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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED, you should at once hand this circular to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or to the transferee.

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Golden Harvest

GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1132)

**PROPOSED GENERAL MANDATES TO REPURCHASE
SHARES AND TO ISSUE NEW SHARES
RE-ELECTION OF RETIRING DIRECTORS
REFRESHMENT OF SHARE OPTION MANDATE LIMIT
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Golden Harvest Entertainment (Holdings) Limited to be held at Jade Room, 6/F, Marco Polo Hongkong Hotel, Harbour City, Kowloon, Hong Kong on Thursday, 20 November 2008 at 2:30 p.m., is set out in Appendix IV on pages 21 to 24 of this circular. A form of proxy for use at the annual general meeting or any adjournment thereof is also enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk).

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

27 October 2008

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Jade Room, 6/F, Marco Polo Hongkong Hotel, Harbour City, Kowloon, Hong Kong on Thursday, 20 November 2008 at 2:30 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting as set out in Appendix IV on pages 21 to 24 of this circular, or any adjournment thereof;
“associates”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors of the Company for the time being;
“Bye-Laws”	the bye-laws of the Company;
“Company”	Golden Harvest Entertainment (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules;
“Director(s)”	director(s) of the Company;
“Eligible Person(s)”	any person(s) who satisfies the eligibility criteria under the Share Option Scheme;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issue Mandate”	as defined in paragraph 2(b) under the section headed “Letter from the Board”;
“Latest Practicable Date”	23 October 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Ordinary Resolutions”	the proposed ordinary resolutions of the Company as referred to in the notice of the Annual General Meeting;
“Repurchase Mandate”	as defined in paragraph 2(a) under the section headed “Letter from the Board”;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Share Option Mandate Limit”	the maximum number of Shares that may be issued upon the exercise of all share options to be granted under the Share Option Scheme and any other share option schemes of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of the approval of the Share Option Scheme by the Shareholders and thereafter, if refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders;
“Share Option Scheme”	the share option scheme approved by the Shareholders and adopted by the Company on 28 November 2001;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial Shareholder”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



Golden Harvest

GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1132)

Chairman and Executive Director:

Wu Kebo

Executive Directors:

Fiona Chow Sau Fong (also alternate to Chow Siu Hong)

Winnie Chan Suet Yin

Wang Wei

Wu Keyan (alternate to Wu Kebo)

Non-executive Directors:

Eric Norman Kronfeld

Takashi Araki

Chow Siu Hong

Shen De Min

Independent Non-executive Directors:

Leung Man Kit

George Huang Shao-Hua

Prince Chatrichalerm Yukol

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

27 October 2008

*To the Shareholders and for information only
to the holders of share options*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO REPURCHASE
SHARES AND TO ISSUE NEW SHARES
RE-ELECTION OF RETIRING DIRECTORS
REFRESHMENT OF SHARE OPTION MANDATE LIMIT
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the Annual General Meeting in relation to (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issue Mandate to the Directors; (iii) the extension of the Issue Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company pursuant to the Repurchase Mandate; (iv) the re-election of retiring Directors; and (v) the refreshment of Share Option Mandate Limit.

LETTER FROM THE BOARD

2. REPURCHASE MANDATE AND ISSUE MANDATE

At the annual general meeting of the Company held on 10 December 2007, general mandates were given to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares, respectively. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary Resolutions nos. 4, 5 and 6 will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution (the “**Repurchase Mandate**”);
- (b) to issue, allot or dispose of Shares of an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution (the “**Issue Mandate**”); and
- (c) to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company was HK\$183,273,990.00 divided into 183,273,990 Shares. Subject to the passing of the Ordinary Resolution no. 5 and on the basis that no further Share will be issued or repurchased and no outstanding share option of the Company will be exercised prior to the date of the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue, allot and dispose of a maximum of 36,654,798 Shares, representing 20% of the issued share capital of the Company, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

In accordance with the requirements of the Listing Rules, the Company is required to send to each of the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I of this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87(1) of the Bye-Laws, at each annual general meeting of the Company, one third of the Directors for the time being shall retire from office by rotation. Pursuant to Bye-law 87(2) of the Bye-Laws, a retiring Director shall be eligible for re-election. Accordingly, each of Mr. Takashi Araki, Mr. Chow Siu Hong, Mr. George Huang Shao Hua and Prince Chatrichalerm Yukol shall retire at the Annual General Meeting and, being eligible, will offer himself for re-election at

