



GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liabilities)

(Stock Code: 1132)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Golden Harvest Entertainment (Holdings) Limited (the "Company") will be held at Ballroom B, 2nd Floor, Langham Hotel, Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 28 November 2005 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and of the auditors for the year ended 30 June 2005.
2. To re-elect Directors, to authorise the Board to fix Directors' remuneration, to set a maximum number of Directors and to authorise the Board to appoint additional Directors up to the maximum number set.
3. To re-appoint Messrs Ernst & Young as auditors and to authorise the Directors to fix their remuneration.
4. As special business, to consider and, if thought fit, pass the following resolution as a Special Resolution:

"THAT the Bye-laws of the Company be and are hereby amended in the following manner:

(a) Bye-law 66

1. By inserting the words "voting by way of a poll is required by the listing rules of any Designated Stock Exchange or" after the words "on a show of hands unless" in the third sentence of Bye-law 66.
2. By deleting the full-stop at the end of Bye-law 66(d) and replacing therewith a semi-colon and the word "or" immediately thereafter and by inserting the following as new Bye-law 66(e):

"(e) if required by the listing rules of any Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights at such meeting."

3. By adding the following new Bye-law 66A immediately after the existing Bye-law 66:

"66A. Notwithstanding any other provisions of these Bye-laws:

- (a) if the aggregate proxies held by (i) the chairman of a particular meeting, and (ii) the Directors, account for five per cent (5%) or more of the total voting rights at that meeting, and
- (b) if on a show of hands in respect of any resolution, the shareholders at the meeting vote in the opposite manner to that instructed in the proxies referred to in (a) above,

the chairman of the meeting and/or any Director holding the proxies referred to above shall demand a poll. However, if it is apparent from the total proxies held by the persons referred to in (a) above that a vote taken on a poll will not reverse the vote taken on a show of hands, then no poll shall be required pursuant to this Bye-law."

(b) Bye-law 68

By substituting the existing Bye-law 68 with the following new Bye-law 68:

“68. If a poll is duly demanded, the results of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman of the meeting shall announce the results of the poll in accordance with the requirements of the Designated Stock Exchange.”

(c) Bye-law 86

1. By substituting the existing Bye-law 86(2) with the following new Bye-law 86(2):

“(2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in a general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in a general meeting. Any Director so appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the first general meeting of the Company after his or her appointment and shall then be eligible for re-election at that meeting.”

2. By adding the following new Bye-law 86(7) immediately after the existing Bye-law 86(6):

“(7) Election of each person as Director shall be voted upon by way of a separate resolution.”

(d) Bye-law 87

1. By substituting the existing Bye-law 87(1) with the following new Bye-law 87(1):

“(1) Unless and until the Company in a general meeting shall otherwise determine, at each annual general meeting one-third ($\frac{1}{3}$) of the Directors for the time being (or, if their number is not three (3) or a multiple of three (3), the number nearest to but not less than one-third ($\frac{1}{3}$)) shall retire from office by rotation provided that every Director (including those appointed for a specific term or holding office as chairman or managing Director) shall be subject to retirement by rotation at least once every three years or within such other period as the Designated Stock Exchange may from time to time prescribe or within such other period as the laws of such jurisdiction applicable to the Company.”

2. By inserting the words “and shall continue to act as Director throughout the meeting at which he retires” at the end of the first sentence of Bye-law 87(2).
3. By inserting the words “or at a general meeting other than the annual general meeting of the Company” after the words “appointed pursuant to Bye-law 86(2)” in the last sentence of Bye-law 87(2).

(e) Bye-law 114

By substituting the existing Bye-law 114 with the following new Bye-law 114:

“114. The Directors shall meet regularly together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Unless otherwise determined by the Board, Board meetings shall be held at least four times a year at approximately quarterly intervals (“Regular Board Meetings”). For Regular Board Meetings, notice of at least 14 days or of such length of time as the Designated Stock Exchange may from time to time prescribe or as required under the laws of such jurisdiction applicable to the Company shall be given to allow all Directors an opportunity to attend. For all other Board meetings, reasonable notice shall be given. Questions arising at any meeting shall be determined by a majority of votes.”

and

THAT the Directors of the Company be and are hereby authorised to do all such acts, deeds and things as they shall, in their absolute discretion deem fit, in order to effect and complete the foregoing.”

5. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose 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 revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and
 - (iii) 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.”

6. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and dispose of additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (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, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, the total nominal amount of additional shares issued, allotted, disposed of or agreed conditionally or unconditionally to be issued, allotted or disposed of (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (b) for the purpose 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 revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and
 - (iii) 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.”

7. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the general mandate granted to the Directors of the Company pursuant to the resolution set out as Ordinary Resolution no. 6 in the notice convening this meeting and for the time being in force to exercise the powers of the Company to issue, allot and otherwise dispose of additional shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by an amount representing the total nominal amount of the share capital of the Company which has been repurchased by the Company since the granting of such general mandate referred to in the resolution set out as Ordinary Resolution no. 5 in the notice convening this meeting pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this Resolution.”

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 (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

By order of the Board
LEE So Ching
Company Secretary

Hong Kong, 27 October 2005

Notes:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) The instrument appointing a proxy and 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 lodged with the Company's share registrar in Hong Kong, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (c) The proposed maximum number of Directors under resolution no. 2 is not more than 20, which is to reconfirm the existing maximum number. Resolution no. 2 above will permit the Directors of the Company to appoint additional Directors up to the maximum number so determined.