



GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED

(嘉禾娛樂事業(集團)有限公司*)

(Incorporated in Bermuda with limited liability)
(Stock Code: 1132)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of the Company will be held at Function Room – Peach and Cherry, M/F, InterContinental Hong Kong, 18 Salisbury Road, Kowloon, Hong Kong on 10 January 2005 at 1:20 p.m. for the purposes of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the grant of an option to Mr. Phoon Chiong Kit, the Managing Director of the Company, pursuant to the share option scheme of the Company adopted on 28 November 2001 which would entitle him, upon full exercise thereof, to subscribe for an aggregate number of 15,000,000 Shares (subject to the restrictions referred to in the circular dated 12 November 2001 issued by the Company to its shareholders, a copy of which has been produced to the Meeting and marked “B” and signed by the Chairman of the Meeting for the purpose of identification), be and is hereby confirmed, ratified and approved and the board of directors of the Company (or an appointed committee thereof) be and is hereby authorised to do all such acts as may be necessary or expedient in order to give full effect to such grant of an option.”

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 Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, 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 member 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.
7. MR. PHOON AND HIS ASSOCIATES (AS DEFINED IN THE CIRCULAR) SHALL ABSTAIN FROM VOTING IN RELATION TO THE ORDINARY RESOLUTION AS SET OUT IN THIS NOTICE AT THE MEETING CONVENED BY THE ABOVE NOTICE.

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

Executive Directors:

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

Non-executive Director:

Mr. Kronfeld, Eric Norman

Independent Non-executive Directors:

Mr. Lin, Frank
Prince Yukol, Chatrichalerm
Mr. Ma Kah Woh, Paul

By Order of the Board
Ang Puay Koon, Susan
Company Secretary

Hong Kong, 23 December 2004

* For identification purposes only