



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 Function Room – Cherry, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on Thursday, 30 November 2006 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

“**THAT**

- (a) the sale and purchase agreement dated 16 October 2006 entered into by SIM China Productions Limited (“SIM”), Eastern Broadcasting Co., Ltd, Metropolitan Life Insurance Company (“MetLife”), Latin American Investment Bank Bahamas Limited (“LAIB”), World Media Group Limited (“WMG”), Golden Harvest Films Distribution Holding Limited (the “Purchaser”, a wholly owned subsidiary of the Company) and Golden Harvest (China) Limited (“GHCL”) in respect of the acquisition of the entire issued share capital of GH Pictures (China) Limited by the Purchaser (the “GHPCL Agreement”) be and is hereby approved, ratified and confirmed;
- (b) the sale and purchase agreement dated 16 October 2006 entered into by SIM, MetLife, LAIB, WMG, the Purchaser and GHCL in respect of the acquisition of the entire issued share capital of GH Media Management Pte Ltd (the “GHMMPL Agreement”) be and is hereby approved, ratified and confirmed;
- (c) the sale and purchase agreement dated 16 October 2006 entered into by SIM, MetLife, LAIB, WMG, the Purchaser and GHCL in respect of the acquisition of the entire issued share capital of GH Media Management Limited (the “GHMML Agreement”) be and is hereby approved, ratified and confirmed; and

- (d) the directors of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect and deliver all such documents and deeds and do all such acts, matters and things as they may in their absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the GHPCL Agreement, the GHMMPL Agreement and the GHMML Agreement (collectively, the “Agreements”) and the performance, exercise and enforcement of any of the Company’s prospective obligations and rights under the Agreements.

By Order of the Board

Lee So Ching

Company Secretary

Hong Kong, 7 November 2006

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:

16th Floor
The Peninsula Office Tower
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 member 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 member 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.

As at the date of this announcement, the executive directors of the Company are Raymond Chow Ting Hsing, Phoon Chiong Kit, David Chan Sik Hong, Roberta Chin Chow Chung Hang and Lau Pak Keung (alternate to Phoon Chiong Kit); the non-executive director is Eric Norman Kronfeld; and the independent non-executive directors are Paul Ma Kah Woh, Frank Lin and Prince Chatrichalerm Yukol.