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Golden Harvest

GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1132)

CHANGES IN DIRECTORSHIPS, APPOINTMENT OF ALTERNATE DIRECTORS, FURTHER INFORMATION ON APPOINTMENT OF DIRECTORS AND CLARIFICATION ANNOUNCEMENT

RE-DESIGNATION OF DIRECTOR

Reference is made to the Previous Announcement. The Board announces that Mr. Phoon Chiong Kit has in *de facto* been re-designated as a non-executive director of the Company upon the discontinuance of his service as the executive director and managing director of the Company, with effect from 21 December 2007.

RESIGNATION OF DIRECTOR

The Board announces Mr. Paul Ma Kah Woh has resigned as an independent non-executive director of the Company with effect from 24 December 2007. Accordingly, Mr. Paul Ma Kah Woh has also resigned as 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 24 December 2007.

APPOINTMENT OF ALTERNATE DIRECTORS AND FURTHER INFORMATION ON APPOINTMENT OF DIRECTORS

The Board announces that, with effect from 1 January 2008:

- (a) Ms. Wu Keyan has been appointed as alternate director (in Mr. Wu Kebo's capacity of executive director only) to Mr. Wu Kebo, the Chairman, acting managing director and an executive director of the Company; and
- (b) Ms. Fiona Chow Sau Fong, an executive director of the Company, has been appointed as alternate director to Mr. Chow Siu Hong, also an executive director of the Company.

Reference is also made to the announcement of the Company dated 31 October 2007 in relation to, among other matters, the appointment of several directors. The Board wishes to provide further information on the appointment of Mr. Chow Siu Hong, Ms. Fiona Chow Sau Fong and Ms. Wang Wei as directors of the Company.

RE-DESIGNATION OF DIRECTOR

Reference is made to the announcement of Golden Harvest Entertainment (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 23 December 2007 (the “**Previous Announcement**”). The board of directors (the “**Board**”) of the Company announces that Mr. Phoon Chiong Kit has in *de facto* been re-designated as a non-executive director of the Company upon the discontinuance of his service as the executive director and managing director of the Company, with effect from 21 December 2007.

Mr. PHOON Chiong Kit (“**Mr. Phoon**”), aged 55, was executive director and managing director of the Company till 21 December 2007 and has been non-executive director of the Company since 21 December 2007. Mr. Phoon graduated with a Bachelor of Business Administration degree from the University of Singapore. He has had 21 years’ experience as an investment banker and corporate finance consultant. Mr. Phoon is also a director of certain subsidiaries of the Company.

The Company entered into an employment agreement with Mr. Phoon on 21 August 2007 which has been discontinued with effect from 21 December 2007 as stated in the Previous Announcement. The Company has not entered into any employment or service contract with Mr. Phoon in relation to his re-designation as a non-executive director of the Company. Further announcement will be made pursuant to the requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) if and when such employment or service agreement is made and his remuneration is determined.

As at the date of this announcement, Mr. Phoon is interested in 750,000 shares of the Company, representing approximately 0.59% of the issued share capital of the Company as at the date of this announcement, and share options with a right to subscribe for 5,650,000 shares of the Company, representing approximately 4.45% of the issued share capital of the Company as at the date of this announcement. Save as disclosed above, Mr. Phoon does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”).

Save as disclosed herein, as at the date of this announcement; (a) Mr. Phoon did not hold any directorship in other listed public companies in the last three years and does not hold any other positions within the Company or other members of the Group; (b) Mr. Phoon does 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. Phoon that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules.

Further to the Previous Announcement, the Board clarifies that certain directors of the Company are dissatisfied with the performance of Mr. Phoon as executive director and managing director of the Company (with which view Mr. Phoon disagrees). However, Mr. Phoon has acknowledged that there is a change in the management style of the Company due to the change in members of the Board. Whilst in accordance with the legal advice for a subsidiary of the Company given to Mr. Phoon and subsequently reported by Mr. Phoon to the Board, the discontinuance of the services of Mr. Phoon was advised to be deferred until after the trial of a court case involving that subsidiary, which trial is due to take place in January 2008; the Board, nevertheless resolved to discontinue the services of Mr. Phoon as executive director and managing director of the Company with immediate effect. Save as disclosed in the Previous Announcement and herein, Mr. Phoon has no disagreement with the Board and there are no matters that will need to be brought to the attention of the shareholders of the Company.

RESIGNATION OF DIRECTOR

The Board announces that Mr. Paul Ma Kah Woh (“**Mr. Ma**”) has resigned as an independent non-executive director of the Company with effect from 24 December 2007. Accordingly, Mr. Ma has also resigned as 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 24 December 2007. Mr. Ma has confirmed that his resignation was due to the recent change in substantial shareholder and management of the Company. Mr. Ma has informed the Company that he did not agree with the recent Board’s decision to discontinue the services of Mr. Phoon as the executive director and managing director of the Company with immediate effect. Save as disclosed herein, Mr. Ma has no disagreement with the Board and there are no matters that will need to be brought to the attention of the shareholders of the Company.

The Company is aware that, following the resignation of Mr. Ma, the total number of independent non-executive directors of the Company and members of the audit committee of the Company fall below the minimum number as required under Rule 3.10 and Rule 3.21 of the Listing Rules, respectively, and the Company fails to meet the requirement regarding qualification of the independent non-executive directors under the Listing Rules. 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. Further announcement will be made by the Company in accordance with the Listing Rules as and when a new independent non-executive director of the Company is appointed.

