“Company”	China Dynamics (Holdings) Limited, a company incorporated in Bermuda with limited liability, with its Shares listed on the main board of the Stock Exchange
“Connected Person(s)”	has the meaning as defined in the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Core Connected Person(s)”	has the meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“General Issue Mandate”	the proposed general mandate granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution approving the said mandate
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	8 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Option(s)”	the right granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“Proposed Scheme Refreshment”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme
“Repurchase Mandate”	the general and unconditional mandate to repurchase Shares in the capital of the Company up to 10% of the aggregate nominal amount of the issued and fully paid share capital of the Company as at the date of passing of the resolution granting such mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options to be granted under the Share Option Scheme of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company on 30 August 2013
“Shareholder(s)”	registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“%”	per cent

LETTER FROM THE BOARD



中國動力
China Dynamics

CHINA DYNAMICS (HOLDINGS) LIMITED

中國動力（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 476)

Executive Directors:

Mr. Cheung Ngan (*Chairman*)

Mr. Lai Kwok Wai

Non-Executive Directors:

Mr. Li Shaofeng

Mr. Zhao Hong Feng

Mr. Zhou Jin Kai

Independent Non-Executive Directors:

Mr. Chan Chak Paul

Mr. Chan Francis Ping Kuen

Mr. Hu Guang

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place
of Business:*

37th Floor

China Online Centre

333 Lockhart Road

Wanchai

Hong Kong

13 July 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE SCHEME MANDATE LIMIT
UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information relating to (i) the grant of the General Issue Mandate and the Repurchase Mandate; (ii) the re-election of Directors; and (iii) the refreshment of the Scheme Mandate Limit under the Share Option Scheme. Your approval of the resolutions relating thereto is therefore sought.

LETTER FROM THE BOARD

GENERAL ISSUE MANDATE

At the annual general meeting of the Company held on 25 August 2014, a general mandate was given to the Directors to issue new Shares and such mandate will lapse at the conclusion of the forthcoming AGM. An ordinary resolution will be proposed at the AGM for the purpose of renewing the existing share issue mandate granted to Directors to allot, issue and otherwise deal with the Shares. The General Issue Mandate is subject to a limit equal to 20% of the aggregate nominal amount of the issued capital of the Company at the date of passing such resolution, which is estimated to be 741,209,360 Shares based on the number of issued Shares of 3,706,046,800 at the Latest Practicable Date.

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 25 August 2014, a general mandate was given to the Directors to exercise all the powers of the Company to repurchase its own Shares and such mandate will lapse at the conclusion of the forthcoming AGM. An ordinary resolution will be proposed at the AGM for the purpose of renewing the existing Repurchase Mandate granted to the Directors to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued and fully paid up share capital of the Company as at the date of passing such resolution.

During the year ended 31 March 2015, the Company repurchased a total of 10,700,000 (2014: Nil) Shares. These repurchased shares have subsequently been cancelled. Details of the repurchases during the six months preceding the Latest Practicable Date are summarized in Appendix I of this circular.

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular.

GENERAL MANDATE TO EXTEND TO ISSUE SHARES

Subject to the passing at the AGM of the proposed resolutions regarding the General Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to approve the extension of the 20% General Issue Mandate by adding to the General Issue Mandate the number of shares that may be repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

For details of the proposed resolutions, Shareholders are referred to the Notice of Annual General Meeting which is set out on pages 21 to 25 in this circular. With reference to these resolutions, the Board wishes to state that it has no immediate plan to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

RE-ELECTION OF DIRECTORS

Pursuant to the Bye-laws 111, Mr. Chan Francis Ping Kuen and Mr. Hu Guang, being Directors, shall retire by rotation and being eligible, offer themselves for re-election at the forthcoming AGM.

Each of Mr. Chan Francis Ping Kuen and Mr. Hu Guang, both being independent non-executive Directors and are eligible for re-election at the forthcoming AGM.

Both Mr. Chan Francis Ping Kuen and Mr. Hu Guang have served on the Board for more than nine years. During their years of appointment, they have demonstrated their ability, integrity and experience to provide an independent view to the Company's matters. They have given an annual confirmation of their independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that each of Mr. Chan Francis Ping Kuen and Mr. Hu Guang are able to continue to fulfill their role as required and the long service of them would not affect his exercise of independent judgement, and, therefore, considers them to be independent and recommends them to be re-elected at the forthcoming AGM.

