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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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China-Hongkong Photo Products Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSAL FOR RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSAL FOR GENERAL MANDATES TO
REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of China-Hongkong Photo Products Holdings Limited to be held at 8th Floor, Tsuen Wan Industrial Centre, 220-248 Texaco Road, Tsuen Wan, Hong Kong on Friday, 10 August 2012 at 10:00 a.m. is set out on pages 13 to 16 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.chinahkphoto.com.hk>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

11 July 2012

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction	3
2. Proposal for Re-election of Retiring Directors	3
3. Proposal for Granting of General Mandates to Repurchase and Issue Shares	4
4. Annual General Meeting and Proxy Arrangement	5
5. Recommendation	5
 Appendix I – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting	 6
 Appendix II – Explanatory Statement on the Buyback Mandate	 10
 Notice of Annual General Meeting	 13

DEFINITIONS

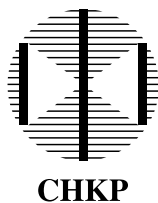
In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	an annual general meeting of the Company to be held at 8th Floor, Tsuen Wan Industrial Centre, 220-248 Texaco Road, Tsuen Wan, Hong Kong on Friday, 10 August 2012 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 16 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	as defined in paragraph 3(a) of the Letter from the Board, a general mandate proposed to be granted to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 13 to 16 of this circular;
“Bye-laws”	the bye-laws of the Company currently in force;
“Company”	China-Hongkong Photo Products Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company together with its subsidiaries from time to time;
“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;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board, a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 13 to 16 of this circular;
“Latest Practicable Date”	5 July 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	the Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong.

LETTER FROM THE BOARD



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)

Executive Directors:

Dr Sun Tai Lun Dennis (*Chairman*)
Mr Sun Tao Hung Stanley (*Deputy Chairman*)
Ms Ng Yuk Wah Eileen
Mr Tang Kwok Tong Simon

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Independent Non-executive Directors:

Mr Au Man Chung Malcolm
Mr Li Ka Fai David
Mr Liu Hui Allan
Dr Wong Chi Yun Allan

Principal Place of Business in Hong Kong:

8th Floor
Tsuen Wan Industrial Centre
220-248 Texaco Road
Tsuen Wan, Hong Kong

11 July 2012

To the Shareholders

Dear Sir/Madam,

**PROPOSAL FOR RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSAL FOR GRANTING OF GENERAL MANDATES TO
REPURCHASE AND ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the Buyback Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares respectively.

2. PROPOSAL FOR RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 110 of the Bye-laws, Dr Sun Tai Lun Dennis, Ms Ng Yuk Wah Eileen and Mr Liu Hui Allan shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Mr Liu Hui Allan, who has been serving as Independent Non-executive Director of the Company for more than 9 years, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers Mr Liu Hui Allan is still independent in accordance with the independence guidelines as set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSAL FOR GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the annual general meeting of the Company held on 12 August 2011, general mandates were granted to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Buyback Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 13 to 16 of this circular (i.e. an aggregate nominal amount of Shares up to HK\$11,638,283 (equivalent to 116,382,837 Shares) on the basis that no further Shares are issued or repurchased before the Annual General Meeting);
- (b) the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 13 to 16 of this circular (i.e. an aggregate nominal amount of Shares up to HK\$23,276,567 (equivalent to 232,765,675 Shares) on the basis that no further Shares are issued or repurchased before the Annual General Meeting); and
- (c) subject to the passing of the aforesaid ordinary resolutions in respect of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to the Buyback Mandate.

With reference to the Buyback Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 13 to 16 of this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.chinahkphoto.com.hk>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting thereof if you so wish.

5. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Buyback Mandate and Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Sun Tai Lun Dennis
Chairman

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

- (1) **Dr Sun Tai Lun Dennis** (“Dr Sun”), BBS, JP, aged 61, an Executive Director and the Chairman of the Company

Dr Sun was appointed as a Director of the Company on 6 July 1994. He is responsible for the overall management and strategic business development of the Group. Dr Sun joined the management team of the Group in 1976 and has over 30 years’ experience in the photographic products industry. Dr Sun is also the director of all of its subsidiaries of the Group.

Dr Sun is the Honorary Chairman of the Hong Kong Photo Marketing Association, Life Honorary Advisor of the Photographic Society of Hong Kong, Vice Patron of the Community Chest of Hong Kong, Court member of City University of Hong Kong and Chairman of Advisory Committee on Travel Agents of Hong Kong.

Dr Sun is the Chairman of The Hong Kong Management Association. He is also the independent non-executive director of Dah Sing Financial Holdings Limited and Hanison Construction Holdings Limited, both of which are listed companies in Hong Kong. Dr Sun was awarded the Bronze Bauhinia Star in 1999 and appointed Justice of the Peace in 2002.

