

**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 accompanying annual report of the Company for the 18 months ended 31 December 2009.

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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  
TO REPURCHASE SHARES**
- (2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT  
OF THE 2009 SHARE OPTION SCHEME**
- (3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Orange Sky Golden Harvest Entertainment (Holdings) Limited to be held at Board Room, 16/F, The Peninsula Office Tower, 18 Middle Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 1 June 2010 at 10:30 a.m. or any adjournment thereof is set out on pages 20 to 24 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.goldenharvest.com>).

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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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.

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## DEFINITIONS

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

“2001 Share Option Scheme”	the share option scheme adopted by the Company on 28 November 2001, which had been terminated upon the 2009 Share Option Scheme becoming unconditional;
“2009 Share Option Scheme”	the share option scheme adopted by the Company at the special general meeting of the Company held on 11 November 2009 for the grant of share options to eligible participants thereunder who, at the sole determination of the Board, have contributed or will contribute to the Company and/or any subsidiary of the Company;
“Annual General Meeting”	the annual general meeting of the Company to be held at Board Room, 16/F., The Peninsula Office Tower, 18 Middle Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 1 June 2010 at 10:30 a.m., notice of which is set out on pages 20 to 24 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;

## DEFINITIONS

“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”	27 April 2010, 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;
“Proposed Refreshment”	the refreshment of the Scheme Mandate Limit to be proposed at the Annual General Meeting pursuant to which the Directors may grant options to eligible participants to subscribe for up to 10% of the Shares in issue as at the date of passing of the ordinary resolution approving such refreshment;
“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;
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the 2009 Share Option Scheme and other share option schemes of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the 2009 Share Option Scheme by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders;
“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;

## DEFINITIONS

“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 Codes on Takeovers and Mergers; and
“%”	per cent.



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:*

Ms. Chow Sau Fong Fiona

Mr. Li Pei Sen

Mr. Chang Tat Joel

Ms. Wu Keyan *(alternate to Mr. Wu Kebo)*

*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:*

16th Floor

The Peninsula Office Tower

18 Middle Road

Tsimshatsui

Kowloon

Hong Kong

30 April 2010

*To the Shareholders and for information  
only to the holders of share options*

Dear Sir/Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE AND  
TO REPURCHASE SHARES  
(2) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT  
OF THE 2009 SHARE OPTION SCHEME  
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
AND  
(4) 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 of the general mandates to issue and allot new Shares and to repurchase the Shares; (ii) the refreshment of the Scheme Mandate Limit and (iii) the re-election of retiring Directors.

\* *for identification purposes only*

## LETTER FROM THE BOARD

### GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 20 November 2008, the Shareholders passed ordinary resolutions granting the Directors general mandates to allot and issue new Shares and to repurchase Shares. Subsequently at the special general meeting of the Company held on 10 February 2010, an ordinary resolution was passed by the Shareholders to refresh the general mandate of the Directors to allot and issue new Shares granted at the said annual general meeting. Such mandates have expired and lapsed, or will expire and lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew the general mandates to issue, allot and deal with Shares and to repurchase Shares 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 2,542,064,900 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 and 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 508,412,980 Shares.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in ordinary resolutions numbered 4 and 6 in the notice of the Annual General Meeting set out on pages 20 to 22 of this circular.

#### **Repurchase Mandate**

At the Annual General Meeting, an ordinary resolution will be proposed for 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.

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 2,542,064,900 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

## LETTER FROM THE BOARD

Practicable Date and 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 254,206,490 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.

Details of the Repurchase Mandate are set out in ordinary resolution numbered 5 in the notice of the Annual General Meeting set out on pages 21 to 22 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 general meeting.

### **REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE 2009 SHARE OPTION SCHEME**

The 2009 Share Option Scheme was approved and adopted by the Shareholders at the special general meeting of the Company held on 11 November 2009. Apart from the 2009 Share Option Scheme, the Company has no other share option scheme currently in force, save that as at the Latest Practicable Date, options entitling the holders thereof to subscribe for an aggregate of 102,125,000 Shares were outstanding under the 2001 Share Option Scheme, which had already been terminated.

