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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) POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 11 NOVEMBER 2009**

(2) ADJUSTMENTS TO THE SHARE OPTIONS

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the ordinary resolutions and the special resolution as set out in the notice of the SGM dated 15 October 2009 have been duly passed at the SGM by way of poll.

As all the conditions of the Share Subdivision have been fulfilled, the Share Subdivision will become effective on 12 November 2009. Dealings in the Subdivided Shares will commence at 9:30 a.m. on 12 November 2009.

ADJUSTMENTS TO THE SHARE OPTIONS

Upon and subject to the Share Subdivision becoming effective, pursuant to the terms of the 2001 Share Option Scheme, the exercise price and the number of Subdivided Shares which may fall to be issued upon exercise of the outstanding options granted under the 2001 Share Option Scheme (including the Director Option and the CEO Option) will be adjusted.

Reference is made to the circular (the “**Circular**”) of Orange Sky Golden Harvest Entertainment (Holdings) Limited (the “**Company**”) and the notice of the special general meeting of the Company (the “**Notice**”) both dated 15 October 2009. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular.

* For identification purposes only

POLL RESULTS OF THE SGM

The Board is pleased to announce that all the ordinary resolutions and the special resolution as set out in the Notice (collectively, the “**Resolutions**”) have been duly passed at the SGM by way of poll.

As at the date of the SGM, a total of 183,273,990 Existing Shares were in issue. In relation to Ordinary Resolution No.1 as set out in the Notice (“**Ordinary Resolution No.1**”), Mr. KB Wu’s associates, namely, OS Entertainment, Skyera, Mainway and Cyber, which held 40,553,060 Existing Shares representing approximately 22.13%, 37,798,813 Existing Shares representing approximately 20.62%, 40,871,599 Existing Shares representing approximately 22.30% and 18,000,000 Existing Shares representing approximately 9.82% of the issued share capital of the Company respectively as at the date of the SGM, were required to abstain and have abstained from voting on Ordinary Resolution No.1 pursuant to the rules of the 2001 Share Option Scheme and the Listing Rules. Accordingly, there were a total of 46,050,518 Existing Shares (representing approximately 25.13% of the issued share capital of the Company as at the date of the SGM) entitling the holders to attend and vote for or against Ordinary Resolution No.1. Holders of 9,110,200 Existing Shares out of such 46,050,518 Existing Shares were present at the SGM, in person or by proxy or by corporate representative, to vote in respect of Ordinary Resolution No.1.

In relation to Ordinary Resolution No.2 as set out in the Notice, pursuant to the rules of the 2001 Share Option Scheme and the Listing Rules, Mr. Kelvin Wu and his associates were required to abstain from voting thereon at the SGM. Neither Mr. Kelvin Wu nor any of his associates held any Existing Shares nor controlled or were entitled to exercise control over the voting right in respect of any Existing Shares as at the date of the SGM.

Accordingly, there were a total of 183,273,990 Existing Shares (representing the entire issued share capital of the Company as at the date of the SGM) entitling the holders to attend and vote for or against the Resolutions (other than Ordinary Resolution No.1). Holders of 146,333,672 Existing Shares out of such 183,273,990 Existing Shares were present at the SGM, in person or by proxy or by corporate representative, to vote in respect of the Resolutions (other than Ordinary Resolution No.1).

There were no Existing Shares entitling the Shareholders to attend and vote only against the Resolutions.

The voting results of the poll taken at the SGM in respect of the Resolutions are as follows:–

	Resolutions ^{Note}	Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
1.	To approve Ordinary Resolution No.1 as set out in the Notice (in relation to the grant of the Director Option)	9,110,200 (100%)	0 (0%)
2.	To approve Ordinary Resolution No.2 as set out in the Notice (in relation to the grant of the CEO Option)	146,333,672 (100%)	0 (0%)
3.	To approve Ordinary Resolution No.3 as set out in the Notice (in relation to the approval and adoption of the New Share Option Scheme and the termination of the 2001 Share Option Scheme)	146,333,672 (100%)	0 (0%)
4.	To approve Ordinary Resolution No.4 as set out in the Notice (in relation to the Share Subdivision)	146,333,672 (100%)	0 (0%)
5.	To approve Ordinary Resolution No.5 as set out in the Notice (in relation to the re-election of Mr. Li Pei Sen as non-executive director of the Company)	146,333,672 (100%)	0 (0%)
6.	To approve Ordinary Resolution No.6 as set out in the Notice (in relation to the re-election of Mr. Masahito Tachikawa as independent non-executive director of the Company)	146,333,672 (100%)	0 (0%)
7.	To approve the Special Resolution as set out in the Notice (in relation to the amendments to the bye-laws of the Company)	146,333,672 (100%)	0 (0%)

Note: The full text of the Resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of the Ordinary Resolutions as set out in the Notice, each of the Ordinary Resolutions was duly passed as an ordinary resolution of the Company. As more than 75% of the votes were cast in favour of the Special Resolution as set out in the Notice, the Special Resolution was duly passed as a special resolution of the Company. Tricor Tengis Limited, the Company's branch share registrar in Hong Kong, acted as scrutineers for the vote-taking at the SGM.

As all the conditions of the Share Subdivision have been fulfilled, the Share Subdivision will become effective on 12 November 2009. Dealings in the Subdivided Shares will commence at 9:30 a.m. on 12 November 2009.

ADJUSTMENTS TO THE SHARE OPTIONS

Upon and subject to the Share Subdivision becoming effective, pursuant to the terms of the 2001 Share Option Scheme, the exercise price and the number of Subdivided Shares which may fall to be issued upon exercise of the outstanding options granted under the 2001 Share Option Scheme (including the Director Option and the CEO Option) will be adjusted as follows:–

Date of grant	Prior to Share Subdivision		Upon the Share Subdivision becoming effective	
	Exercise price per Existing Share (HK\$)	Number of Existing Shares subject to outstanding options	Exercise price per Subdivided Share (HK\$)	Number of Subdivided Shares subject to outstanding options
12 April 2007	3.93	720,000	0.393	7,200,000
23 September 2009	4.53	9,925,000	0.453	99,250,000

The above adjustments have been reviewed and certified by KPMG, the Company's auditors in writing that the adjustments are fair and reasonable and satisfy the requirements of the Listing Rules.

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

Hong Kong, 11 November 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