

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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 (the “**Company**”) will be held at Jade Room, 6/F, Marco Polo Hongkong Hotel, Harbour City, Kowloon, Hong Kong on Monday, 20 July 2009 at 2:30 p.m. for the following purposes:

**ORDINARY RESOLUTION**

1. As special business, to consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to the passing of the resolution numbered (b) set out below as an ordinary resolution, the Agreement (terms defined in the circular to the shareholders of the Company dated 25 June 2009 have the same meanings when used in this resolution), a copy of which marked “A” is produced at the meeting and signed by the Chairman of the meeting for the purpose of identification, and all transactions, matters and amendments contemplated thereby, and the execution, performance and implementation of the Agreement and ancillary matters contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) any director of the Company be and is hereby authorised on behalf of the Company to execute, perfect and deliver all such documents and do all such acts and things and any two directors or any director and the company secretary of the Company be and are hereby authorised to affix the Company’s seal to all such documents and deliver the same as deeds of the Company, in any such case as may be necessary or desirable to implement or give effect to the terms of the Agreement and the transactions and ancillary agreements or documents contemplated thereunder (including without limitation, the execution of any deeds and/or documents and the exercise or enforcement of any right thereunder) and to make and agree such variations to the terms of the Agreement and ancillary agreements or documents contemplated thereunder as he, in his absolute discretion, may consider to be desirable, appropriate or necessary and in the interests of the Company;

- (c) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Conversion Shares to be issued pursuant to the Convertible Notes, the issuance of the Convertible Notes be and is hereby approved;
- (d) any Director be and is hereby authorised to do all such acts and execute all such documents to effect the issuance of the Convertible Notes; and
- (e) the Directors be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to exercise all the powers of the Company to allot, issue and deal with the Conversion Shares pursuant to the issuance of the Convertible Notes.”

By order of the Board  
**Cheung Wing Leung**  
*Company Secretary*

Hong Kong, 25 June 2009

**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 but must attend the meeting in person to represent the appointing member.
- (b) The instrument appointing a proxy and the power of attorney (if any) or other authority (if any), under which it is signed, or a certified copy thereof, must be lodged with the Company’s share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.

List of all directors of the Company as of the time issuing this announcement:

**Chairman and Executive Director:**

Mr. Wu Kebo

**Executive Directors:**

Ms. Winnie Chan Suet Yin

Ms. Fiona Chow Sau Fong

Ms. Wu Keyan

(alternate to Mr. Wu Kebo)

**Non-executive Director:**

Mr. Li Pei Sen

**Independent Non-executive Directors:**

Mr. Leung Man Kit

Mr. George Huang Shao-Hua

Mr. Masahito Tachikawa