Pursuant to the 2009 Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the maximum number of Shares in respect of which option may be granted under the 2009 Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the total number of issued Shares as at the date of approval and adoption of the 2009 Share Option Scheme, being 183,273,990 Shares. The Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting provided that:

- (a) the total number of Shares which may be issued upon exercise of all options to be granted under the 2009 Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 10% of the Shares in issue as at the date of approval of the refreshment of the Scheme Mandate Limit; and
- (b) options previously granted under the 2009 Share Option Scheme and any other share option scheme(s) of the Company (including options outstanding, cancelled or lapsed in accordance with the relevant scheme rules or exercised options) shall not be counted for the purpose of calculating the limit as refreshed.



## LETTER FROM THE BOARD

Since the adoption of the 2009 Share Option Scheme on 11 November 2009, options carrying the rights to subscribe for 1,200,000 Shares have been granted pursuant to the 2009 Share Option Scheme, of which no options have been exercised, lapsed or cancelled. As such, unless the Scheme Mandate Limit is refreshed, further options carrying the rights to subscribe for 182,073,990 Shares may be granted under the 2009 Share Option Scheme.

If the Scheme Mandate Limit is refreshed and assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and approval of the Proposed Refreshment at the Annual General Meeting, the maximum number of Shares which may be issued upon exercise of all options to be granted under the 2009 Share Option Scheme and other share option schemes of the Company will be 254,206,490 Shares, being 10% of the Shares in issue as at the Latest Practicable Date.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2009 Share Option Scheme and any other share option scheme(s) of the Company shall not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company if this will result in the 30% limit being exceeded.

On the basis of 2,542,064,900 Shares in issue as at the Latest Practicable Date, the maximum number of Shares in respect of which options may be granted under the Proposed Refreshment together with all outstanding options granted and yet to be exercised as at the Latest Practicable Date amounts to an aggregate of 357,531,490 Shares and does not exceed the 30% limit as at the Latest Practicable Date.

The Directors consider that it is in the interest of the Company to refresh the Scheme Mandate Limit to allow sufficient flexibility for the grant of further options under the 2009 Share Option Scheme so as to provide incentives to and recognize the contributions of, the Group's employees and other selected grantees.

### **Conditions**

As required by the 2009 Share Option Scheme and the Listing Rules, an ordinary resolution will be proposed at the Annual General Meeting to approve the Proposed Refreshment.

The adoption of the Proposed Refreshment is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the Proposed Refreshment at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options that may be granted pursuant to the 2009 Share Option Scheme under the Proposed Refreshment not exceeding 10% of the number of Shares in issue as at the date of approval of the Proposed Refreshment by the Shareholders.

## LETTER FROM THE BOARD

### **Application for listing**

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued pursuant to the exercise of the options that may be granted under the 2009 Share Option Scheme under the Proposed Refreshment.

Details of the Proposed Refreshment are set out in ordinary resolution numbered 7 in the notice of the Annual General Meeting set out on page 23 of this circular.

### **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, Mr. Wu Kebo and Ms. Fiona Chow Sau Fong shall retire from office at the Annual General Meeting and being eligible, would offer themselves for re-election.

Pursuant to Bye-laws 86(2) and 87(2) of the Bye-Laws, any Director so appointed to fill a casual vacancy or as an addition to the Board shall hold office only until the first general meeting of the Company after his or her appointment and shall then be eligible for re-election at that meeting (but shall not be taken into account in determining which particular Director or the number of Directors who are to retire by rotation). Accordingly, Mr. Chang Tat Joel and Ms. Wong Sze Wing, being the Directors appointed by the Board after the preceding general meeting of the Company, shall retire at the Annual General Meeting and, being eligible, would offer himself or herself for re-election at the Annual General Meeting.

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, 16/F., The Peninsula Office Tower, 18 Middle Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 1 June 2010 at 10:30 a.m. or any adjournment thereof is set out on pages 20 to 24 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, the refreshment of the Scheme Mandate Limit and the re-election of 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 on the date of the Annual General Meeting or the business day following the Annual General Meeting in accordance with the requirements of the Listing Rules.

## LETTER FROM THE BOARD

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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, 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.

