



Golden Harvest

GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1132)

Form of proxy for use at the Special General Meeting (the "Meeting") to be held on 9 May 2007 (or any adjournment thereof)

I/We, (Note 1) _____
of _____

being the registered holder(s) of _____
Shares (Note 2) of HK\$0.10 each in the capital of the Company, HEREBY APPOINT **THE CHAIRMAN OF THE MEETING** or (Note 3) _____
of _____

as my/our proxy to vote and act for me/us at the Meeting (or any adjournment thereof) of the Company to 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 3:30 p.m., or so soon thereafter as the special general meeting of the Company convened by notice dated 17 April 2007 has concluded or been adjourned, for the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the Meeting and at such Meeting (and any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below (Note 4).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTION		FOR	AGAINST
1.	To approve the ordinary resolution as set out in the notice of the Meeting.		

Dated this _____

Signed (Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the Company registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, strike out "**THE CHAIRMAN OF THE MEETING or**" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE SHAREHOLDER WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members.
7. To be valid, the form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.