LETTER FROM THE BOARD

the Annual General Meeting except for (i) Prince Chatrichalerm Yukol, being an independent non-executive Director and a member of each of the remuneration committee and audit committee of the Company, who has indicated that he will not offer himself for re-election due to pursuit of his other business, (ii) Mr. Takashi Araki, being a non-executive Director of the Company, who has indicated that he will not offer himself of re-election due to pursuit of his own business; (iii) and Mr. Chow Siu Hong, being a non-executive Director of the Company, who has indicated that he will not offer himself of re-election due to pursuit of his own business. Each of Mr. Takashi Araki, Mr. Chow Siu Hong and Prince Chatrichalerm Yukol has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that will need to be brought to the attention of the Shareholders. Upon the retirement of Prince Chatrichalerm Yukol as an independent non-executive Director and a member of each of the remuneration committee and audit committee of the Company, the total number of the independent non-executive Directors and the members of the audit committee of the Company will fall below the minimum number as required under Rule 3.10 and Rule 3.21 of the Listing Rules, respectively. Accordingly, the Company will use its best endeavours to identify suitable candidate to fill the relevant vacancy within the period stipulated under Rule 3.11 and Rule 3.23 of the Listing Rules.

In addition, each of Ms. Fiona Chow Sau Fong, Ms. Wang Wei and Mr. Eric Norman Kronfeld will voluntarily retire at the Annual General Meeting and, being eligible, has offered himself or herself for re-election at the Annual General Meeting.

Pursuant to Bye-laws 86(2) and 87(2) of the Bye-Laws, any Director appointed as an addition to the Board shall hold office only until the first general meeting of the Company after his or her appointment and shall then be eligible for re-election at that meeting (but shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation). Accordingly, each of Ms. Winnie Chan Suet Yin, Mr. Leung Man Kit and Mr. Shen De Min, all being the Directors appointed by the Board after the preceding general meeting of the Company, shall retire at the Annual General Meeting and, being eligible, has offered himself or herself for re-election at the Annual General Meeting.

Details of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix III of this circular.

4. REFRESHMENT OF SHARE OPTION MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to an ordinary resolution passed by the Shareholders at the extraordinary general meeting of the Company held on 28 November 2001. The purpose of the Share Option Scheme is to enable the Group to grant options to selected Eligible Persons as incentive or rewards for their contribution to the Group.

LETTER FROM THE BOARD

Under the Share Option Scheme, the Directors are authorized to grant options to selected Eligible Persons to subscribe for Shares under the Share Option Scheme and to allot and issue Shares pursuant to the exercise of any outstanding options which may be granted under the Share Option Scheme. Pursuant to the Share Option Scheme:

- (a) The total number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 80,088,750 shares of HK\$0.10 each, representing 10% of the shares in issue of the Company as at 28 November 2001, being the date on which the Shareholders approved the Share Option Scheme. Due to the rights issue of the Company on 28 January 2005 and the consolidation of shares of HK\$0.10 each in the share capital of the Company into shares of HK\$1.00 each in the issued share capital of the Company taking effect on 10 May 2007, the Share Option Mandate Limit was adjusted to 10,011,093 Shares of HK\$1.00 each.
- (b) The Share Option Mandate Limit may be renewed at any time by obtaining approval of the Shareholders in general meeting provided that the total number of Shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other share option schemes of the Company must not exceed 10% of the Shares in issue as at the date of such Shareholders' approval. For the avoidance of doubt, options previously granted under the Share Option Scheme and any other share option schemes of the Company will not be counted for the purpose of calculating the renewed Share Option Mandate Limit.
- (c) The aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time.

Since the adoption of the Share Option Scheme on 28 November 2001 and up to the Latest Practicable Date, the Company had granted options under the Share Option Scheme carrying rights to subscribe for 7,770,000 Shares, out of which:

- (i) options granted under the Share Option Scheme carrying rights to subscribe for 4,755,000 Shares had been lapsed;
- (ii) options granted under the Share Option Scheme carrying rights to subscribe for 1,975,000 Shares (representing approximately 1.08% of the issued share capital of the Company as at the Latest Practicable Date) had been exercised; and
- (iii) options granted under the Share Option Scheme carrying rights to subscribe for 1,040,000 Shares (representing approximately 0.57% of the issued share capital of the Company as at the Latest Practicable Date) remained outstanding.

