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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)

PROPOSED AMENDMENTS TO BYE-LAWS

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The Board proposed to amend the Bye-laws in response to the recent amendments to the Listing Rules and to bring the Bye-laws up to date. The principal effects of the amendments include, inter alia, the following:–

- (a) the Company will be allowed to use the Company's website and other electronic means to send or make available notices or documents to the Shareholders, subject to the compliance with the Listing Rules and applicable laws by the Company;
- (b) notice to the Shareholders shall be sent in the case of annual general meetings at least 20 clear business days before the meeting and at least 10 clear business days in the case of all other general meetings;
- (c) all resolutions at general meetings of the Company shall be decided by poll; and
- (d) a Director may be removed by ordinary resolution at any general meeting of the Company.

The proposed amendments to the Bye-laws will be subject to the approval of the Shareholders by way of passing a special resolution to be proposed at the SGM.

A circular containing, among other things, details of the proposed amendments to the Bye-laws, together with a notice of SGM, will be dispatched to the Shareholders as soon as practicable.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the meanings set opposite to them below:

“Board” or “Director(s)”	the board of directors of the Company;
“Bye-laws”	the bye-laws of the Company;
“Company”	Orange Sky Golden Harvest Entertainment (Holdings) Limited (橙天嘉禾娛樂(集團)有限公司*), a company incorporated in Bermuda whose shares are listed on the main board of the Stock Exchange;
“Group”	the Company and its subsidiaries;
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“SGM”	a special general meeting of the Company to be convened for approving, inter alia, the proposed amendments to the Bye-laws;
“Shareholder(s)”	shareholder(s) of the Company; and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

* For identification purposes only

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

Hong Kong, 14 October, 2009

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

Chairman and Executive Director:

Mr. Wu Kebo

Non-executive Director:

Mr. Li Pei Sen

Executive Directors:

Ms. Winnie Chan Suet Yin

Ms. Fiona Chow Sau Fong

Ms. Wu Keyan

(alternate to Mr. Wu Kebo)

Independent Non-executive Directors:

Mr. Leung Man Kit

Mr. George Huang Shao-Hua

Mr. Masahito Tachikawa