The Board takes this opportunity to thank Mr. Ma for his valuable contribution to the Company during his tenure of service with the Company.

APPOINTMENT OF ALTERNATE DIRECTORS AND FURTHER INFORMATION ON APPOINTMENT OF DIRECTORS

The Board announces that, with effect from 1 January 2008:

- (a) Ms. Wu Keyan (“**Ms. Wu**”) has been appointed as alternate director (in Mr. Wu Kebo’s capacity of executive director only) to Mr. Wu Kebo (“**Mr. Wu**”), the Chairman, acting managing director and an executive director of the Company; and
- (b) Ms. Chow Sau Fong, Fiona (“**Ms. Chow**”), an executive director of the Company, has been appointed as alternate director to Mr. Chow Siu Hong (“**Mr. Chow**”), also an executive director of the Company.

Reference is also made to the announcement of the Company dated 31 October 2007 (the “**October Announcement**”) in relation to, among other matters, the appointment of several directors. The Board wishes to provide further information on the appointment of Mr. Chow, Ms. Chow and Ms. Wang Wei (“**Ms. Wang**”) as directors of the Company.

Ms. WU Keyan, aged 36, had served in corporations in Japan and Hong Kong and is currently the deputy general manager of Holdrich Investment Limited, specialized in telecommunications, semiconductor and technology-related businesses. Ms. Wu graduated with a Bachelor’s degree in Business Management from the Faculty of Commerce at Takushyoku University in Japan in 1996. Ms. Wu is the sister of Mr. Wu.

Save as disclosed herein, as at the date of this announcement, (a) Ms. Wu has not held any directorship in other listed public companies in the last three years and does not hold any other positions within the Company or other members of the Group; (b) Ms. Wu does 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 Ms. Wu that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules. As at the date of this announcement, Ms. Wu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

There is no service agreement between Ms. Wu and the Company with respect to her appointment as an alternate director to Mr. Wu. Furthermore, no terms have been fixed or proposed for Ms. Wu's length of service, and she will not receive any remuneration in her capacity as alternate director.

Ms. Fiona CHOW Sau Fong, aged 35, is currently an executive director of the Company. She is also the vice president and chief financial officer of Chengtian Entertainment Group (International) Holding Company Limited. 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 was an executive director of Tungda Innovative Lighting Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange, for the period from 30 September 2003 to 15 February 2005. 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.

In addition to the appointment as an alternate director, Ms. Chow has also been appointed as the chief financial officer of the Group. Ms. Chow will enter into a service agreement with the Company for a term of 1 year which will be effective from 1 January 2008. Pursuant to the service agreement, Ms. Chow will receive an annual emolument of HK\$1,500,000 and a monthly housing allowance of HK\$20,000 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 was determined by the Board with reference to her duties and responsibilities with the Company. However, Ms. Chow will not receive any remuneration in her capacity as alternate director to Mr. Chow.

Save as disclosed in the October Announcement and herein, as at the date of this announcement, (a) Ms. Chow has not held any directorship in other listed public companies in the last three years and does not hold any other positions within the Company or other members of the Group; (b) Ms. Chow does 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 Ms. Chow that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules. As at the date of this announcement, Ms. Chow does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Mr. CHOW Siu Hong, an executive director of the Company, has been appointed as the vice president – business development of the Group. Mr. Chow will enter into a service agreement with the Company for a term of one year which will be effective from 1 January 2008. Pursuant to the service agreement, Mr. Chow will receive an annual emolument of HK\$1,000,000 plus discretionary bonus which will be determined at the Company’s discretion by reference to his individual performance and the Company’s performance and profitability, which was determined by the Board with reference to his duties and responsibilities with the Company.

Save as disclosed in the October Announcement and herein, as at the date of this announcement, (a) Mr. Chow has not held any directorship in other listed public companies in the last three years and does not hold any other positions within the Company or other members of the Group; (b) Mr. Chow does 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. Chow that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules. As at the date of this announcement, Mr. Chow does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. WANG Wei, an executive director of the Company, has been appointed as the vice president – film production of the Group. Ms. Wang will enter into a service agreement with the Company for a term of 1 year which will be effective from 1 January 2008. Pursuant to the service agreement, Ms. Wang will receive an annual emolument of HK\$1,000,000 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, which was determined by the Board with reference to her duties and responsibilities with the Company.

Save as disclosed in the October Announcement and herein, as at the date of this announcement, (a) Ms. Wang has not held any directorship in other listed public companies in the last three years and does not hold any other positions within the Company or other members of the Group; (b) Ms. Wang does 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 Ms. Wang that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules. As at the date of this announcement, Ms. Wang does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

By Order of the Board
Wu Kebo
Chairman

Hong Kong, 30 December 2007

As at the date of this announcement, the directors of the Company are:

Chairman and Executive Director:

Mr. Wu Kebo

Executive Directors:

Mr. Chow Siu Hong

Ms. Fiona Chow Sau Fong

Mr. Lau Pak Keung

(also as alternate to Mr. Phoon Chiong Kit)

Ms. Wang Wei

Mr. David Chan Sik Hong

Non-executive Directors:

Mr. Eric Norman Kronfeld

Mr. Takashi Araki

Mr. Phoon Chiong Kit

Independent non-executive Directors:

Mr. George Huang Shao-Hua

Prince Chatrichalerm Yukol