



Golden Harvest

## GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1132)

### Form of proxy for use at the Annual General Meeting to be held on 20 November 2008 (or any adjournment thereof)

I/We, (Note 1) \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares (Note 2) of HK\$1.00 each in the capital of the Company (the "Share(s)"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or (Note 3) \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the Annual General Meeting (or any adjournment thereof) 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., for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (and any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below (Note 4).

RESOLUTIONS		FOR	AGAINST
1.	To adopt the audited consolidated financial statements and the reports of the directors of the Company (the "Director(s)") and of the auditors of the Company for the year ended 30 June 2008.		
2.	(a) To re-elect Directors:		
	(i) Fiona Chow Sau Fong		
	(ii) Winnie Chan Suet Yin		
	(iii) Wang Wei		
	(iv) Eric Norman Kronfeld		
	(v) Shen De Min		
	(vi) Leung Man Kit		
	(vii) George Huang Shao-Hua		
	(b) To authorise the Board to fix the Directors' remuneration.		
	(c) To set a maximum number of Directors at 20.		
	(d) To authorise the Board to appoint additional Directors up to the maximum number set under (c).		
3.	To re-appoint Messrs. KPMG as auditors of the Company and to authorise the Directors to fix their remuneration.		
4.	To give a general mandate to the Directors to repurchase Shares not exceeding 10% of the total nominal amount of the existing issued share capital of the Company.		
5.	To give a general mandate to the Directors to issue, allot and dispose of additional Shares not exceeding 20% of the total nominal amount of the existing issued share capital of the Company.		
6.	To extend the general mandate granted to the Directors to issue Shares by the number of Shares repurchased.		
7.	To approve the refreshment of the maximum number of Shares that may be issued upon exercise of all share options to be granted under the share option scheme adopted by the Company on 28 November 2001 and any other share option schemes of the Company which shall not exceed 10% of the Shares in issue.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008

Signed (Note 5) \_\_\_\_\_

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- If any proxy other than the Chairman 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 INITIALLED BY THE SHAREHOLDER WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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.
- 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 registers of members.
- To be valid, this 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 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.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- 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.