Pursuant to the Bye-laws 115, each of Mr. Lai Kwok Wai, Mr. Zhao Hong Feng and Mr. Zhou Jin Kai, were appointed subsequent to the last annual general meeting, will hold office until the forthcoming Annual General Meeting and, being eligible, will offer themselves for re-election at the forthcoming Annual General Meeting.

The biographical details and interests in the shares of the Company of the retiring Directors are provided in the Appendix II to this circular.

Under Resolution 2 as set out in the AGM Notice, the re-election of Directors will be individually voted on by Shareholders.

LETTER FROM THE BOARD

REFRESHMENT OF THE SCHEME MANDATE LIMIT UNDER THE SHARE OPTION SCHEME

Proposed Scheme Refreshment

The Share Option Scheme was adopted by the Company on 30 August 2013, 1,384,396,800 Shares were in issue and the maximum number of Shares which may be issued upon exercise of all Options under the Share Option Scheme and other schemes of the Company was therefore 138,439,680 Shares, being 10% of the Shares in issue as at the date of adoption of the Share Option Scheme. As a result of the adoption of the Share Option Scheme on 30 August 2013, the Old Share Option Scheme, which was adopted by the Company on 5 January 2004, was terminated. Upon termination of the Old Share Option Scheme, no further option can be offered thereafter but remaining 103,400,000 Options granted prior to such termination but not yet exercised shall continue to be valid and exercisable. During the previous financial year ended 31 March 2014, 1,000,000 Options was exercised.

Subsequently, at the annual general meeting on 25 August 2014, the Company refreshed the then Scheme Mandate Limit such that the Company would be allowed to grant further Options under the Share Option Scheme and other share option schemes carrying rights to subscribe for a maximum of 287,174,680 Shares, being 10% of the Shares in issue at the date of the Shareholders' approval. No options was granted after the refreshment of the Scheme Mandate Limit on 25 August 2014. The following table shows the movement of Options since the last refreshment of the existing Scheme Mandate Limit on 25 August 2014.

As at 25 August 2014 (being the date of the existing Scheme Mandate Limit was last refreshed)		Between 25 August 2014 and the Latest Practicable Date			As at the Latest Practicable Date		
Total number of Options outstanding	Scheme Mandate Limit available	Options granted	Options exercised	Options lapsed	Total number of Options outstanding	Scheme Mandate Limit available	Approximate % to issued share capital of the Company
202,400,000	287,174,680	-	-	-	202,400,000	287,174,680	7.75%

As at the latest Practicable Date, an aggregate of 202,400,000 Options remain outstanding and unexercised, representing approximately 5.46% of the total issued share capital of the Company. Out of the outstanding 202,400,000 Options, exercise price for 100,000,000 Options, 64,400,000 Options, 33,000,000 Options and 5,000,000 Options are HK\$1.15 per Share, HK\$0.46 per Share, HK\$0.86 per Share and HK\$2.95 per Share respectively. There are 100,000,000 Options outstanding under the Share Option Scheme (representing approximately 2.70% of the total issued share capital of the Company) and 102,400,000 Options outstanding under the Old Share Option Scheme (representing approximately 2.76% of the total issued share capital of the Company).

LETTER FROM THE BOARD

If the Scheme Mandate Limit is refreshed, on the basis of 3,706,046,800 Shares in issue and assuming no Shares are issued or repurchased by the Company, the Company will be allowed to grant further Options under the Share Option Scheme for a maximum of 370,604,680 Shares under the refreshed Scheme Mandate Limit.

The Directors consider that it is in the interests of the Company to refresh the Scheme Mandate Limit to permit the grant of further Options under the Share Option Scheme so as to provide incentives to, and recognise the contributions of, the Group's employees and other selected eligible participants under the Share Option Scheme.

