



**CHINA-HONGKONG PHOTO PRODUCTS HOLDINGS LIMITED**  
**中港照相器材集團有限公司**  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 1123)

**Form of proxy for use at the Annual General Meeting to be held on 18 August 2006**

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
shares (Note 2) of HK\$0.10 each in the share capital of the above-named Company, HEREBY APPOINT THE  
CHAIRMAN OF THE MEETING (Note 3) or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the  
said Company to be held at Shanghai Fraternity Association H.K. Ltd, 3/F, South China Building, 1 Wyndham  
Street, Central, Hong Kong on Friday, 18 August 2006 at 10:00 a.m. for the purposes of considering and, if thought  
fit, passing the Resolutions as set out in the Notice convening the said Meeting and at such Meeting (and at any  
adjournment thereof) to vote for me/us and in my/ our name(s) in respect of the Resolutions as indicated below  
(Note 4).

RESOLUTIONS		FOR	AGAINST
1.	To adopt the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2006.		
2.	To declare a final dividend.		
3.	(i) To elect directors: (a) Dr Sun Tai Lun Dennis (b) Ms Chiang Yun Rachel (c) Ms Ng Yuk Wah Eileen (d) Mr Sun Tao Hung Stanley (ii) To authorise the Board to fix the Directors' remuneration. (iii) To set a maximum number of Directors to be not more than twenty.	(i) (ii) (iii)	(a) (b) (c) (d)
4.	To re-appoint Messrs Ernst & Young as auditors and to authorise the Directors to fix their remuneration.		
5.	To give a general mandate to the Directors to purchase shares not exceeding 10% of the total nominal amount of the existing issued share capital.		
6.	To give a general mandate to the Directors to issue, allot and dispose of additional shares not exceeding 20% of the existing issued share capital.		
7.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006 Signed \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Registrars, Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.