

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 shares in Orange Sky Golden Harvest Entertainment (Holdings) Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

This circular should be read in conjunction with the annual report of the Company for the year ended 31 December 2014.

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**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)

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Board Room, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 5 June 2015 at 11:00 a.m. or any adjournment thereof is set out on pages 15 to 18 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.osgh.com.hk>).

Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

* For identification purposes only

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Board Room, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 5 June 2015 at 11:00 a.m., notice of which is set out on pages 15 to 18 of this circular;
“associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company;
“Company”	Orange Sky Golden Harvest Entertainment (Holdings) Limited, a company incorporated in Bermuda with limited liability, and the shares of which are listed on the main board of the Stock Exchange;
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate;
“Latest Practicable Date”	23 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of fully paid up Shares of up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;
“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Chairman and Executive Director:

Mr. Wu Kebo

Executive Directors:

Mr. Mao Yimin

Mr. Li Pei Sen

Ms. Wu Keyan

Independent non-executive Directors:

Mr. Leung Man Kit

Mr. Huang Shao-Hua George

Ms. Wong Sze Wing

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal place of business:

24th Floor

AXA Centre

151 Gloucester Road

Wan Chai

Hong Kong

28 April 2015

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting regarding (i) the approval for granting the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate; and (ii) the proposed re-election of the retiring Directors.

* For identification purposes only

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 27 June 2014, the Shareholders passed ordinary resolutions granting the Directors general mandates to allot and issue new Shares and to repurchase Shares. Such mandates will expire and lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew the Issue Mandate and Repurchase Mandate at the Annual General Meeting.

Issue Mandate

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Issue Mandate which will enable the Directors to exercise the power of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing such resolution. In addition, an ordinary resolution will also be proposed to the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 2,742,519,248 Shares. Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date to the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 548,503,849 Shares.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in ordinary resolutions nos. 4 and 6 in the notice of the Annual General Meeting set out on pages 16 and 17 of this circular.

Repurchase Mandate

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Repurchase Mandate which will enable the Directors to exercise the power of the Company to repurchase Shares up to 10% of the issued and fully paid up share capital of the Company as at the date of passing of such resolution. The Company's authority is restricted to repurchase Shares in the market in accordance with the Listing Rules.

Assuming that there is no change in the issued and fully paid up share capital of the Company between the period from the Latest Practicable Date to the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 274,251,924 Shares.

Pursuant to the Listing Rules, an explanatory statement containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in Appendix I hereto.

LETTER FROM THE BOARD

Details of the Repurchase Mandate are set out in ordinary resolution no. 5 in the notice of the Annual General Meeting set out on page 17 of this circular.

Both the Issue Mandate and the Repurchase Mandate will expire upon the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the revocation or variation of such authority by an ordinary resolution of the Shareholders in a general meeting.

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. Wu Kebo, Mr. Mao Yimin and Mr. Leung Man Kit shall retire from office at the Annual General Meeting and being eligible, would offer himself for re-election.

Details of the retiring Directors proposed for re-election at the Annual General Meeting are set out in Appendix II of this circular.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Board Room, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 5 June 2015 at 11:00 a.m. or any adjournment thereof is set out on pages 15 to 18 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the proposed re-election of the retiring Directors.

In accordance with Rule 13.39(4) of the Listing Rules and Bye-law 67 of the Bye-Laws, all votes of the shareholders of the Company to be taken at the Annual General Meeting must be taken by poll. The chairman of the Annual General Meeting shall therefore demand voting on all resolutions set out in the notice of Annual General Meeting be taken by way of poll and an announcement of the results of the poll will be published in accordance with the requirements of the Listing Rules.

A proxy form for use at the Annual General Meeting is enclosed herein. Whether or not you intend to attend and vote at the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposals for granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are all in the best interests of the Company and the Shareholders as a whole and accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

GENERAL INFORMATION

Your attention is also drawn to the information as set out in the Appendices to this circular.

Yours faithfully,
For and on behalf of the Board
**Orange Sky Golden Harvest
Entertainment (Holdings) Limited**
Wu Kebo
Chairman and Executive Director

This Appendix serves as an explanatory statement required by the Listing Rules to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

LISTING RULES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their own shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' approval

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval.

(b) Source of funds

Repurchases of shares must be made out of funds legally available for such purpose in accordance with the company's constitutive documents and the laws of the jurisdiction in which the company is incorporated or established.

SHARE CAPITAL

As at the Latest Practicable Date, (i) the issued share capital of the Company was HK\$274,251,925 comprising 2,742,519,248 Shares.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued, allotted or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would enable the Company to repurchase up to 274,251,924 Shares during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; or (ii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the best interests of the Company and the Shareholders to continue to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

It is envisaged that any repurchase of Shares will be financed out of funds which are legally available for such purpose in accordance with the memorandum of association and Bye-Laws, the Listing Rules and the applicable laws of Bermuda.

