



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 Golden Harvest Entertainment (Holdings) Limited 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 1:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** the acquisition of 40% of the capital interest of Warner Village Cinemas Co., Ltd. (**“Warner Village Taiwan”**) and related shareholders loans advanced by Warner Bros. Entertainment Inc., (**“Warner Bros.”**) and Village Cinemas International Pty Ltd., (**“Village Cinemas”**) to Warner Village Taiwan, for an aggregate purchase price of US\$15.2 million (approximately HK\$118.56 million), pursuant to a sale and loan purchase agreement dated 18 October 2004 and effective as of 19 October 2004 (the **“Agreement”**) made between Warner Bros., Village Cinemas, Golden Sky Pacific Limited (**“Golden Sky”**), two other purchasers and the Company, a copy of which has been produced to this Meeting and marked **“A”** and signed by the Chairman of the Meeting for the purpose of identification, be and is hereby approved and the execution, delivery and performance by Golden Sky and the Company of the Agreement be and are hereby ratified, confirmed and approved and **THAT** the directors of the Company be and are hereby authorised to do on behalf of the Company whatever they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the said acquisition.”
2. **“THAT** subject to the resolution set out as Resolution 1 in the notice convening this Meeting being passed, in the event that one or both of the other purchasers fail(s) to complete its/their purchase at completion under the Agreement (as defined in the resolution set out as Resolution 1 in the notice convening this Meeting) and if Golden Sky Pacific Limited elects to step-in and take up the obligations of such purchaser(s) under the said Agreement, its acquisition of up to 100% of the capital interest of Warner Village Taiwan and related shareholders loans pursuant to the terms of the said Agreement be and is hereby approved and **THAT** the directors of the Company be and are hereby authorised to do on behalf of the Company whatever they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the said acquisition.”

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.

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