

Unless the context otherwise requires, terms used in this Pink Form of Acceptance shall bear the same meanings as those defined in the Offer Documents dated 12 June 2008 issued jointly by Skyera International Limited and Mainway Enterprises Limited.

除文義另有所指外，本粉紅色接納表格所用詞彙與Skyera International Limited及Mainway Enterprises Limited聯合於二零零八年六月十二日聯合刊發之收購建議文件所界定者具有相同涵義。

PINK FORM OF ACCEPTANCE FOR USE IF YOU WANT TO ACCEPT THE OPTION OFFER.

閣下如欲接納購股權收購建議，請使用本粉紅色接納表格。



Golden Harvest

Golden Harvest Entertainment (Holdings) Limited 嘉禾娛樂事業(集團)有限公司

(Stock code: 1132)

(股份代號: 1132)

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

PINK FORM OF ACCEPTANCE AND CANCELLATION OF OUTSTANDING OPTIONS

註銷尚未行使購股權之粉紅色接納表格

THIS PINK FORM OF ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of this Pink Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional advisor.

本粉紅色接納表格乃重要文件，請即處理。閣下如對本粉紅色接納表格任何方面或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

To accept the Option Offer made by Somerley on behalf of the Offerors, you should complete and sign this Pink Form of Acceptance and forward this Pink Form of Acceptance, together with the relevant letter(s) of grant of the Options for not less than the number of Options in respect of which you intend to accept the Option Offer, by post or by hand to the company secretary of the Company, 16th Floor, The Peninsula Office Tower, 18 Middle Road, Tsimshatsui, Kowloon, Hong Kong marked "Golden Harvest Option Offer" on the envelope, as soon as possible and in any event so as to reach the company secretary of the Company at the aforesaid address by no later than 4:00 p.m. (Hong Kong time) on Thursday 10 July 2008.

閣下如欲接納由新百利代表收購方提出之購股權收購建議，應填妥並簽署本粉紅色接納表格，並盡早將本粉紅色接納表格連同不少於閣下欲接納購股權收購建議之購股權數目之相關授予購股權函件，以郵遞或以人手送交本公司之公司秘書，地址為香港九龍尖沙咀中間道十八號半島寫字樓大廈十六樓，信封面請註明「嘉禾購股權收購建議」，惟在任何情況下不得遲於二零零八年七月十日(星期四)下午四時正(香港時間)前送達上述本公司之公司秘書之地址。

To: The Offerors and Somerley

致：收購方及新百利

I _____ of _____

hereby accept the Option Offer made by Somerley on behalf of the Offerors and agree, (i) for the consideration of HK\$1.1 to the cancellation of _____ Option(s) granted to me to subscribe for _____ Shares of HK\$1.0 each at the exercise price of HK\$2.6 per Share; and/or (ii) for the consideration of HK\$0.01 to the cancellation of _____ Option(s) granted to me to subscribe for _____ Shares of HK\$1.0 each at the exercise price of HK\$3.93 per Share. The letter(s) of grant relating to such Option(s) enclosed herewith is/are surrendered.

本人 _____ 寓 _____

謹此接納由新百利代表收購方提出之購股權收購建議，並同意(i)按1.1港元之代價，註銷授予本人按行使價每股股份2.6港元認購 _____ 股每股面值1.0港元之股份之 _____ 份購股權；及/或(ii)按0.01港元之代價，註銷授予本人按行使價每股股份3.93港元認購 _____ 股每股面值1.0港元之股份之 _____ 份購股權。隨本粉紅色接納表格交回有關該等購股權之授予函件。

Dated this _____ day of _____ 2008

日期：二零零八年 _____ 月 _____ 日

Signature of the abovementioned holder of Options

上述購股權持有人簽署

Notes:

附註：

- Please insert full name and address in BLOCK CAPITALS.
請以正楷填寫全名及地址。
- Please insert the number of Share(s) in respect of which the Option(s) to subscribe is/are cancelled. If no number is inserted or a number in excess of your registered holding of the Option(s) is inserted on this Pink Form of Acceptance and you have signed this form, you will be deemed to have accepted the Option Offer in respect of your entire holding of Option(s).
請填上所註銷的購股權可認購之股份數目。倘於本粉紅色接納表格上無填寫數目或所填數目超過閣下登記持有之購股權數目而閣下已簽署本表格，則閣下將被視為已就名下全部購股權接納購股權收購建議。
- If the number of Option(s) cancelled is less than the number of Option(s) held by the holder of Options, a confirmation letter in relation to the balance of the Option(s) will be provided to such holder of Options.
倘所註銷的購股權數目少於購股權持有人所持購股權數目，則將向該購股權持有人發出有關購股權餘額之確認函件。