It is proposed that subject to the approval of the Shareholders at the AGM and such other requirements prescribed under the Listing Rules, the Scheme Mandate Limit will be refreshed so that the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and all other share option schemes of the Company under the Scheme Mandate Limit as refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the Proposed Scheme Refreshment by the Shareholders at the AGM, and Options previously granted under the Share Option Scheme and/or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other scheme(s) of the Company) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time will not exceed 30% of the Shares in issue from time to time. No Options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

Conditions of Proposed Scheme Refreshment

As required by the Share Option Scheme and the Listing Rules, the Proposed Scheme Refreshment is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the Proposed Scheme Refreshment at the AGM; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the new Shares to be issued pursuant to the exercise of any Options that may be granted under the Share Option Scheme under the refreshed Scheme Mandate Limit not exceeding 10% of the number of Shares in issue as at the date of approval by the Shareholders.

LETTER FROM THE BOARD

Application for Listing

An application will be made to the Stock Exchange in respect of the approval referred to in (b) under the paragraph headed “Conditions of Proposed Scheme Refreshment” above.

AGM

A notice convening the AGM is set out on pages 21 to 25 of this circular. If you are unable to attend the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s principal place of business in Hong Kong located at 37th Floor, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of this proxy form will not preclude you from attending and voting at the meeting if you so wish.

To the best of the Director’s knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll. Accordingly, all the resolutions to be considered and, if thought fit, approved at the Annual General Meeting will be taken by poll.

The results of the poll will be published on the Company’s and the Stock Exchange’s websites following the AGM.

RECOMMENDATION

The Directors consider that the proposals for General Issue Mandate, the Repurchase Mandate, the extension of General Issue Mandate, the re-election of Directors and the Proposed Scheme Refreshment are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of such resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

Yours faithfully
For and on behalf of the Board
Cheung Ngan
Chairman

This is an explanatory statement given to all Shareholders relating to the ordinary resolution to be proposed at the AGM authorising the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 3,706,046,800 Shares and outstanding Options which are exercisable into 202,400,000 Shares. The exercise price for 100,000,000 Options, 64,400,000 Options, 33,000,000 Options and 5,000,000 Options are HK\$1.15 per Share, HK\$0.46 per Share, HK\$0.86 per Share and HK\$2.95 per Share respectively.

Exercised in full of the Repurchase Mandate, if so approved, on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the approval of the Repurchase Mandate generally (not taking into account of exercising the subscription rights attaching to the outstanding Options as at the Latest Practicable Date), the Company would be allowed under the repurchase resolution to repurchase a maximum of 370,604,680 Shares during the period from the date on which such resolution is passed until the date of (i) conclusion of the next AGM of the Company; (ii) the expiration of the period within which the next AGM of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or (iii) the revocation, variation or removal of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting, whichever occurs first, representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

2. REASONS FOR THE REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the repurchase proposal would be beneficial to the Company and Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will only be made when the Directors believe that such a purchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Repurchase of Shares will be funded from the Company's available cash flow or working capital facilities, and will, in any event, be made out of funds legally available for such purposes in accordance with the Bye-laws, the Listing Rules and the laws of Bermuda. The Company is empowered by its Bye-laws to purchase its Shares. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant Shares, or from the profits that would otherwise be available for distribution by way of dividend, or from the proceeds of a new issue of shares made for the purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the Company's share premium account or contributed surplus account.

On the basis of the current financial position of the Group as disclosed in the 2015 Annual Report and taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Group as compared with the position disclosed in the 2015 Annual Report. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or the gearing level which in the opinion of the Directors are from time to time appropriate for the Group.

4. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
July	0.95	0.81
August	0.99	0.78
September	1.18	0.86
October	1.07	0.92
November	1.03	0.90
December	0.91	0.51
2015		
January	0.73	0.57
February	0.60	0.50
March	0.60	0.48
April	0.79	0.55
May	0.80	0.59
June	0.77	0.50
July (up to the Latest Practicable Date)	0.58	0.20

Source: <http://www.hkex.com.hk>

5. SHARE PURCHASE MADE BY THE COMPANY

The Company has repurchased 5,700,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date and the cancellation of 5,700,000 Shares were completed on 30 April 2015. Details of repurchases are disclosed as follows:

Repurchase date	Number of Shares	Repurchase price	
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
30 March 2015	5,700,000	0.53	0.485

Save as disclosed above, the Company has not purchased any other Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases of the Shares pursuant to the Repurchase Mandate only in accordance with the Listing Rules, the Bye-laws of the Company and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any securities to the Company or its Subsidiaries.

