

茲通告本公司謹訂於二〇〇一年八月二十一日(星期二)早上十時正假座香港中環干諾道中一號香港富麗華酒店三樓翡翠廳一號舉行股東週年大會，藉以處理下列事項：

1. 省覽截至二〇〇一年三月三十一日止年度之經審核綜合財務報告及董事會與核數師之報告；
2. 宣派末期股息及特別末期股息；
3. 選舉董事，定出董事最高人數，並釐定董事酬金；
4. 再度聘請安永會計師事務所為核數師並授權董事會釐定其酬金；
5. 作為特別事項，考慮並酌情通過下列決議案(無論有否修訂)為普通決議案：

『動議：

- (a) 一般及無條件批准本公司董事會在一切適用法例之規限下，於有關期間內行使本公司所有權力購回本身股份；
- (b) 依據上文(a)節之批准於有關期間內購入之股份之面值總額不得超過於本決議案獲通過日期本公司已發行股本面值總額之10%，而上文之批准應以此為限；及
- (c) 就本決議案而言，「有關期間」指由本決議案通過之日起至下列較早時間止之期間：
 - i. 本公司下次股東週年大會結束；
 - ii. 本公司股東於股東大會上以普通決議案方式撤銷或修訂本決議案；及
 - iii. 本公司之公司細則或任何適用法例規定本公司須召開下次股東週年大會之期限屆滿。』；

6. 作為特別事項，考慮並酌情通過下列決議案(無論有否修訂)為普通決議案：

『動議：

- (a) 一般及無條件批准董事會於有關期間內行使本公司所有權力發行、配發及處理本

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at Jade Ballroom 1, 3/F Furama Hotel Hong Kong, 1 Connaught Place, Central, Hong Kong on Tuesday, 21 August 2001 at 10:00 am for the following purposes:

1. To receive and consider the Audited Consolidated Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2001;
2. To declare a final dividend and a special final dividend;
3. To elect Directors, to set the maximum number of Directors and to fix Directors' remuneration;
4. To re-appoint Messrs Ernst & Young as auditors and to authorise the Directors to fix their remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution;

“THAT

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total 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
- (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 revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meetings; and
 - iii. 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”;

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period of all the powers of the Company to issue, allot and dispose of additional shares of the Company and to

公司額外股份，以及訂立或授出可能需要在有關期間內或之後發行、配發或處理股份之建議、協議或認購權，惟所發行、配發、處理或（不論依據購股權或其他方式）有條件或無條件協議發行、配售或處理之額外股份之面值總額（惟根據於指定記錄日期名列股東名冊之股東按其當時持股比例配售新股（但董事會有權就零碎股份或就香港以外任何地區之法例或任何認可監管機構或任何證券交易所之規定所引致之任何限制或責任而必須或權宜取消股東在此方面之權利或作出其他安排）或董事根據先前已發出之一般授權而作出需要在有關期間內發行股份的任何協議或安排；或根據任何購股權計劃或當時所採取之類似安排而向本公司及/或其任何附屬公司之行政人員及/或僱員授出或發行本公司股份或購股權除外）不得超過此決議案獲通過日期本公司已發行股本面值總額之 20%，而上文之批准應以此為限；及

- (b) 就本決議案而言，「有關期間」指由本決議案通過之日至下列較早時間止之期間：
- i. 本公司下次股東週年大會結束；
 - ii. 本公司股東於股東大會上以普通決議案方式撤銷或修訂本決議案；及
 - iii. 本公司之公司細則或任何適用法例規定本公司須召開下次股東週年大會之期限屆滿。」；及

7. 作為特別事項，考慮並酌情通過下列決議案（無論有否修訂）為普通決議案：

『動議於上述第五及六項決議案通過後擴大上述第六項決議案授予本公司董事會及現正有效可予行使之本公司之所有權力配售股份及訂立和授出可能需要行使此等權力之建議、協議及認購權之一般授權，在本公司董事會根據此一般授權而可配售或協議有條件或無條件配售之股本面值總額之上，另加相當於本公司購回本公司股本中之股份面值總額之數額，惟此數額不得超過本公司在本決議案獲通過日期所已發行股本面值總額之 10%。』。

make or grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of 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 recognised regulatory body or any stock exchange in any territory outside Hong Kong) or similar arrangement entered into by the Directors of the Company pursuant to the general mandate previously granted to the directors which would or might require shares to be allotted during the Relevant Period or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, the total nominal amount of additional shares issued, allotted, disposed of or agreed conditionally or unconditionally to be issued, allotted or disposed of (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total 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;