Dr Sun holds a Bachelor’s degree in Pharmacy from the University of Oklahoma, USA and a Doctorate degree in Philosophy in Business Administration from Southern California University for Professional Studies. Dr Sun is the Honorary Fellow of City University of Hong Kong and Chapter Honoree of City University of Hong Kong Chapter of Beta Gamma Sigma. Dr Sun is the son of Mr Sun Chieh Yeh, former Honorary Chairman and founder of the Company. Dr Sun is the father of Mr Sun Tao Hung Stanley, an Executive Director and the Deputy Chairman of the Company and is the brother-in-law of Mr Tang Kwok Tong Simon, an Executive Director of the Company.

Save as disclosed above, Dr Sun did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, or other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor has he hold any other positions with the Company or member of the Group.

Dr Sun has entered into a service contract with the Company for a term of twelve months and is subject to the termination by either party upon giving three months’ notice to the other party. Dr Sun is also subject to the retirement by rotation and re-election provisions in the accordance with the Bye-laws. Dr Sun is entitled to receive an annual emolument of HK\$1,843,946 and a director’s fee of HK\$110,000 which is determined by the Board with reference to his experience, duties and responsibilities with the Company, and is subject to review by the Board from time to time.

As at the Latest Practicable Date, Dr Sun had the following interests in Shares/underlying Shares of the Company and its associated corporations pursuant to Part XV of the SFO:

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(I) Long positions in Shares of the Company:

	Number of Shares held, capacity and nature of interest				Percentage of the Company's issued share capital
	Directly beneficially owned	Founder of a trust	Beneficiary of a trust	Total interests in Shares	
Dr Sun	1,000,000	700,034,214 ⁽ⁱ⁾	11,242,000 ⁽ⁱⁱ⁾	712,276,214	61.20

(II) Long positions in Shares and underlying Shares of associated corporations:

	Name of associated corporation	Relationship with the Company	Class of shares	Number of Shares held	Capacity and nature of interest	Percentage of the associated corporation's issued share capital
Dr Sun	Searich Group Limited	Company's immediate holding company	Ordinary shares	25	Beneficiary of a trust ⁽ⁱⁱ⁾	25
	- ditto -	- ditto -	Ordinary shares	75	Founder of a trust ^{(i) & (iii)}	75
				100		100
	Fine Products Limited	Company's ultimate holding company	Ordinary shares	103,000,000	Founder of a trust ⁽ⁱⁱⁱ⁾	100

Notes:

- (i) 100,000,000 Shares representing 8.59% of the Company's Shares in issue are directly owned by Fine Products Limited. The remaining 600,034,214 Shares are owned by Searich Group Limited, in which Fine Products Limited holds 75% of its issued share capital. Fine Products Limited is a company incorporated in the British Virgin Islands and is owned by Trident Trust Company (B.V.I.) Limited in its capacity as the trustee of The Sun Family Trust.
- (ii) Dr Sun is deemed to be interested in a total of 11,242,000 Shares in the Company directly held by Dago Corporation, which is a company incorporated in the British Virgin Islands and is owned by Trident Trust Company (B.V.I.) Limited in its capacity as the trustee of The Dennis Family Trust, a discretionary trust established for the benefit of Dr Sun and his family members. Dago Corporation also holds 25% of the issued share capital of Searich Group Limited.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

- (iii) Dr Sun is deemed to be interested in 700,034,214 shares in the Company held by Fine Products Limited by virtue of him being the founder of The Sun Family Trust which holds the entire issued share capital of Fine Products Limited. 75% of the issued share capital of Searich Group Limited is held by Fine Products Limited.

Save as disclosed above, Dr Sun did not have or was not deemed to have any other interests or short positions in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Dr Sun involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Dr Sun that need to be brought to the attention of the Shareholders.

- (2) **Ms Ng Yuk Wah Eileen** (“Ms Ng”), aged 58, an Executive Director of the Company.

Ms Ng joined the Group in 1978. Ms Ng was appointed as an Executive Director of the Company and a director of all of its subsidiaries of the Group on 3 January 2003. She has extensive finance and administrative experience with the Group, having helped it to grow from a local Fuji products trading company in Hong Kong in 1980s to a leading photographic wholesale and retail distributor in Mainland China, Hong Kong and Macau.

Save as disclosed above, Ms Ng did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and she is not related to any Directors, senior management, or other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor has she hold any other positions with the Company or member of the Group.

Ms Ng has entered into a service contract with the Company for a term of twelve months and is subject to the termination by either party upon giving three months’ notice to the other party. Ms Ng is also subject to the retirement by rotation and re-election provisions in the accordance with the Bye-laws. Ms Ng is entitled to receive an annual emolument of HK\$1,079,600 and a director’s fee of HK\$90,000 which is determined by the Board with reference to her experience, duties and responsibilities with the Company, and is subject to review by the Board from time to time.

As at the Latest Practicable Date, Ms Ng was directly interested in 250,000 Shares within the meaning of Part XV of the SFO. Save as disclosed herein, Ms Ng did not have or was not deemed to have any other interests or short positions in the Shares or underlying Shares of the Company or the Company’s associated corporations pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Ms Ng involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms Ng that need to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO
BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(3) **Mr Liu Hui Allan** (“Mr Liu”), aged 55, an Independent Non-executive Director of the Company.

