

[NOTICE OF ANNUAL GENERAL MEETING]

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at Ball Room B, 2/F, Great Eagle Hotel Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 28 November 2001 at 3:00 p.m. 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 30 June 2001.
2. To elect Directors, to authorise the Board to fix Directors' remuneration and to set a maximum number of Directors.
3. To appoint Messrs Ernst & Young as auditors and to authorise the Directors to fix their remuneration.
4. To consider 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

茲通告本公司謹訂於二零零一年十一月二十八日星期三下午三時正假座香港九龍尖沙咀北京道八號鷹君酒店二樓禮堂舉行股東週年大會，藉以處理下列事項：

1. 省覽截至二零零一年六月三十日止年度之經審核綜合財務報表及董事會與核數師報告。
2. 重選董事並授權董事會釐訂董事酬金及設定董事最高人數。
3. 委聘安永會計師事務所擔任核數師並授權董事會釐訂其酬金。
4. 考慮並酌情通過下列決議案（不論有否修訂）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一切權力，以便根據適用法例及在其規限下購回其股份；
- (b) 根據上文(a)段之批准而購回之股份面值總額不得超過本公司於通過本決議案當日已發行股本面值總額10%，故上述批准須受相應限制；及

(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 meeting; 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.”.

5. To consider 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 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

(c) 就本決議案而言，「有關期間」指本決議案通過之日起至下列日期（以其中較早日期為準）止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 股東在股東大會上通過普通決議案撤銷或修訂本決議案所授權力之日；及
- (iii) 本公司之公司細則或任何適用法例規定本公司必須舉行下屆股東週年大會期限屆滿之日。」。

5. 考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

「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一切權力，以便發行、配發或處置本公司之額外股份，並作出或授予可能須於有關期間內或有關期間結束後配發、發行或處置股份之售股建議、協議及購股權。除根據配售新股（根據股東於指定記錄日期之持股量按比例提呈發售股份，惟董事會可就零碎權益或在顧及香港以外任何地區之法例或當地認可之監管機構或證券交易所之規

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 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; and

- (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 or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; 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.”.

例所規定之限制或責任後作出彼等認為必須或恰當之豁免或其他安排)或任何購股權計劃或當時就向本公司及／或其任何附屬公司之行政人員及／或僱員授予或發行股份或可購入本公司股份之權利而採納之類似安排外，發行、配發或處置或同意有條件或無條件予以發行、配發或處置(不論根據購股權或以其他方式)之額外股份總面值不得超過本公司於通過本決議案當日已發行股本總面值20%，故上述批准須受相應限制；及

- (b) 就本決議案而言，「有關期間」指本決議案通過之日起至下列日期(以其中較早日期為準)止之期間：
- (i) 本公司下屆股東週年大會結束時；
 - (ii) 股東在股東大會上通過普通決議案撤銷或修訂本決議案所授權力之日；及
 - (iii) 本公司之公司細則或任何適用法例規定本公司必須舉行下屆股東週年大會期限屆滿之日。」。

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

“**THAT** the general mandate 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 referred to in the above Resolution 4 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.”.

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

“**THAT** “嘉禾娛樂事業（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
Ang Puay Koon, Susan
Company Secretary

Hong Kong, 16 October 2001

6. 考慮並酌情通過（不論有否修訂）下列決議案為普通決議案：

「**動議**：擴大授予本公司董事會行使本公司權力以發行、配發及以其他方式處置額外股份，並作出或授予可能須行使上述權力之售股建議、協議及購股權之一般授權至包括自本公司董事會獲授予行使本公司權力購回股份之一般授權（如上文第4項決議案所述）以來所購回之本公司股本中之股份總面值，惟不得超過本公司於通過本決議案當日之已發行股本總面值10%。」。

7. 作為特別事項，考慮並酌情通過（不論有否修訂）下列決議案為特別決議案：

「**動議**採納「嘉禾娛樂事業（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
公司秘書
洪銀嶠

香港，二零零一年十月十六日

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) The Register of Members will be closed from Friday, 23 November 2001 to Wednesday, 28 November 2001 (both days inclusive) during which period no transfer of shares will be registered. In order to attend the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Share Registrars in Hong Kong, Tengis Limited, 4/F Hutchison House, 10 Harcourt Road, Central, Hong Kong not later than 4:00 p.m. on Thursday, 22 November 2001.
- (b) A Member entitled to attend and vote at the Meeting is entitled to appoint one or more 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, 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 30 June 2001 also containing this notice together with a circular setting out further information regarding Resolutions 4 to 6 above will be despatched to shareholders.
- (e) The above Resolution numbered 7 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 overseas 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 overseas 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.

附註：

- (a) 本公司將由二零零一年十一月二十三日星期五至二零零一年十一月二十八日星期三（首尾兩日包括在內）止期間暫停辦理股份過戶登記手續。如欲參與股東週年大會，所有過戶文件連同有關股票最遲須於二零零一年十一月二十二日星期四下午四時前送達本公司在香港之股份過戶登記處登捷時有限公司，地址為香港中環夏慤道10號和記大廈四樓。
- (b) 凡有權出席上述大會及在會上投票之股東，均有權委任一位或多位代表代其出席及於投票表決時代其投票。受委任代表毋須為本公司股東。
- (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，最遲須於大會指定舉行時間48小時前交回本公司在香港之股份過戶登記處登捷時有限公司，地址為香港中環夏慤道10號和記大廈四樓。
- (d) 同時載有本通告之本公司截至二零零一年六月三十日止年度年報將連同一份詳列有關第4至6項決議案進一步資料之通函一併寄予股東。
- (e) 上文第7項決議案乃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，本公司一直只以其英文名稱按香港公司法第XI部分在香港註冊登記為一海外公司。現時在本公司文件上出現之中文名稱一直是作為本公司英文名稱之中文譯名使用。然而，鑑於海外公司現獲准在香港登記中文名稱（即使其公司註冊證書只載有英文名稱），故董事會建議採納該中文名稱以便在香港正式使用。