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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of Orange Sky Golden Harvest Entertainment (Holdings) Limited (the “**Company**”) will be held at Board Room, 16th Floor, The Peninsula Office Tower, 18 Middle Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 11 November 2009 at 10:00 a.m. for the following purposes of considering and if thought fit, passing with or without amendments, the following ordinary resolutions and special resolution by way of poll:–

- A. To consider and, if thought fit, passing with or without amendments, the following ordinary resolutions by way of poll:–

ORDINARY RESOLUTIONS

1. “**THAT** the grant of an option pursuant to the share option scheme of the Company adopted on 28 November 2001 (the “**2001 Share Option Scheme**”) which will entitle Mr. Wu Kebo (“**Mr. KB Wu**”) to subscribe for 6,000,000 shares of the Company of HK\$1.00 each (the “**Director Option**”) (the principal terms and conditions of which are set out in the circular of the Company dated 15 October 2009, a copy of which is produced to the meeting and marked “A” and initialled by the Chairman of the meeting for identification purpose) be and is hereby approved and that the directors of the Company be and are hereby authorized to do all such acts, execute all such documents and deeds as they in their absolute discretion consider necessary, desirable or expedient to give effect to the foregoing.”

* *For identification purposes only*

2. “**THAT** the grant of an option pursuant to the 2001 Share Option Scheme which will entitle Mr. Wu King Shiu Kelvin (“**Mr. Kelvin Wu**”) to subscribe for 2,100,000 shares of the Company of HK\$1.00 each (the “**CEO Option**”) (the principal terms and conditions of which are set out in the circular of the Company dated 15 October 2009, a copy of which is produced to the meeting and marked “A” and initialled by the Chairman of the meeting for identification purpose) be and is hereby approved and that the directors of the Company be and are hereby authorized to do all such acts, execute all such documents and deeds as they in their absolute discretion consider necessary, desirable or expedient to give effect to the foregoing.”
3. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the shares in the capital of the Company (each a “**Share**”) which may fall to be issued by the Company pursuant to a new share option scheme of the Company (a copy of which is produced to the meeting and marked “B” and initialled by the Chairman of the meeting for identification purpose) (the “**New Share Option Scheme**”), the New Share Option Scheme be and is hereby approved and adopted by the Company and with effect from the date of the New Share Option Scheme becoming unconditional, the 2001 Share Option Scheme be terminated and the directors of the Company be and are hereby authorised to allot and issue Shares pursuant to the exercise of any options which may fall to be granted under the New Share Option Scheme and to take such steps and do all such acts, execute all such documents and deeds as they in their absolute discretion consider necessary, desirable or expedient to give effect to the New Share Option Scheme.”
4. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the Subdivided Shares (as defined hereinafter) in issue and the Subdivided Shares to be issued pursuant to the exercise of options granted or to be granted under the 2001 Share Option Scheme and the New Share Option Scheme, each of the issued and unissued shares of HK\$1.00 each in the share capital of the Company be and are hereby subdivided (“**Share Subdivision**”) into ten shares of HK\$0.10 each (the “**Subdivided Shares**”) and the directors of the Company be and are hereby authorized to issue new share certificates in respect of the Subdivided Shares to holders of the shares of the Company and to do all things and execute all documents as they shall in their absolute discretion deem necessary or expedient in connection with or incidental to the Share Subdivision.”
5. “**THAT** Mr. Li Pei Sen be and is hereby re-elected as a non-executive director of the Company.”
6. “**THAT** Mr. Masahito Tachikawa be and is hereby re-elected as an independent non-executive director of the Company.”

- B. To consider and, if thought fit, passing with or without amendments, the following special resolution by way of poll:–

SPECIAL RESOLUTION

“**THAT** the Bye-laws of the Company be amended in the following manner:–

(a) Bye-law 1

- (i) By inserting the definition of “business day” immediately after the definition of “Board” or “Directors” as follows:–

“business day” any day on which The Stock Exchange of Hong Kong Limited is open for business of dealing in securities. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.

- (ii) By deleting the existing definition of “Company” in its entirety and substituting therefor the following:–

“Company” Orange Sky Golden Harvest Entertainment (Holdings) Limited.

(b) Bye-law 2

- (i) By deleting the existing Bye-law 2.(h) in its entirety and substituting therefor the following:–

(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with these Bye-laws;

- (ii) By deleting the existing Bye-law 2.(i) in its entirety and substituting therefor the following:–

(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with these Bye-laws;

(c) Bye-law 10

- (i) By inserting the word “and” immediately after the existing Bye-law 10.(a);
- (ii) By deleting “on a poll” and “; and” of the existing Bye-law 10.(b); and
- (iii) By deleting the existing Bye-law 10.(c) in its entirety.