The Directors are not aware of any material adverse impact on the working capital or gearing level of the Company as compared with the position disclosed in its most recent published audited accounts as at 31 December 2014 in the event that the Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing level of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2014		
April	0.560	0.485
May	0.510	0.435
June	0.630	0.490
July	0.640	0.540
August	0.550	0.470
September	0.650	0.460
October	0.610	0.540
November	0.690	0.500
December	0.580	0.470
2015		
January	0.530	0.470
February	0.510	0.395
March	0.490	0.415
April (up to the Latest Practicable Date)	0.790	0.430

DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, none of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates have any present intention to sell any Shares to the Company or its subsidiaries (as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no connected person has notified the Company that he/she has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the memorandum of association and Bye-Laws of the Company, the Listing Rules and the applicable laws of Bermuda.

EFFECT OF THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If, as a result of a repurchase of Shares, 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 purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Wu Kebo ("Mr. Wu"), the chairman of the Company and an executive Director, was interested in 1,808,439,068 Shares (representing approximately 65.94% of the existing issued share capital of the Company). Of 1,723,894,068 Shares in which he was interested, (i) 439,791,463 Shares (representing approximately 16.04% of the existing issued share capital of the Company) were held by Skyera International Limited ("Skyera") (a company wholly-owned by Mr. Wu); (ii) 408,715,990 Shares (representing approximately 14.90% of the existing issued share capital of the Company) were held by Mainway Enterprises Limited ("Mainway") (a company wholly-owned by Mr. Wu); (iii) 129,666,667 Shares (representing approximately 4.73% of the existing share capital of the Company) were held by Noble Biz International Limited ("Noble Biz") (a company wholly-owned by Mr. Wu); (iv) 565,719,948 Shares (representing approximately 20.63% of the existing issued share capital of the Company) were held by Orange Sky Entertainment Group (International) Holding Company Limited ("OSEG") (a company which was 80% owned by Mr. Wu); and (v) 180,000,000 Shares (representing approximately 6.56% of the existing issued share capital of the Company) were held by Cyber International Limited ("Cyber") (a company owned by an associate of Mr. Wu). In addition, as at the Latest Practicable Date, Mr. Wu was interested in 84,545,000 Shares which were directly held in his own name.

On the basis that no further Shares are issued between the Latest Practicable Date and the date of a repurchase under the Repurchase Mandate and no further Shares are repurchased prior to the Annual General Meeting, in the event that the Directors exercise in full the Repurchase Mandate, the voting rights of Mr. Wu would be increased to approximately 73.27% of the issued share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate.

Assuming that no further issue of Shares between the Latest Practicable Date and the date of a repurchase, the exercise of the Repurchase Mandate in whole or in part will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent that may result in the number of Shares in the hands of the public falling below such prescribed minimum percentage.

SHARE REPURCHASES BY THE COMPANY

The Company did not purchase its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars of the Directors who will retire and, being eligible, would offer themselves for re-election at the Annual General Meeting pursuant to the Bye-Laws and the Listing Rules:

Mr. Wu Kebo

Mr. Wu, aged 51, is the chairman, executive Director and a member of the remuneration committee and the chairman of nomination committee of the Company and a director of certain subsidiaries of the Company. He is also currently a director of OSEG and its subsidiaries. OSEG, a company incorporated in the British Virgin Islands with limited liability and being a substantial shareholder of the Company, was founded by Mr. Wu in 2004 and is principally engaged in music and musical production, artist management and advertising business in the People's Republic of China (the "PRC"). With regard to film, Mr. Wu acted respectively as executive producer of the two Chinese films *Red Cliff* and *The Warlords*, as well as producer of other Chinese titles including *Call for Love*, *I am Liu Yuejin* and *Dangerous Games*. In addition, Mr. Wu has been involved in high technology and telecommunications businesses since the 1990s. Mr. Wu graduated with a bachelor's degree in business administration from the SOKA University Japan in 1992. Mr. Wu joined the Company in October 2007 and is the brother of Ms. Wu Keyan, an executive Director.