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As at the Latest Practicable Date, the Company did not have any other share option scheme apart from the Share Option Scheme. The Share Option Mandate Limit was refreshed to 12,684,353 Shares by the Shareholders in the annual general meeting of the Company held on 10 December 2007. Since then, no options were granted to the Directors and/or other employees of the Group, and accordingly, unless the existing Share Option Mandate Limit is refreshed, as at the Latest Practicable Date, up to 12,684,353 Shares may be issued pursuant to the grant of further options under the Share Option Scheme. The Directors consider that it is in the interest of the Company to refresh the Share Option Mandate Limit so as to allow sufficient flexibility to grant options pursuant to the Share Option Scheme. This will enable the Company to provide incentives to, and recognize the contributions of the Eligible Persons under the Share Option Scheme.

On the basis of 183,273,990 Shares in issue as at the Latest Practicable Date and assuming that no further Share will be issued or repurchased by the Company prior to the Annual General Meeting, the Share Option Mandate Limit can be refreshed to 18,327,399 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date, so that the Company will be allowed to grant options carrying the rights to subscribe for a maximum of 18,327,399 Shares.

The refreshment of the Share Option Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the Annual General Meeting to approve the refreshment of the Share Option Mandate Limit; and
- (b) the Stock Exchange granting the approval of the listing of and permission to deal in the Shares which may be issued and allotted upon the exercise of options to be granted under the refreshed Share Option Mandate Limit.

Resolution will be proposed at the Annual General Meeting to approve the refreshment of Share Option Mandate Limit. Application will be made to the Stock Exchange for the listing of and permission to deal in the Shares which may be issued upon the exercise of options to be granted under the refreshed Share Option Mandate Limit.

Pursuant to the Listing Rules, Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time shall not exceed 30% of the Shares in issue from time to time. No options will be granted under any scheme(s) of the Company if it will result in such 30% limit being exceeded.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out in Appendix IV on pages 21 to 24 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issue Mandate, the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, the re-election of retiring Directors and the refreshment of Share Option Mandate Limit. No Shareholder is required to abstain from voting at the Annual General Meeting.

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A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority at 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 appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish. The procedures for the Shareholders to demand a poll at the Annual General Meeting are set out in Appendix II of this circular.

6. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory statement on the Repurchase Mandate), Appendix II (Procedures for the Shareholders to demand a poll at a general meeting pursuant to the Bye-Laws), Appendix III (Details of Directors proposed for re-election) and Appendix IV (Notice of Annual General Meeting) of this circular.

8. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate to the Directors, the granting/and the extension of the Issue Mandate to the Directors, the re-election of retiring Directors and the refreshment of the Share Option Mandate Limit are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully
On behalf of the Board
Wu Kebo
Chairman and Executive Director

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the proposed Repurchase Mandate.

1. REASONS FOR SHARE REPURCHASE

The ability of the Company to repurchase Shares will be beneficial to Shareholders who retain their investments in the Company since the earnings per Share and their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company. Repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

The Directors have no present intention to repurchase any Share and they would only exercise the power to repurchase in circumstances where they consider that such repurchase would be in the best interests of the Company and the Shareholders as a whole and in circumstances where they consider that the Shares can be repurchased on the terms favourable to the Company. There might not be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest audited financial statements contained in the annual report 2008) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$183,273,990.00 divided into 183,273,990 Shares. Subject to the passing of the Ordinary Resolution no. 4 and on the basis that no further Share will be issued or repurchased and no outstanding share option of the Company will be exercised prior to the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 18,327,399 Shares, representing 10% of the issued share capital of the Company during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

3. FUNDING OF REPURCHASE

Any repurchase will only be funded out of funds of the Company legally available for the purpose of making the proposed repurchase in accordance with its Bye-Laws and the applicable laws in Hong Kong and Bermuda. The Directors propose that repurchase of Shares under the Repurchase Mandate in these circumstances would be financed from the Company's distributable profits, contributable surplus and/or proceeds of a fresh issue of Shares (if any).

4. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months immediately preceding the Latest Practicable Date, are as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2007		
October	4.05	2.87
November	5.65	3.90
December	4.86	3.70
2008		
January	4.50	2.50
February	4.10	2.90
March	3.50	2.85
April	3.00	2.52
May	4.05	3.20
June	3.80	3.64
July	3.66	3.65
August	N/A ^(note)	N/A ^(note)
September	N/A ^(note)	N/A ^(note)
October (up to the Latest Practicable Date)	N/A ^(note)	N/A ^(note)

Note: Trading in Shares has been suspended since 11 July 2008.

5. EFFECT OF THE TAKEOVERS CODE

The Directors are not aware of any consequence which will arise under the Takeovers Code as a result of any repurchase to be made under the Repurchase Mandate. However, if as a result of the repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Wu Kebo ("Mr. Wu"), the chairman of the Company and a Director, was interested in the long position of 164,223,472 Shares and short position of 40,871,599 Shares, representing approximately 89.60% and 22.30% of the issued share capital of the Company, respectively, through companies controlled by him. Of these Shares, (a) long position in 40,553,060 Shares was held by Chengtian Entertainment Group (International) Holding Company Limited, a company which was 80% beneficially owned by Mr. Wu; (b) long position in 82,798,813

Shares was held by Skyera International Limited, a company which was 100% beneficially owned by Mr. Wu; and (c) long position in 40,871,599 Shares and short position in 40,871,599 Shares were held by Mainway Enterprises Limited, a company which was 100% beneficially owned by Mr. Wu. If the powers of the Company to make repurchase(s) under the Repurchase Mandate were exercised in full, Mr. Wu's interests in long position and short position in Shares as disclosed above will be increased to approximately 99.56% and approximately 24.78%, respectively. In the circumstances, such increase of interests will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

Pursuant to the announcements of the Company dated 10 July 2008 and 10 October 2008, respectively, and under Rule 10.06(2)(f) of the Listing Rules, the Directors will not repurchase Shares until the number of Shares which are in the hands of the public will be restored to at least 25% of the total issued Shares, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange. In addition, the Directors will not repurchase Shares if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently have any intention to sell Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Share, or that they have undertaken not to sell any Share held by them to the Company in the event that the Company is authorised to make repurchase of the Shares.

6. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

7. GENERAL

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong and Bermuda.

The following paragraphs set out the procedures for the Shareholders to demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Bye-Laws.

According to Bye-law 66 of the Bye-Laws, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of poll is required by the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (a) the chairman of such meeting; or
- (b) at least three Shareholders present in person or, in the case of a Shareholder being a corporation, by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation, by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (e) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at such meeting.

**APPENDIX II PROCEDURES FOR THE SHAREHOLDERS TO DEMAND A POLL
AT A GENERAL MEETING PURSUANT TO THE BYE-LAWS**

In compliance with the Listing Rules, any vote of shareholders at a general meeting will be taken on a poll where:

- (i) the chairman of the general meeting and/or the directors individually or collectively hold proxies in respect of shares representing 5% or more of the total voting rights at the general meeting, and the meeting, on a show of hands, votes in the opposite manner to that instructed in those proxies, unless it is apparent from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands;
- (ii) the meeting is to approve connected transactions;
- (iii) the meeting is to approve transactions that are subject to independent shareholders' approval pursuant to the Listing Rules;
- (iv) the meeting is to approve granting of options to a substantial shareholder or an independent non-executive director of the issuer, or any of their respective associates, as required under the Listing Rules; and
- (v) the meeting is to approve any other transactions in which a shareholder has a material interest and is therefore required to abstain from voting at the meeting.

APPENDIX III DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Pursuant to the Listing Rules, details of the retiring Directors proposed for re-election at the Annual General Meeting are as follows:

Ms. Fiona CHOW Sau Fong, aged 36, Executive Director

Ms. Fiona CHOW Sau Fong (“Ms. Chow”) has been appointed as an executive Director with effect from 30 October 2007 and an alternate Director to Mr. Chow Siu Hong (“Mr. Chow”) (who is a non-executive Director) with effect from 1 January 2008. Ms. Chow has extensive experience in financial management and strategic planning in the Greater China region where she served in multinational corporations. She has worked in management consultancy and investment projects, specializing in financial services and media industries in both the Asian and U.S. markets. Ms. Chow holds a Master in Business Administration degree in Finance and Entrepreneurial Management from the Wharton Business School at the University of Pennsylvania, and a Bachelors of Arts (Honors) degree in Business Administration from The Chinese University of Hong Kong.