### RECOMMENDATION

The Directors consider that the proposals for granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the refreshment of the Scheme Mandate Limit 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 in respect thereof.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained 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\$254,206,490 comprising 2,542,064,900 Shares; (ii) share options entitling holders thereof to subscribe for an aggregate of 102,125,000 Shares were outstanding under the 2001 Share Option Scheme; (iii) share options entitling holders thereof to subscribe for an aggregate of 1,200,000 Shares were outstanding under the 2009 Share Option Scheme and (iv) zero coupon convertible notes issued by the Company in the principal amount of HK\$9,024,000 which were convertible into Shares at an initial conversion price of HK\$0.338 per Share (subject to adjustment) were outstanding.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that none of the outstanding share options or the conversion right attached to the outstanding convertible notes of the Company is exercised and 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 254,206,490 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 2009 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 (as adjusted to reflect the effect of the share subdivision which became effective on 12 November 2009) 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:

	<b>Price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2009</b>		
April	0.360	0.350
May	0.331	0.290
June	0.325	0.290
July	0.310	0.290
August	0.316	0.283
September	0.520	0.286
October	0.672	0.510
November	1.030	0.596
December	1.410	0.840
<b>2010</b>		
January	1.290	1.080
February	1.220	0.920
March	1.060	0.910
April (up to the Latest Practicable Date)	1.15	0.71

## 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 32 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 a Director, was interested in a total of 1,372,234,720 Shares (representing approximately 53.98% of the existing issued share capital of the Company) through his associates. Of these Shares, (i) 377,988,130 Shares (representing approximately 14.87% of the existing issued share capital of the Company) were held by Skyera International Limited (a company wholly-owned by Mr. Wu); (ii) 408,715,990 Shares (representing approximately 16.08% of the existing issued share capital of the Company) were held by Mainway Enterprises Limited (a company wholly-owned by Mr. Wu); (iii) 405,530,600 Shares (representing approximately 15.95% of the existing issued share capital of the Company) were held by Orange Sky Entertainment Group (International) Holding Company Limited (a company 80% owned by Mr. Wu) and (iv) 180,000,000 Shares (representing approximately 7.08% of the existing issued share capital of the Company) were held by Cyber International Limited (a company owned by an associate of Mr. Wu). In addition, as at the Latest Practicable Date, Mr. Wu was interested in (i) zero coupon convertible notes held by Orange Sky Entertainment Group (International) Holding Company Limited issued by the Company in the principal amount of HK\$9,024,000 which were convertible into Shares at an initial conversion price of HK\$0.338 per Share (subject to adjustment); and (ii) outstanding options granted to Mr. Wu under the 2001 Share Option Scheme entitling Mr. Wu to subscribe for 60,000,000 Shares.

On the basis that none of the outstanding share options of the Company or the conversion rights attached to the convertible notes of the Company is exercised and 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 59.99% 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 none of the outstanding share options of the Company and the conversion rights attached to the convertible notes of the Company is exercised and 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 as may result in a public shareholding of less than such prescribed percentage.

#### **SHARE REPURCHASES BY THE COMPANY**

The Company has not repurchased any of 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, shall offer themselves for re-election at the Annual General Meeting pursuant to the Bye-Laws and the Listing Rules:

**Mr. Wu Kebo**

Mr. Wu Kebo (“Mr. Wu”), aged 47, is the chairman, executive director and a member of the remuneration committee of the Company and currently a director of Orange Sky Entertainment Group (International) Holding Company Limited (“Orange Sky”) and its subsidiaries. Orange Sky, incorporated in the British Virgin Islands with limited liability, was founded by Mr. Wu in 2004 and is principally engaged in television and film production, music and musical production, artist management and advertising business in the PRC. Since founding Orange Sky in 2004, Mr. Wu has expanded the business of Orange Sky into television and film production, music and musical production, artist management and advertising. Specifically on film, Mr. Wu acted respectively as executive producer of the two well-received blockbuster 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 communications businesses since the 1990s. Mr. Wu graduated with a Bachelor degree of Business Administration from the SOKA University Japan in 1992. Ms. Wu Keyan, being the alternate director of Mr. Wu, is the sister of Mr. Wu. Mr. Wu joined the Group in October 2007 and is also the director of certain subsidiaries of the Company.

Mr. Wu had entered into a service contract with the Company, for a term of 3 years with effect from 22 September 2009, under which Mr. Wu will receive housing benefits, 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 Shareholders’ approval if required under the share option scheme of the Company and/or the Listing Rules. The number of share options granted to Mr. Wu shall be subject to the approval by the Board of the Company. 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. However, Mr. Wu will not receive any salary in his capacity as an executive director.