Mr. Wu has entered into a service contract with the Company, for a term of 3 years, with effect from 22 September 2012 under which Mr. Wu will receive housing benefit of around HK\$1 million on an annual basis, discretionary bonus and share options. The discretionary bonus will be determined at the Company's discretion by reference to his individual performance and the Company's performance and subject to the approval by the Board. The Company may also grant share options from time to time to Mr. Wu as an incentive for his services during the term, provided that the maximum total number of share options granted to Mr. Wu shall not be more than 4% of the entire issued share capital of the Company during the period of term, subject to the Board's and/or independent Shareholders' approval under the share option scheme of the Company and/or the Listing Rules. Mr. Wu is not entitled to any director fee under his service contract. The emolument of Mr. Wu is determined by reference to industry norm and market conditions and with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Wu was interested in 1,808,439,068 Shares (representing approximately 65.94% of the existing issued share capital of the Company). Of 1,723,894,068 Shares in which he was interested, (i) 439,791,463 Shares (representing approximately 16.04% of the existing issued share capital of the Company) were held by Skyera (a company wholly-owned by Mr. Wu and in which he was a director); (ii) 408,715,990 Shares (representing approximately 14.90% of the existing issued share capital of the Company) were held by Mainway (a company wholly-owned by Mr. Wu and in which he was a director); (iii) 129,666,667 Shares (representing approximately 4.73% of the existing issued share capital of the Company) were held by Noble Biz (a company wholly-owned by Mr. Wu and in which he was a director), (iv) 565,719,948 Shares (representing approximately 20.63% of the existing issued share capital of the Company) were held by OSEG (a company 80% owned by Mr. Wu and in which he was a

director); and (v) 180,000,000 Shares (representing approximately 6.56% of the existing issued share capital of the Company) were held by Cyber (a company owned by an associate of Mr. Wu). In addition, as at the Latest Practicable Date, Mr. Wu was interested in 84,545,000 Shares which were directly held in his own name.

Save as disclosed herein, as at the Latest Practicable Date (a) Mr. Wu had not held 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. Wu did not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders; and (c) there were no other matters concerning Mr. Wu that needed 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) to (v) of the Listing Rules. As at the Latest Practicable Date, save as disclosed herein, Mr. Wu did not have any other interests in the Shares within the meaning of Part XV of the SFO.

Mr. Mao Yimin

Mr. Mao Yimin (“Mr. Mao”), aged 37, is an executive Director. Mr. Mao has been employed by the Company as the chief financial officer of the Company (“CFO”) since 17 June 2013 and has been appointed as the chief executive officer of the Company (“CEO”) since 1 August 2011. Mr. Mao held the office of the CFO during the period from 6 May 2011 to 1 January 2012. He is also a director of certain subsidiaries of the Company. Before joining the Company, Mr. Mao was a senior manager at KPMG Advisory (China) Limited (“KPMG”), who specialised in transaction services and risk management. Mr. Mao has extensive investment advisory and industry-related experience, particularly in manufacturing, retail, media and real estate. Prior to joining KPMG, Mr. Mao served for large Australian Securities Exchange listed companies, where he had built up strong statutory reporting, financial analysis, risk control and merger and acquisition experience. Mr. Mao graduated from the University of New South Wales in Australia with a master’s degree in commerce in 2003 and he is also a member of the Australian Society of Certified Practising Accountants.

Mr. Mao has entered into a service agreement with the Company for a term of 3 years from 6 May 2014, under which Mr. Mao is entitled to receive an annual salary of RMB1,266,720 together with discretionary bonus and share options. The discretionary bonus and share options will be determined at the Company’s discretion by reference to his individual performance, the Company’s performance and the Company’s remuneration policy and subject to the approval by the Board. Mr. Mao has also entered into a service agreement with a subsidiary of the Company which may be terminated by either side, on 3 months’ notice. Pursuant to his service contract with the Company’s subsidiary, he is currently entitled to an annual salary package of approximately RMB280,000 together with a monthly housing allowance of RMB20,000. The emolument of Mr. Mao is determined by reference to industry norm and market conditions and with reference to his duties and responsibilities with the Company. For the financial year ended 31 December 2014, Mr. Mao was paid approximately HK\$2,989,000 as salary, bonus and allowances in total.

Save as disclosed herein, as at the date of Latest Practicable Date, (a) Mr. Mao had not held 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 Company of the Group; (b) Mr. Mao did not have any relationship with any Directors, senior management or substantial or controlling Shareholders; and (c) there were no other matters concerning Mr. Mao that needed 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) to (v) of the Listing Rules. As at the Latest Practicable Date, Mr. Mao did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Leung Man Kit