Pink Form of Acceptance and Cancellation of Outstanding Options

To: **The Offerors and Somerley**

1. My execution of this Pink Form of Acceptance shall constitute:
 - (a) my acceptance of the Option Offer made by Somerley on behalf of the Offerors, as contained in the Offer Documents, for the consideration and on and subject to the terms therein and herein mentioned, in respect of the number of Option(s) specified in this Pink Form of Acceptance or, if no such number is specified or a number in excess of my registered holding of the Option(s) is specified, I shall be deemed to have accepted the Option Offer in respect of my entire holding of the Option(s);
 - (b) my undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to cancel my Option(s) tendered for cancellation under the Option Offer;
 - (c) my irrevocable instruction and authority to the Offeror, Somerley or their respective agent(s) to send a cheque crossed "Not negotiable-account payee only" drawn in my favour for the cash consideration to which I shall have become entitled under the terms of the Option Offer by ordinary post at my risk to the person and the address stated below or, if no name and address is stated below to me at the registered address shown in the register of holders of Option.
(Insert name and address of the person to whom the cheque is to be sent if different from the registered holder of Option.)
Name: (in block capitals)
Address: (in block capitals)
 - (d) my irrevocable instruction and authority to the Offerors, Somerley or such person or persons as they may direct to complete and execute any document on my behalf and to do any other act that may be necessary or expedient for the purposes of cancelling the Option(s) tendered for cancellation under the Option Offer; and
 - (e) my agreement to ratify each and every act or thing which may be done or effected by the Offerors, Somerley or their respective agents or such person or persons as it/they may direct on the exercise of any of the authorities contained herein.
2. I understand that my acceptance of the Option Offer will constitute a warranty by me to the Offerors that the Option(s) specified in this Pink Form of Acceptance is/are free from all third party rights, liens, charges, equities and encumbrances and is/are to be cancelled and renounced together with all rights attaching thereto as at the date of the Announcement or subsequently becoming attached to them.
3. In the event that my acceptance is not valid, or is treated as invalid, in accordance with the terms of the Option Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I authorise and request you to return the letter(s) of grant of Option(s), together with this Pink Form of Acceptance duly cancelled, by ordinary post at my own risk to the person and address stated in 1(c) above or if no name and address is stated, to me at the registered address shown in the register of holders of Option.
4. I enclose the relevant letter(s) of grant of Option(s) for the whole or part of my holding of outstanding Option(s) which is/are to be held by you on the terms of the Option Offer. I understand that no acknowledgement of receipt of any Pink Form(s) of Acceptance and letter(s) of grant of Option(s) will be given.

註銷尚未行使購股權之粉紅色接納表格

致： 收購方及新百利

1. 本人簽署本粉紅色接納表格即構成：
 - (a) 本人按收購建議文件及本表格所載代價及條款，就本粉紅色接納表格所列明之購股權數目或（如未有列明數目或所列數目多於本人為登記持有之購股權）本人名下全部購股權數目，接納由新百利代表收購方提出並載於收購建議文件中之購股權收購建議；
 - (b) 本人承諾於必要及適當時簽署其他文件並辦理其他手續，以註銷本人就接納購股權收購建議而提呈之購股權；
 - (c) 本人不可撤回地指示並授權收購方、新百利或彼等各自之代理人以平郵方式將本人按購股權收購建議之條款應得之現金代價以「不得轉讓—只入抬頭人賬戶」方式劃線開出支票予本人，然後寄予下文所列人士及地址（如未有於下欄列明姓名及地址，則按購股權持有人名冊所登記之地址寄予本人），郵誤風險由本人承擔。
（倘收取支票之人士不同於登記購股權持有人，則請在本欄填上接收支票人士之姓名及地址。）
姓名： (請用正楷)
地址： (請用正楷)
 - (d) 本人不可撤回地指示並授權收購方、新百利或彼等就此指定之人士，代表本人填妥及簽署任何文件，並採取任何必要或權宜之行動，以註銷本人就接納購股權收購建議提呈之購股權；及
 - (e) 本人同意追認收購方、新百利或彼等各自之代理人或彼等指定人士於行使本表格所載任何授權時可能作出或進行之各種行動或事宜。
2. 本人明白本人接納購股權收購建議將代表本人向收購方保證本粉紅色接納表格所列之購股權數目概不附帶一切第三方權利、留置權、抵押、衡平權及產權負擔，並將會連同於該公佈日期當日或其後所附帶的所有權利一併註銷。
3. 倘按購股權收購建議之條款本人之接納屬無效或被視為無效，則上文第1段所載之所有指示、授權及承諾均會失效。在此情況下，本人授權並懇請 閣下將本人之購股權授出函件連同本粉紅色接納表格以普通郵遞方式送回上文1(c)段上列人士及地址，或倘並無列出姓名及地址，則送到本人於購股權持有人登記冊上所登記的地址，郵誤風險由本人承擔。
4. 本人茲附上本人持有之全部或部份尚未行使購股權之有關購股權授出函件，由 閣下按購股權收購建議之條款予以保存。本人明白任何交回的粉紅色接納表格及購股權授出函件概不獲發收據。