(d) Bye-law 59.(1)

By deleting the existing Bye-law 59.(1) in its entirety and substituting therefor the following:–

59.(1) An annual general meeting shall be called by not less than twenty-one (21) clear days’ Notice or twenty (20) clear business days’ Notice (whichever is longer). Any general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days’ Notice or ten (10) clear business days’ Notice (whichever is longer). All other special general meetings may be called by not less than fourteen (14) clear days’ Notice or ten (10) clear business days’ Notice (whichever is longer) but a general meeting may be called by shorter notice, if permitted by the rules of the Designated Stock Exchange and it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in the number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.

(e) Bye-law 66

By deleting the existing Bye-law 66 in its entirety and substituting therefor the following:–

66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting every Member present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy is under no obligation to cast all his votes in the same way.

(f) Bye-law 66A

By deleting the existing Bye-law 66A in its entirety.

(g) Bye-law 67

By deleting Bye-law 67 in its entirety and substituting therefor the following:–

67. At any general meeting, a resolution put to the vote at the meeting shall be decided on a poll.

(h) Bye-law 68

By deleting the existing Bye-law 68 in its entirety and substituting therefor the following:–

68. The result of the poll shall be deemed to be the resolution of the meeting. The chairman of the meeting shall announce the results of the poll in accordance with the requirements of the Designated Stock Exchange.

(i) Bye-law 69

By deleting the existing Bye-law 69 in its entirety and substituting therefor the following:–

69. A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman directs.

(j) Bye-law 70

By deleting the existing Bye-law 70 in its entirety and substituting therefore the following:–

70. Any question of adjournment shall be decided at the meeting and without adjournment.

(k) Bye-law 71

By deleting “On a poll” of the existing Bye-law 71.

(l) Bye-law 72

By deleting “on a poll” of the existing Bye-law 72.

(m) Bye-law 73

By deleting “, whether on a show of hands or on a poll” on the first line of the existing Bye-law 73.

(n) Bye-law 75.(1)

By deleting “, whether on a show of hands or on a poll,” from the end of the third line, “on a poll” on the sixth line and “or poll” on the last line of the existing Bye-law 75.(1).

(o) Bye-law 78

By deleting “including the right to vote individually on a show of hands” on the last line of the existing Bye-law 78.

(p) Bye law 80

By deleting “or on a poll demanded at a meeting or an adjourned meeting” on the 12th line of the existing Bye-law 80.

(q) Bye-law 81

By deleting “to demand or join in demanding a poll and” on the fourth line of the existing Bye-law 81.

(r) Bye-law 84.(2)

By deleting “including the right to vote individually on a show of hands” on the last line of the existing Bye-law 84(2).

(s) Bye-law 86.(4)

By deleting the existing Bye-law 86.(4) in its entirety and substituting therefor the following:–

86.(4) Subject to any provision to the contrary in these Bye-laws the Members may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal.

(t) Bye-law 160

(i) By deleting “Any” at the beginning of the existing Bye-law 160 and substituting therefor “Except as otherwise provided in these Bye-laws, any”; and

(ii) By inserting “Notwithstanding the foregoing, the Company may deem consent on the part of a Member to a corporate communication being made available to him on the Company’s website if such deemed consent is permitted by the rules of the Designated Stock Exchange and the Company complies with any procedure that may be required by Designated Stock Exchange.” at the end of the existing Bye-law 160.

(u) Bye-law 161(b)

By inserting “or such later time as may be prescribed by the rules of the Designated Stock Exchange or any applicable laws or regulations” at the end of the existing Bye-law 161(b) after “on which a notice of availability is deemed served on the Member”.

By order of the Board
**Orange Sky Golden Harvest
Entertainment (Holdings) Limited**
Wu Kebo
Chairman

Hong Kong, 15 October 2009

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 Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, 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 share.
6. A form of proxy for the use at the special general meeting is enclosed herewith.

List of all directors of the Company as of the time issuing this announcement:

Chairman and Executive Director:

Mr. Wu Kebo

Executive Directors:

Ms. Winnie Chan Suet Yin

Ms. Fiona Chow Sau Fong

Ms. Wu Keyan

(alternate to Mr. Wu Kebo)

Non-executive Director:

Mr. Li Pei Sen

Independent Non-executive Directors:

Mr. Leung Man Kit

Mr. George Huang Shao-Hua

Mr. Masahito Tachikawa