Mr. Leung Man Kit (“Mr. Leung”), aged 61, has been an independent non-executive Director, and a member of the remuneration committee and the chairman of the audit committee of the Company since February 2008, and has been a member of the nomination committee of the Company since March 2012. Mr. Leung obtained a bachelor’s degree in social science from the University of Hong Kong in 1977 and has over 30 years of experience in project finance and corporate finance. He has 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. Mr. Leung was a director of Emerging Markets Partnership (Hong Kong) Limited, which was the principal adviser to the AIG Infrastructure Fund L.P. He is an independent non-executive director of NetEase, Inc., a NASDAQ listed company. He is also an independent non-executive director of China Ting Group Holdings Limited, China Huiyuan Juice Group Limited, Optics Valley Union Holding Company Limited and Luye Pharma Group Limited; and an executive director of Chanceton Financial Group Limited, all of which are companies listed on the Stock Exchange. Mr. Leung is also the chairman of the audit committee, compensation committee and nominating committee of NetEase, Inc., a member of the audit committee and the chairman of the nomination committee of China Ting Group Holdings Limited, and the chairman of the financial management and audit committee and a member of the remuneration and nomination committee of China Huiyuan Juice Group Limited, the chairman of the audit committee and a member of the remuneration committee of Optics Valley Union Holding Company Limited, and the chairman of the audit committee of Luye Pharma Group Limited. Mr. Leung was an independent non-executive director of Junefield Department Store Group Limited, a company listed on the Stock Exchange, from December 2002 to May 2013.

Mr. Leung has entered into a letter of appointment with the Company commencing from 26 April 2010 for his appointment as an independent non-executive Director. He will not have a fixed term of service but will be subject to retirement by rotation and re-election at least once every three years at the annual general meetings of the Company in accordance with the provisions of the Bye-Laws. Mr. Leung is entitled to a director’s fee in the amount of HK\$300,000 on an annual basis plus a fee of HK\$10,000 per regular board meeting attended, which are determined by reference to his duties as an independent non-executive Director, the chairman of the audit committee, and a member of the remuneration committee and the nomination committee of the Company.

As at the Latest Practicable Date, Mr. Leung was interested in 200,000 Shares.

Save as disclosed herein, as at the Latest Practicable Date, (a) Mr. Leung had not held 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 of the Company or substantial or controlling Shareholders; and (c) there were no other matters concerning Mr. Leung that needed 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) to (v) of the Listing Rules. As at the Latest Practicable Date, save as disclosed herein, Mr. Leung did not have any other interest in the Shares within the meaning of Part XV of the SFO.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that the annual general meeting of Orange Sky Golden Harvest Entertainment (Holdings) Limited (the “**Company**”) will be held at Board Room, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 5 June 2015 at 11:00 a.m. for the following purposes:

As Ordinary Business

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and auditors of the Company for the year ended 31 December 2014.
2. To pass each of the following resolutions as an ordinary resolution of the Company:
“THAT:
 - (a) To re-elect Mr. Wu Kebo as an executive Director;
 - (b) To re-elect Mr. Mao Yimin as an executive Director;
 - (c) To re-elect Mr. Leung Man Kit as an independent non-executive Director; and
 - (d) To authorise the board of Directors to fix Directors’ remuneration.”
3. To re-appoint Messrs. KPMG as auditors of the Company and to authorise the board of Directors to fix their remuneration.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

As Special Business

4. To consider and, if thought fit, pass the following resolution (with or without amendments) as an ordinary resolution of the Company:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be issued, allotted or dealt with 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 the shareholders of the Company (the “**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; or (v) a specific authority granted by the Shareholders in general meeting, the total nominal amount of additional shares issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with (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:
- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders in general meeting,

whichever occurs first.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass the following resolution (with or without amendments) as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraphs (b) and (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognized by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange or other applicable rules and regulations as amended from time to time, be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall, in addition to any other authorization given to the Directors, authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its own shares at a price to be determined by the Directors;
 - (c) the aggregate nominal amount of the shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company during the Relevant Period pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue and fully paid-up as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
 - (d) for the purposes 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; or
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”
6. To consider and, if thought fit, pass the following resolution (with or without amendments) as an ordinary resolution of the Company:

“THAT conditional upon the passing of resolutions nos. 4 and 5 as set out in the notice convening the meeting of which this resolution forms part, the general mandate granted to the Directors and for the time being in force to exercise the power of the Company to allot, issue or otherwise deal with additional shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the said resolution no. 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to the said

NOTICE OF ANNUAL GENERAL MEETING

resolution no. 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said resolution no. 5.”

By Order of the Board
**Orange Sky Golden Harvest
Entertainment (Holdings) Limited**
Wu Kebo
Chairman and Executive Director

Hong Kong, 28 April 2015

*Principal place of
business in Hong Kong:*
24th Floor
AXA Centre
151 Gloucester Road
Wan Chai
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Notes:

- (1) Any member entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent the appointing member.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
- (3) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (4) Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the joint holding.
- (6) An explanatory statement regarding the general mandate for the repurchase of the shares of the Company sought in resolution no. 5 is set out in Appendix I to the circular of the Company dated 28 April 2015 of which this notice forms part.