



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 3/F., Tang Room (I), Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Wednesday, 9 May 2007 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

1. “**THAT** subject to the publication of a notice in respect of the Share Premium Reduction (as defined below) in Bermuda in accordance with section 46(2)(a) of the Companies Act 1981 of Bermuda and the directors of the Company confirming on the Effective Date (as defined below) that there are no reasonable grounds for believing that the Company is, or after the Share Premium Reduction would be, unable to pay its liabilities as they fall due:
 - (a) the share premium account of the Company be reduced by HK\$500,000,000 (“Share Premium Reduction”) with effect from 9 May 2007, being a day on which The Stock Exchange of Hong Kong Limited is open for the business of dealing in securities (“Effective Date”); and
 - (b) the directors of the Company be and are authorised to transfer the credit arising in the books of account of the Company from the Share Premium Reduction to the contributed surplus account of the Company and to apply an amount equal to approximately HK\$420,000,000 in the contributed surplus account in setting off the accumulated deficit of the Company of approximately HK\$420,000,000 as at 28 February 2007,

and the directors of the Company be and are authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute any documents which in their opinion may be necessary, desirable or expedient to implement and carry into effect this resolution.”

ORDINARY RESOLUTION

2. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) granting the listing of, and permission to deal in, the Consolidated Shares (as defined below):
- (a) with effect from 10 May 2007, being a day on which the Stock Exchange is open for the business of dealing in securities, the issued and unissued ordinary shares of HK\$0.10 each in the capital of the Company (“Shares”) be consolidated on the basis of every ten (10) Shares being consolidated into one (1) share of HK\$1.00 (“Consolidated Share”);
 - (b) all of the Consolidated Shares resulting from such share consolidation shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the bye-laws of the Company; and
 - (c) any fractional entitlements to the issued Consolidated Shares shall be aggregated and sold for the benefit of the Company by an agent appointed by the Company’s board of directors for that purpose,

and the directors of the Company be and are authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute any documents which in their opinion may be necessary, desirable or expedient to implement and carry into effect this resolution.”

By Order of the Board
Lee So Ching
Company Secretary

Hong Kong, 17 April 2007

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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 (if he is the holder of two or more Shares) 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 branch 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 Directors are:

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