A service agreement in relation to the appointment of Ms. Chow as an executive Director was entered into by Ms. Chow and the Company on 21 January 2008 pursuant to which (a) she was appointed as an executive Director for a term of 1 year with effect from 1 January 2008; and (b) she will be entitled to an annual emolument of HK\$1,500,000.00 and a monthly housing allowance of HK\$20,000.00 plus discretionary bonus which will be determined at the Company’s discretion by reference to her individual performance and the Company’s performance and profitability. Such emolument and allowance were determined by the Board with reference to her duties and responsibilities with the Company. However, Ms. Chow was not entitled to any remuneration in her capacity as an alternate Director to Mr. Chow.

As at the Latest Practicable Date, Ms. Chow did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, (a) Ms. Chow did not hold any directorship in other listed public companies in the last three years and did not hold any other positions with the Company or other members of the Group; (b) Ms. Chow did not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (c) there were no other matters concerning Ms. Chow that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules.

Ms. CHAN Suet Yin Winnie, aged 37, Executive Director

Ms. CHAN Suet Yin Winnie (“Ms. Chan”) has been appointed as an executive Director with effect from 1 September 2008. Ms. Chan began her career working for Arthur Andersen as management consultant, specializing in strategy development and investment planning & analysis for clients mainly in the media, telecommunications and internet sectors in Asia including Mainland China. Ms. Chan then joined TOM Group Limited (then tom.com Limited) as a general manager and assisted in the company’s IPO in 2000. She subsequently took up various developmental and operational responsibilities, and led a number of corporate and commercial initiatives across the media and entertainment businesses (TV, sports, internet, outdoor and publishing) which the company operates in Greater China. In 2006, Ms. Chan decided to become an independent consultant, and since then had served clients from media/advertising industries on investment and corporate development projects. Ms. Chan graduated Beta Gamma Sigma with an MBA degree from the University of Michigan; and a BBA degree in Accounting from The Chinese University of Hong Kong. She was admitted as member of American Institute of Certified Public Accountants and the Illinois CPA Society in 1995.

A service agreement in relation to the appointment of Ms. Chan as an executive Director was entered into by Ms. Chan and the Company on 1 September 2008 pursuant to which (a) she was appointed as an executive Director for a term of 1 year with effect from 1 September 2008; and (b) she will be entitled to receive an annual emolument of HK\$1,500,000.00 plus discretionary bonus which will be determined at the Company’s discretion by reference to her individual performance and the Company’s performance and profitability. Such emolument was determined by the Board with reference to her duties and responsibilities with the Company.

As at the Latest Practicable Date, Ms. Chan did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, (a) Ms. Chan did not hold any directorship in other listed public companies in the last three years and did not hold any other positions with the Company or other members of the Group; (b) Ms. Chan did not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (c) there were no other matters concerning Ms. Chan that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules.

Ms. WANG Wei, aged 48, Executive Director

Ms. WANG Wei (“Ms. Wang”) has been appointed as an executive Director on 26 October 2007 and vice president – film production of the Group with effect from 30 December 2007. Ms. Wang is the general manager of the Film Division of Chengtian Entertainment Group (International) Holding Limited (“**Chengtian**”). With extensive film production experience, she has been involved as producer or executive producer in various projects including “Urga”, “In the Heat of the Sun”, “Keep Cool”, “Shanghai Triad”, “Pillow Book”, “Happy Times”, “Purple Butterfly”, “The Sun also Raises” and “My BlueBerry Nights”. Before joining Chengtian, Ms. Wang served as a manager at ALPHA-FILMS, a Frenchfinanced, production and world-wide distribution company. Ms. Wang also founded Lou Yi Limited, a film production company in Hong Kong. Ms. Wang graduated with a Master of Business Administration in Marketing & Management at the Ecole Superieure des Sciences Economiques et Commerciales (ESSEC) and an Master of Arts in French and Chinese Literature at the Foreign Languages Institute in Beijing, China.