No core connected person of the Company has notified the Company that he has a present intention to sell securities to the Company nor has undertaken not to do so, in the event that the Company is authorised to make purchases of Shares upon Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar as the Directors are aware, the following Substantial Shareholder(s) had interests representing 5% or more of the issued share capital of the Company which are discloseable under Section 336 of the SFO:–

Name of Shareholder	Number of shares		Approximate % of existing issued share capital in the Company	Approximate % of issued share capital after the exercise in full of the Repurchase Mandate
	Long Position	Short Position		
Mr. Cheung Ngan (<i>Note 1</i>)	489,902,469	–	13.22%	14.69%
Mr. Chan Chung Chun (<i>Note 2</i>)	485,232,469	–	13.09%	14.55%
Mr. Zhou Jin Kai	186,000,000	–	5.02%	5.58%
Sino PowerHouse Corporation (<i>Note 3</i>)	95,232,469	–	2.57%	2.85%
北京市順義區政府	203,860,000	–	5.50%	6.11%

Note:

1. The shares of 394,670,000 is held by Mr. Cheung Ngan. The shares of 95,232,469 is held by Sino PowerHouse Corporation, which was beneficially owned as to 51% by Faith Profit Holding Limited. Mr. Cheung Ngan held 100% interest in Faith Profit Holding Limited. Accordingly, Mr. Cheung Ngan was deemed to be interested in the shares.
2. The shares of 390,000,000 is held by Entrust Limited. The shares of 95,232,469 is held by Sino PowerHouse Corporation, which was beneficially owned as to 49% by Entrust Limited. Mr. Chan Chung Chun held 100% interest in Entrust Limited. Accordingly, Mr. Chan Chung Chun was deemed to be interested in the shares.
3. The 95,232,469 Shares were held by Sino PowerHouse Corporation which was ultimately owned as to 51% by Mr. Cheung Ngan and 49% by Mr. Chan Chung Chun. By virtue of the SFO, Mr. Cheung Ngan and Mr. Chan Chung Chun were deemed to be interested in 95,232,469.

The aggregate shareholding held by Mr. Cheung Ngan, Mr. Chan Chung Chun and Mr. Zhou Jin Kai increased from 28.76% to 31.97% of issued share capital after the exercise in full of the Repurchase Mandate. As a result, the Substantial Shareholders would become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any other consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors have no present intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum aggregate percentage (under the Listing Rules) of 25%.

Mr. Chan has served on the Board for more than nine years. He has diversified financial experience and brings a wide range of experience and insights to the Group. He has given an annual confirmation of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board considers that the long service of Mr. Chan would not affect his exercise of independent judgement, and, therefore, considers him to be independent and recommends him to be re-elected.

Save as disclosed above, there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. HU GUANG, AGED 48, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Hu was appointed as an independent non-executive director and audit committee member of the Company with effect from 24 September 2004. Mr. Hu holds a master degree of business administration from Tianjin University in the PRC. Mr. Hu has nearly 20 years experience in investment, finance and property development in the PRC.

Mr. Hu does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. Mr. Hu did not hold any directorship in any other listed public company in Hong Kong and other places in the last three years. Save as an independent non-executive director and an audit committee member of the Company, Mr. Hu does not hold any other position in other members of the Group.

As at the Latest Practicable Date, Mr. Hu has 1,200,000 number of Share Options of the Company with the exercise price of HK\$0.46 per share. Save as disclosed above, Mr. Hu does not have any other interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

A service contract was entered into between Mr. Hu and the Company for a term of two years commencing from 1 July 2015. However, he is still subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws. The total emoluments of Mr. Hu for the year ended 31 March 2015 is HK\$100,000 which is determined by the Board by reference to the Company's standard scale of emoluments for independent non-executive directors. There is no bonus payment payable to Mr. Hu. It is anticipated that the same emoluments will be paid to Mr. Hu in the year 2016 by reference to the Company's standard scale of emoluments for independent non-executive directors.

Mr. Hu has served on the Board for more than nine years. During his years of appointment, Mr. Hu has demonstrated his ability to provide an independent view to the Company's matters. He has given an annual confirmation of his independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that Mr. Hu is able to continue to fulfill his role as required and thus recommend him for re-election at the forthcoming AGM.