Mr Liu was appointed as an Independent Non-executive Director of the Company on 18 July 2000. He graduated from the Beijing University of International Business and Economics and the Westminster University of United Kingdom. Mr Liu has over 28 years of experience in foreign direct investments in China, especially in the consumer and retail sectors.

Mr Liu was formerly the president of The China Retail Fund LDC, a US\$165 million direct investment fund he originated in 1996, co-sponsored by American International Group. Mr Liu is currently the Managing Partner of PAG Capital (China), a Pan-Asia private equity fund of US\$2.3 billion in China, including the London ATM listed ARC Capital Holdings.

Mr Liu is also a non-executive director of China Financial Services Holdings Limited (formerly known as “K.P.I. Company Limited”) which is a listed company in Hong Kong.

Save as disclosed above, Mr Liu did not hold any directorship in other listed public companies in Hong Kong or overseas in the last three years, and he is not related to any Directors, senior management, or other substantial or controlling Shareholders (as defined in the Listing Rules) of the Company, nor has he hold any other positions with the Company or member of the Group.

Mr Liu has entered into an appointment letter with the Company and is subject to the termination by either party upon giving three months’ notice to the other party. Mr Liu is also subject to the retirement by rotation and re-election provisions in the accordance with the Bye-laws. Mr Liu is entitled to receive a director’s fee of HK\$110,000 which is determined by the Board with reference to his experience, duties and responsibilities with the Company, and is subject to review by the Board from time to time.

As at the Latest Practicable Date, Mr Liu did not have or was not deemed to have any other interests or short positions in the Shares or underlying Shares of the Company or the Company’s associated corporations pursuant to Part XV of the SFO.

There is no information which is discloseable nor is Mr Liu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr Liu that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,163,828,377 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 1,163,828,377 Shares, the Directors would be authorized under the Buyback Mandate to repurchase, during the period in which the Buyback Mandate remains in force, an aggregate nominal amount of Shares up to HK\$11,638,283 (equivalent to 116,382,837 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR BUYBACK OF SHARES

The Directors believe that the granting of the Buyback Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2012) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest HK\$	Lowest HK\$
2011		
July	0.780	0.710
August	0.750	0.500
September	0.580	0.410
October	0.560	0.405
November	0.570	0.480
December	0.550	0.500
2012		
January	0.540	0.510
February	0.590	0.530
March	0.560	0.520
April	0.550	0.500
May	0.550	0.470
June	0.640	0.455
July (<i>up to the Latest Practicable Date</i>)	0.590	0.570

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

7. TAKEOVERS CODE

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

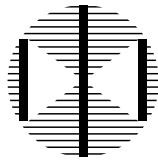
To the best knowledge of the Company, as at the Latest Practicable Date, Fine Products Limited, Searich Group Limited, Dr Sun Tai Lun Dennis, an Executive Director and the Chairman of the Company and Mr Sun Tao Hung Stanley, an Executive Director and the Deputy Chairman of the Company, beneficially interested in 712,276,214 Shares representing approximately 61.20% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Buyback Mandate in full, the aggregate shareholding of Fine Products Limited, Searich Group Limited, Dr Sun Tai Lun Dennis and Mr Sun Tao Hung Stanley would be increased to approximately 68% of the issued share capital of the Company.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code or result in the aggregate number of shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



CHKP

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)

Notice is hereby given that an Annual General Meeting of China-Hongkong Photo Products Holdings Limited (the “**Company**”) will be held at 8th Floor, Tsuen Wan Industrial Centre, 220-248 Texaco Road, Tsuen Wan, Hong Kong on Friday, 10 August 2012 at 10:00 a.m. for the following purposes:

1. To adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2012.
2. To declare a final dividend and a final special dividend.
3. To re-elect directors, and to authorize the board of directors to fix the respective directors’ remuneration and to authorize the board of directors to appoint additional directors not exceeding twenty.
4. To appoint PricewaterhouseCoopers as auditors and to authorize the board of directors to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. **“THAT:**
 - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed or recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases, and subject to and in accordance with all applicable laws, rules and regulations;
 - (b) the total nominal amount of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) 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
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. **“THAT** conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

By Order of the Board
Chan Wai Kwan Rita
Company Secretary

Hong Kong, 11 July 2012

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

2. A member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies (if holding two or more shares) to attend and on a poll, vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the 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 of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Wednesday, 8 August 2012 to Friday, 10 August 2012, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer of shares, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 7 August 2012.
5. The record date for entitlement to the proposed final dividend and the proposed final special dividend is 17 August 2012. For determining the entitlement to the proposed final dividend and the proposed final special dividend, the Register of Members of the Company will be closed from Thursday, 16 August 2012 and Friday, 17 August 2012, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and the proposed final special dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Tengis Limited, at the above address for registration not later than 4:30 p.m. on Wednesday, 15 August 2012.