As at the Latest Practicable Date, Ms. Wang had not entered into any service agreement with the Company in relation to her appointment as an executive Director. The appointment of Ms. Wang as an executive Director will not be for a specific term but will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Bye-Laws. Ms. Wang will be entitled to an annual emolument of HK\$1,000,000.00 plus discretionary bonus which will be determined at the Company’s discretion by reference to her individual performance and the Company’s performance and profitability. Such emolument was determined by the Board with reference to her duties and responsibilities with the Company.

As at the Latest Practicable Date, Ms. Wang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, (a) Ms. Wang did not hold any directorship in other listed public companies in the last three years and did not hold any other positions with the Company or other members of the Group; (b) Ms. Wang did not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (c) there were no other matters concerning Ms. Wang that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules.

APPENDIX III DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Eric Norman KRONFELD, aged 67, Non-executive Director

Mr. Eric Norman KRONFELD (“Mr. Kronfeld”) has been appointed as a non-executive Director with effect from 7 September 2004 and the chairman and a member of the remuneration committee of the Company with effect from 8 October 2004. Mr. Kronfeld graduated with a Bachelor of Arts Degree with distinction from Swarthmore College in 1962 and a Bachelor of Laws degree from the Harvard Law School in the United States in 1965. After Mr. Kronfeld had worked as a law clerk to The Hon. J. Edward Lumbard, the Chief Judge of the United States Court of Appeals, Second Circuit, he joined Machat & Kronfeld in 1966, a law firm with one of the world’s largest music business client lists where he became a partner and remained with the law firm until 1980. Mr. Kronfeld was a co-founder and the former Chairman of Philadelphia International Records from 1969 to 1975. He is also the founder of Maverick Productions, Ltd. (“**Maverick**”) and has been the Chairman and Chief Executive Officer of Maverick since 1973. Maverick has produced albums by The Eagles, Eric Clapton, The Who, Faces, etc. and acted as the strategic consultant for multinational corporations in media including UST, Inc. (formerly known as US Tobacco, Inc.), PolyGram Inc., Time-Warner Inc., EMI, etc. From 1991 onwards until 1998, Mr. Kronfeld was the President and Chief Operating Officer of PolyGram Holding, Inc. and was a board member of PolyGram International Management. From 1999 to 2003, he was a member of the board of directors of listen.com which was sold to Real Networks Inc., a Nasdaq-listed company. Mr. Kronfeld has almost 43 years’ experience in strategic management and consultancy in the worldwide music industry.

As at the Latest Practicable Date, Mr. Kronfeld had not entered into any service contract with the Company in relation to his appointment as a non-executive Director. The appointment of Mr. Kronfeld as non-executive Director will not be for a specific term but will be subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Bye-Laws. Mr. Kronfeld will be entitled to a Director’s fee in the amount of HK\$250,000.00 per annum and HK\$10,000.00 per regular board meeting attended which were determined by reference to his duties as a non-executive Director and the chairman of the remuneration committee of the Company. Mr. Kronfeld will not be entitled to any bonus payment.

As at the Latest Practicable Date, Mr. Kronfeld was interested in 185,000 share options granted by the Company entitling him to subscribe for 185,000 Shares, representing approximately 0.10% of the Shares in issue, within the meaning of Part XV of the SFO, details of which are as follows:

Date of grant	Exercise price per Share HK\$	No. of Shares in respect of which options are outstanding as at the Latest Practicable Date	Exercise Period
31 March 2005	2.60	35,000	31 March 2005 to 30 October 2011
12 April 2007	3.93	150,000	1 July 2007 to 30 October 2011

APPENDIX III DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed herein, as at the Latest Practicable Date, (a) Mr. Kronfeld did not hold any directorship in other listed public companies in the last three years and did not hold any other positions with the Company or other members of the Group; (b) Mr. Kronfeld did not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and (c) there were no other matters concerning Mr. Kronfeld that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules.