Save as disclosed above, there are no other matters concerning Mr. Hu that need to be brought to the attention of the Shareholders or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. LAI KWOK WAI, AGED 54, EXECUTIVE DIRECTOR

Mr. Lai was appointed as an executive director of the Company on 27 April 2015. Mr. Lai joined the Group in 2000 as Financial Controller of the Group. Mr. Lai is an associate member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Chartered Association of Certified Accountants and an associate of the Institute of Chartered Accountants in England and Wales, respectively. Mr. Lai holds a Master's Degree in Business Administration from University of Toronto in Canada. He had worked for the audit department of Ernst & Young for several years.

Mr. Lai does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. Mr. Lai did not hold any directorship in any other listed public company in Hong Kong and other places in the last three years. Mr. Lai is a director of the Group's major subsidiaries.

As at the Latest Practicable Date, Mr. Lai has 22,000,000 number of Share Options of the Company with the exercise price of HK\$0.46 per share for 12,000,000 shares and HK\$0.86 per share for 10,000,000 shares. Save as disclosed above, Mr. Lai does not have any other interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

A service contract was entered into between Mr. Lai and the Company for a term of two years commencing from 27 April 2015. However, he is still subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. The total salary of Mr. Lai for the year ended 31 March 2015 as a Financial Controller is HK\$260,000. Mr. Lai's annual director's remuneration from 27 April 2015 is HK\$455,000, which is determined by the Board by reference to the industry and prevailing market conditions.

Mr. Lai was also a director of Quickshot Multimedia Fty. Limited (“Quickshot Multimedia”) during the period from 1 December 1998 to 13 July 1999. Quickshot Multimedia was incorporated in Hong Kong engaging in manufacturing of computer accessories. On 4 August 1999, the company was put under creditors’ voluntary winding up pursuant to Section 228A of the Companies Ordinance (Chapter 32) (now known as Companies (Winding Up and Miscellaneous Provisions) Ordinance) for liabilities sum of approximately of HK\$18.2 million and provisional liquidators were appointed on 3 August 1999. Subsequently, Quickshot Multimedia was wound up by creditors’ voluntary winding up on 5 February 2003.

Save as disclosed above, there are no other matters concerning Mr. Lai that need to be brought to the attention of the Shareholders or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. ZHAO HONG FENG, AGED 44, NON-EXECUTIVE DIRECTOR

Mr. Zhao was appointed as a non-executive director on 1 September 2014. Mr. Zhao was graduated from the Beijing University of Agriculture, majoring in agricultural economics. Mr. Zhao had been serving the PRC government since 1993, primarily in the field of economic development and trade cooperation. Mr. Zhao joined the Committee of Economics of Shunyi District, Beijing, in 2000, and later took the position as the chief of the Department of Automobile of the Industrial Bureau of Shunyi District in 2005. In 2007, he was appointed as the deputy general manager of the Beijing Automobile City Investment & Management Co., Limited (the “Beijing Automobile City”) and was subsequently promoted as the general manager in 2010. During his years of service in Beijing Automobile City, Mr. Zhao was responsible for the supervision and coordination of investment, advancement and progression of the industrial projects in the Beijing Automobile Production Base (the “BJAPB”). In 2012, Mr. Zhao became the director of the Management Committee of BJAPB.

Mr. Zhao does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. Mr. Zhao did not hold any directorship in any other listed public company in Hong Kong and other places in the last three years. Mr. Zhao is a director of Beijing Sinocop Capital Transportation Dynamics Technology Company Limited. Save as disclosed above, Mr. Zhao does not hold any other position in other members of the Group.

As at the Latest Practicable Date, Mr. Zhao has 10,000,000 number of Share Options of the Company with the exercise price of HK\$1.15 per share. Save as disclosed above, Mr. Zhao does not have any other interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

A service contract was entered into between Mr. Zhao and the Company for a term of two years commencing from 1 September 2014. However, he is still subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. There is no remuneration paid or payable to Mr. Zhao for the year ended 31 March 2015.

Save as disclosed above, there are no other matters concerning Mr. Zhao that need to be brought to the attention of the Shareholders or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

MR. ZHOU JIN KAI, AGED 62, NON-EXECUTIVE DIRECTOR

Mr. Zhou was appointed as a non-executive director on 1 September 2014. Mr. Zhou is an experienced investor who has substantial experience in the PRC markets. Mr. Zhou has shown to the Company his remarkable business acumen, by sharing his keen insights on the prospects of the PRC market as well as introducing to the Company investment opportunities.

