



# **GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1132)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of Golden Harvest Entertainment (Holdings) Limited (the “**Company**”) will be held at 3/F., Tang Room, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Tsimshatsui, Hong Kong on Wednesday, 16 August 2006 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

### **ORDINARY RESOLUTIONS**

“**THAT**

- (a) the issue of HK\$100,000,000 4 per cent. convertible notes (the “Notes”) due 2008 Series II pursuant to the terms of the subscription agreement (the “Subscription Agreements”) entered into between the Company and each of Quick Target Limited, Pleasant Villa Investments Limited, Garex Resources Limited and Typhoon Music (PRC) Limited and the allotment and issue of new shares (each a “Conversion Share”) of HK\$0.10 each in the capital of the Company upon conversion of the Notes, be and are hereby approved; and
- (b) the Directors of the Company are hereby authorised to exercise all the powers of the Company to allot, issue and deal with the Notes and the Conversion Shares in accordance with the Subscription Agreements and the terms and conditions of the Notes and any one or more Directors of the Company other than the Directors connected to the issue of the

Notes be and are hereby authorised to do all such acts and things as they consider necessary or expedient for the purpose of giving effect to the Subscription Agreements and completing the transactions contemplated thereby.”

By Order of the Board

**Lee So Ching**

*Company Secretary*

Hong Kong, 31 July 2006

<i>Registered office:</i>	<i>Head Office and Principal Place of</i>
Clarendon House	<i>Business in Hong Kong:</i>
2 Church Street	16th Floor
Hamilton HM 11	The Peninsula Office Tower
Bermuda	18 Middle Road
	Tsimshatsui
	Kowloon
	Hong Kong

*Notes:*

1. A form of proxy for use at the Meeting is being dispatched to the shareholders of the Company together with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any shareholder entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's share registrar in Hong Kong, Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

5. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the Meeting convened or any adjourned meeting and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

List of the Directors of the Company as of the date of this announcement:

*Executive Directors:*

Mr Raymond Chow Ting Hsing  
Mr Phoon Chiong Kit  
Mr David Chan Sik Hong  
Mrs Roberta Chin Chow Chung Hang  
Mr Lau Pak Keung  
(alternate to Mr Phoon Chiong Kit)

*Non-executive Director:*

Mr Eric Norman Kronfeld

*Independent non-executive Directors:*

Mr Paul Ma Kah Woh  
Mr Frank Lin  
Prince Chatrichalerm Yukol