Mr. SHEN De Min, aged 47, Non-executive Director

Mr. SHEN De Min (“Mr. Shen”) has been appointed as an executive Director with effect from 26 March 2008 and re-designated as a non-executive Director with effect from 1 September 2008. Mr. Shen graduated with a Bachelor’s Degree from the Faculty of Mathematics at the East China Normal University in China in 1983 and graduated from the Faculty of Professional Japanese at the Meiji Academy in Japan in 1988. Since 1999, Mr. Shen had served in executive positions of various departments of Kanematsu (Hong Kong) Ltd, a trading corporation with global business presences. Mr. Shen has extensive experience in the management and operations of multinational businesses.

As at the Latest Practicable Date, Mr. Shen had not entered into service contract with the Company in relation to his appointment as an executive Director and re-designation as a non-executive Director. The appointment of Mr. Shen as a non-executive Director will not be for a specific term but will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Bye-Laws. Mr. Shen will not be entitled to any director’s fee as a non-executive Director. As to his employment agreement entered into with the Company as Vice President of Business Development of the Group dated 29 January 2008, it had been terminated on 1 September 2008. Mr. Shen will not be entitled to any bonus payment.

As at the Latest Practicable Date, Mr. Shen was interested in 200,000 Shares, representing approximately 0.11% of the issued share capital of the Company, through Modern Ray Limited, a company incorporated in the British Virgin Islands which was 100% beneficially owned by Mr. Shen, within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, (a) Mr. Shen did not hold any directorship in other listed public companies in the last three years and did not hold any other positions with the Company or other members of the Group; (b) Mr. Shen did not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (c) there were no other matters concerning Mr. Shen that need to be brought to the attention of the Shareholder nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules.

Mr. LEUNG Man Kit, aged 54, Independent Non-executive Director

Mr. LEUNG Man Kit (“Mr. Leung”) has been appointed as an independent non-executive Director, a member of the remuneration committee of the Company and a member and the chairman of the audit committee of the Company, all with effect from 11 February 2008. Mr. Leung obtained a Bachelor’s Degree in Social Science from the University of Hong Kong in 1977. Mr. Leung has over 20 years of experience in project finance and corporate finance. Mr. Leung held senior positions with Peregrine Capital (China) Limited, SG Securities (HK) Limited (previously known as Crosby Securities (Hong Kong) Limited), Swiss Bank Corporation, Hong Kong Branch, and Optima Capital Limited (previously known as Ke Capital (Hong Kong) Limited). Mr. Leung was a director of Emerging Markets Partnership (Hong Kong) Limited which was the principal adviser to the AIG Infrastructure Fund L.P. Mr. Leung is also currently Responsible Officer of North Asia Strategic Advisors which provides advice on corporate finance under type 6 license granted under the SFO. Mr. Leung is also an independent non-executive director and audit committee member of NetEase, a NASDAQ listed company. Mr. Leung is also an independent non-executive director and audit committee member of Junefield Department Store Group Limited, China Ting Group Holdings Limited and Anhui Expressway Company Limited, all of which are listed on the Stock Exchange. Mr. Leung is also a member and the chairman of the remuneration committee of Junefield Department Store Group Limited, a member of the nomination committee of China Ting Group Holdings Limited, and the chairman of the audit committee and a member of the Human Resources and Remuneration Committee of Anhui Expressway Company Limited.

As at the Latest Practicable Date, Mr. Leung had not entered into any service contract with the Company in relation to his appointment as an independent non-executive Director. The appointment of Mr. Leung as an independent non-executive Director will not be for a specific term but will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Bye-Laws. Mr. Leung will be entitled to a director’s fee in the amount of HK\$250,000.00 on an annual basis plus a fee of HK\$10,000.00 per regular board meeting attended which were determined by reference to his duties and responsibilities with the Company. Mr. Leung will not be entitled to any bonus payment.

As at the Latest Practicable Date, Mr. Leung does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, (a) Mr. Leung did not hold any directorship in other listed public companies in the last three years and did not hold any other positions with the Company or other members of the Group; (b) Mr. Leung did not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (c) there were no other matters concerning Mr. Leung that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules.

