



Golden Harvest

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 Ballroom B, 2/F., Langham Hotel Hong Kong, 8 Peking Road Tsimshatsui, Kowloon, Hong Kong on Friday, 19 January 2007 at 10:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

“**THAT**

- (a) the share sale agreement dated 28 November 2006 entered into by PPB Leisure Holdings Sdn Bhd, Golden Harvest Films Distribution Holding Limited and the Company (the “**Agreement**”) in respect of the disposal of 12,269,466 ordinary shares of RM1.00 each, representing approximately 40.22% of the issued and paid up share capital of Golden Screen Cinemas Sdn Bhd be and is hereby approved, ratified and confirmed; and
- (b) 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 Agreement and the performance, exercise and enforcement of any of the Company’s prospective obligations and rights under the Agreement.”

By Order of the Board

Lee So Ching

Company Secretary

Hong Kong, 21 December 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.

List of all 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

(also 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

Mr. George Huang Shao-Hua

Prince Chatrichalerm Yukol