Mr. Zhou does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company. Mr. Zhou did not hold any directorship in any other listed public company in Hong Kong and other places in the last three years. Save as a non-executive director of the Company, Mr. Zhou does not hold any other position in other members of the Group.

As at the Latest Practicable Date, Mr. Zhou has an interest in 790,000,000 Shares and underlying Shares representing approximately 21.32% of the issued share capital of the Company. The 790,000,000 Shares and underlying Shares represent the Shares of 186,000,000 and underlying Shares of 604,000,000 from conversion of convertible notes with principal amount of HK\$453,000,000. Save as disclosed above, Mr. Zhou does not have any other interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

A service contract was entered into between Mr. Zhou and the Company for a term of two years commencing from 1 September 2014. However, he is still subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. There is no remuneration paid or payable to Mr. Zhou for the year ended 31 March 2015.

Save as disclosed above, there are no other matters concerning Mr. Zhou that need to be brought to the attention of the Shareholders or any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



中國動力
China Dynamics

CHINA DYNAMICS (HOLDINGS) LIMITED

中國動力（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 476)

NOTICE IS HEREBY GIVEN that the annual general meeting of China Dynamics (Holdings) Limited (the “Company”) will be held at Plaza 1-2, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Monday, 24 August 2015 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2015;
2. (i) To re-elect the following directors:
 - (a) Mr. Chan Francis Ping Kuen;
 - (b) Mr. Hu Guang;
 - (c) Mr. Lai Kwok Wai;
 - (d) Mr. Zhao Hong Feng; and
 - (e) Mr. Zhou Jin Kai.
- (ii) To authorize the board of directors to fix the remuneration of the directors.
3. To re-appoint the auditors and to authorize the board of directors to fix their remuneration; and

NOTICE OF ANNUAL GENERAL MEETING

to consider and, if thought fit, pass the following resolutions of the Company:

ORDINARY RESOLUTIONS

4. **“THAT**

- (i) subject to sub-paragraph (iii) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in (i) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (iii) 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 contained in sub-paragraph (i) of this Resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); (b) an issue of shares as scrip dividends pursuant to the Bye-laws of the Company from time to time; or (c) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries or associates, shall not exceed 20% of the nominal amount of the issued share capital of the Company on the date of this Resolution and this approval shall be limited accordingly; and
- (iv) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required, by the Bye-laws of the Company or any applicable laws, to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject 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 recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

5. **“THAT**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company subject to and in accordance with all applicable laws and the Bye-laws of the Company, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the share capital which the Company is authorized to repurchase pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required, by the Bye-laws of the Company or any applicable laws, to be held; and
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional upon the passing of the Resolutions numbered 4 and 5 as set out in this notice of annual general meeting of the Company dated 24 August 2015 being passed the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with the shares pursuant to Resolution numbered 4 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to such general mandate, of an amount representing the aggregate nominal amount of the share capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to Resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution.”
7. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, any ordinary Shares to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme adopted by the Company on 25 August 2014 (the “Scheme”), up to a new 10% limit (the “Refreshed Scheme Mandate Limit”) be approved provided that (i) the total number of Shares which may be issued upon exercise of options to be granted under the Scheme on or after the date of the passing of this resolution (the “Refreshed Date”), together with all options to be granted under any other share option scheme(s) of the Company on or after the Refreshed Date, must not exceed 10% of the number of Shares in issue as at the Refreshed Date; and (ii) options granted prior to the Refreshed Date under the Scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit and any Director be and is hereby authorized to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

By Order of the Board
Cheung Ngan
Chairman

Hong Kong, 13 July 2015

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head Office and Principal Place
of Business:*

37th Floor
China Online Centre
333 Lockhart Road
Wanchai
Hong Kong

Notes:

- (i) Any Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy in respect of the whole or any part of his holding of shares to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
- (ii) In order to be valid, the form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority, must be deposited at the principal place of business of the Company located at 37th Floor, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours prior to the meeting.
- (iii) The register of Shareholders of the Company will be closed from Thursday, 20 August 2015 to Monday, 24 August 2015, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for attending this annual general meeting, all duly completed and signed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Registrars in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 19 August 2015.