APPENDIX III DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. George HUANG Shao-Hua, aged 59, Independent Non-executive Director

Mr. George HUANG Shao-Hua (“**Mr. Huang**”) has been appointed as an independent non-executive Director with effect from 30 November 2006 and a member of the audit committee of the Company with effect from 1 April 2007. Mr. Huang graduated from the College of Telecommunications Engineering, National Chiao-Tung University in Taiwan, and co-founded the Acer Group in 1976. Mr. Huang has been heavily involved in the development of microprocessor technology applications and services and was the first person in Taiwan to promote and sell microcomputers to international markets in 1979. Mr. Huang is presently Supervisor of Acer Inc., Motech Co.,Ltd, and Les Enphants Co., Ltd., which are all public companies in Taiwan. He was distinguished as an honoured graduate of National Chiao-Tung University in Taiwan and also as an outstanding graduate of Cheng-Uen Junior High School.

As at the Latest Practicable Date, Mr. Huang had not entered into any service contract with the Company in relation to his appointment as an independent non-executive Director. The appointment of Mr. Huang as an independent non-executive director will not be for a specific term but will be subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provisions of the Bye-Laws. Mr. Huang will be entitled to a director’s emolument in the amount of HK\$100,000.00 per annum and HK\$10,000.00 per regular board meeting attended which were determined by reference to his duties and responsibilities within the Company. He is not entitled to receive any bonus payment.

As at the Latest Practicable Date, Mr. Huang was interested in 100,000 share options granted by the Company entitling him to subscribe for 100,000 Shares, representing approximately 0.05% of the issued share capital of the Company, within the meaning of Part XV of the SFO, details of which are as follows:

Date of grant	Exercise price per Share HK\$	No. of Shares in respect of which options are outstanding as at the Latest Practicable Date	Exercise Period
12 April 2007	3.93	100,000	1 July 2007 to 30 October 2011

Save as disclosed herein, as at the Latest Practicable Date, (a) Mr. Huang did not hold any directorship in other listed public companies in the last three years and did not hold any other positions with the Company or other members of the Group; (b) Mr. Huang did not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (c) there are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholder nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules.



Golden Harvest

GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1132)

NOTICE IS HEREBY GIVEN that an annual 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 Thursday, 20 November 2008 at 2:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company and of the auditors of the Company for the year ended 30 June 2008.
2. To re-elect directors of the Company, to authorise the board of directors of the Company to fix directors’ remuneration, to set a maximum number of directors and to authorise the Board to appoint additional directors up to the maximum number set.
3. To re-appoint Messrs. KPMG as auditors of the Company and to authorise the directors of the Company to fix their remuneration.
4. 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) the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of the shares to be repurchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

- (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”
5. 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) the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and dispose of additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period (as defined below), be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to: (i) a rights issue where shares are offered to shareholders on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong); or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the eligible participants of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement pursuant to the bye-laws of the Company from time to time; or (iv) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any notes, warrants or any securities of the Company which are convertible into shares; (v) a specific authority granted by the shareholders of the Company in general meeting, the total nominal amount of additional shares issued, allotted, disposed of or agreed conditionally or unconditionally to be issued, allotted or disposed of (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (b) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held.”
6. 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**, conditional upon the passing of the ordinary resolutions nos. 4 and 5 as set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to the resolution set out as ordinary resolution no. 5 in the notice convening this meeting and for the time being in force to exercise the powers of the Company to issue, allot and otherwise dispose of additional shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by an amount representing the total nominal amount of the share capital of the Company which has been repurchased by the Company under the authority granted pursuant to the resolution set out as ordinary resolution no. 4 in the notice convening this meeting, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this Resolution.”
7. 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 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 shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Share Option Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme of the Company adopted on 28 November 2001 (the “Share Option Scheme”) and all other share option scheme(s) up to 10 per cent of the number of shares in issue at the date of the passing of this resolution (the “Share Option Mandate Limit”) be and is hereby approved;

- (b) any director of the Company be and is hereby authorized to do all such acts and execute all such documents to effect the Share Option Mandate Limit; and
- (c) the directors of the Company be and are hereby authorized, subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to grant options under the Share Option Scheme up to the Share Option Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

By order of the Board
Cheung Wing Leung
Company Secretary

Hong Kong, 27 October 2008

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.
- (c) The proposed maximum number of directors of the Company (the “Director(s)”) under resolution no. 2 is not more than 20. Resolution no. 2 above will permit the Directors to appoint additional Directors up to the maximum number so determined. Details of the retiring Directors have been included in the circular dated 27 October 2008.