



Golden Harvest

**ORANGE SKY GOLDEN HARVEST ENTERTAINMENT (HOLDINGS) LIMITED**

**橙天嘉禾娛樂（集團）有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 1132)**

**Procedures for a shareholder of the Company to propose a person for election as a director of the Company**

The following procedures (“Procedures”) aim at setting forth the steps to be taken, requisite documents to be lodged and the time frame for lodging such requisite documents by a shareholder of the Company (“Shareholder”) who proposes a person for election as a director of the Company (“Director”) at the general meeting of the Company (“General Meeting”).

For the purpose of these Procedures, a Shareholder shall mean a duly registered holder from time to time of the shares in the capital of the Company (“Shares”) and all calls or other sums presently payable by him/her in respect of the Shares having been paid or credited as fully paid so that the Shareholder is duly qualified to attend and vote at the General Meeting.

These Procedures are formulated in accordance with the applicable provisions of the Bye-laws of the Company (“Bye-laws”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Listing Rules”), Companies Act 1981 of Bermuda (“Act”) and Companies Ordinance (Chapter 32, laws of the Hong Kong Special Administrative Region of the People’s Republic of China (“Hong Kong”)) (“Ordinance”) and shall be subject to any amendments or changes to the Bye-laws, the Listing Rules, the Act, the Ordinance and/or any other applicable laws, legislations, statutes, rules and regulations that may be made from time to time.

Only a Shareholder who is duly qualified to attend and vote at the General Meeting shall be entitled to propose a person for election as a Director at the General Meeting appointed for such election.

Procedures:

1. A Shareholder (other than the person to be proposed) shall sign a written notice (“Notice”) of his/her intention to propose a person for election as a Director at the General Meeting appointed for election of Directors and the Notice shall contain,

amongst the other things, the full name of such person and his/her biographical details as required by the Listing Rules.

2. The person to be proposed for election as a Director shall sign a Notice of his/her willingness to be elected as a Director.
3. The Notices referred to in paragraphs 1 and 2 above shall be lodged within the period of time stated in paragraph 4 below at the registered office of the Company in Hong Kong at:

16/F, The Peninsula Office Tower,  
18 Middle Road, Tsim Sha Tsui,  
Kowloon, Hong Kong

For the attention of the company secretary of the Company.

4. The minimum period for lodgment of the Notices referred to in paragraphs 1 and 2 above shall be at least seven (7) days which will commence on the date after dispatch of the notice of the General Meeting appointed for such election (inclusive of such day) and end no later than seven (7) days prior to the date of such General Meeting (inclusive of such day).

Upon receipt of the Notices referred to in paragraphs 1 and 2 above by the Company, the Company will include particulars of the person proposed for election as a Director in the announcement or supplementary circular of the Company in accordance with the applicable requirements under the Listing Rules.

The Company shall consider whether or not it is necessary to adjourn such General Meeting for at least ten (10) business days in order to allow the Shareholders to consider the relevant information disclosed in the announcement or supplementary circular.

This Procedure is written in both English and Chinese. Should there be any conflicts or inconsistency between the English and Chinese version, the English version shall prevail.

*\*For identification purpose only*