- (b) 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 revocation of variation of the authority given under this Resolution by Ordinary Resolution of the shareholders in general meetings; and
 - iii. 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

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT conditional upon Resolutions 5 and 6 above being passed, the general mandate referred to in Resolution 6 above granted to the Directors of the Company and for the time being in force to exercise the powers of the Company to issue, allot and otherwise dispose of additional shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by total nominal amount of shares in the capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

8. 作為特別事項，考慮並酌情通過下列決議案(無論有否修訂)為特別決議案：

『動議採納「中港照相器材集團有限公司」作為本公司在香港登記的中文名稱。』。

承董事會命

馬鳳華
公司秘書

香港特別行政區，二〇〇一年七月十九日

附註：

- (a) 股份過戶登記手續將於二〇〇一年八月十七日(星期五)至二〇〇一年八月二十一日(星期二)(首尾兩天包括在內)暫停辦理。為確定合資格獲派發建議股息之股東，所有股份過戶文件連同有關股票須於二〇〇一年八月十六日(星期四)下午四時前送達本公司之香港股份過戶登記處登捷時有限公司，地址為香港中環夏慤道十號和記大廈四樓，方為有效。
- (b) 凡有權出席上述大會及投票之股東，均有權委派一位代表或(如持有兩股或以上之股份)多位代表出席，並於投票表決時代其投票。受委代表毋須為本公司之股東。
- (c) 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該等授權書或授權文件副本，須於該大會指定舉行時間48小時前送達本公司之香港股份過戶登記處登捷時有限公司，地址為香港中環夏慤道十號和記大廈四樓，方為有效。
- (d) 本公司截至二〇〇一年三月三十一日止年度年報亦載有本通告及有關上文第五至七項決議案詳情之通函；該年報及通函將盡快寄發予各股東。
- (e) 上文第8項決議有關本公司採納中文名稱的事宜。本公司在百慕達註冊成立，其公司註冊證書只有英文名稱。因此，本公司根據香港公司法第XI部分，一直以海外公司身份只以英文名稱在香港註冊登記。現時在本公司文件上出現之中文名字一直是作為其英文名稱之譯名使用。然而，鑑於海外公司(即使其公司註冊證書只載有英文名稱)現獲准在香港登記中文名稱，故董事會建議採納該中文名稱以便在香港正式使用。

8. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution:

"THAT '中港照相器材集團有限公司' be adopted as the Company's Chinese name for the purpose of registration in Hong Kong."

By order of the Board

Ma Fung Wah
Company Secretary

HKSAR, 19 July 2001

Notes:

- (a) The register of members will be closed from 17 August 2001 (Friday) to 21 August 2001 (Tuesday), both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed dividends, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Tengis Limited, at 4/F Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 4:00 pm on 16 August 2001 (Thursday).
- (b) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or (if holding two or more shares) proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company.
- (c) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's Share Registrars in Hong Kong, Tengis Limited, at 4/F Hutchison House, 10 Harcourt Road, Central, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.
- (d) The annual report of the Company for the year ended 31 March 2001 also containing this notice together with a circular setting out further information regarding Resolutions 5 to 7 above will be despatched to shareholders as soon as practicable.
- (e) The above Resolution 8 relates to the adoption of a Chinese name by the Company. As the Company is a company incorporated in Bermuda, only its English name appears in its Certificate of Incorporation. Accordingly, the Company has been registered as an oversea company in its English name only under Part XI of the Hong Kong Companies Ordinance. The Chinese name now appears in the Company's documents has been used as a Chinese translation of its English name. As an oversea company is now allowed to register a Chinese name in Hong Kong notwithstanding the fact that only the English name of a company appears in the Certificate of Incorporation, the Directors propose the adoption of the Chinese name to formalize its use by the Company in Hong Kong.