As at the Latest Practicable Date, Mr. Wu was interested in a total of 1,372,234,720 Shares (representing approximately 53.98% of the existing issued share capital of the Company), of which (i) 377,988,130 Shares (representing approximately 14.87% of the existing issued share capital of the Company) were held by Skyera International Limited (a company wholly-owned by Mr. Wu and in which he was a director) (“Skyera”); (ii) 408,715,990 Shares (representing approximately 16.08% of the existing issued share capital of the Company) were held by Mainway Enterprises Limited (a company wholly-owned by Mr. Wu and in



which he was a director) (“Mainway”); (iii) 405,530,600 Shares (representing approximately 15.95% of the existing issued share capital of the Company) were held by Orange Sky (a company 80% owned by Mr. Wu and in which he was a director) and (iv) 180,000,000 Shares (representing approximately 7.08% of the existing issued share capital of the Company) were held by Cyber International Limited (a company owned by an associate of Mr. Wu). In addition, as at the Latest Practicable Date, Mr. Wu was interested in (i) zero coupon convertible notes held by Orange Sky issued by the Company in the principal amount of HK\$9,024,000 which were convertible into Shares at an initial conversion price of HK\$0.338 per Share (subject to adjustment); and (ii) outstanding options granted to Mr. Wu under the 2001 Share Option Scheme entitling Mr. Wu to subscribe for 60,000,000 Shares.

Besides, both Mr. Chang Tat Joel (being an executive director of the Company) and Mr. Wu King Shiu Kelvin (being the chief executive officer of the Company) were deemed to be interested in 1,663,290,934 Shares and underlying shares of which Billion Century Group Limited (“BCG”) was deemed to be interested by virtue of the SFO since they owned 40% and 60% of the issued share capital in AID Partners Ltd. respectively. AID Partners Ltd. is the general partner of AID Partners GP1, L.P. which is in turn the general partner of AID Partners Capital I, L.P. (“AID Partners”). AID Partners is a private equity fund interested in the entire issued share capital of BCG through AID Partners Asset Management Limited. Of these 1,663,290,934 Shares and underlying shares, (i) by virtue of the subscription agreement entered into between Mr. Wu and Mainway with BCG pursuant to which BCG had agreed to subscribe for and Mainway had agreed to issue exchangeable notes into Shares held by Mainway to BCG for the funding arrangement in relation to the mandatory unconditional cash offer made by Somerley Limited on behalf of Skyera and Mainway and the related security documents, BCG is deemed to be interested in 1,050,216,954 Shares and underlying shares of which Mr. Wu is interested, (ii) BCG was deemed to be interested in 408,715,990 Shares under a first charge on Shares held by Mainway in its favour as security for the exchangeable notes as mentioned below; and (iii) as BCG had subscribed for and Mainway had issued exchangeable notes convertible into Shares held by Mainway, BCG was deemed to be interested in 204,357,990 underlying Shares of which BCG could convert under such exchangeable notes by virtue of the SFO.

Save as disclosed herein, as at the Latest Practicable Date (a) Mr. Wu has not held any directorship in other listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group; (b) Mr. Wu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (c) there are no other matters concerning Mr. Wu that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules. As at the Latest Practicable Date, save as disclosed herein, Mr. Wu does not have any other interests in the ordinary shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Ms. Chow Sau Fong Fiona**

Ms. Chow Sau Fong, Fiona (“Ms. Chow”), aged 38, joined the Group in October 2007 and is an executive director of the Company. She has extensive experience in financial management and strategic planning in the Greater China region where she served a number of multinational corporations. She has worked in management consultancy and investment projects, specializing in financial services and media industries in both the Asian and U.S. markets. Ms. Chow holds an M.B.A. in Finance and Entrepreneurial Management from the Wharton Business School at the University of Pennsylvania, and a B.A. (Honors) in Business Administration from the Chinese University of Hong Kong.

As at the Latest Practicable Date, Ms. Chow was interested in outstanding options granted to her under the 2001 Share Option Scheme entitling her to subscribe for 700,000 Shares.

Ms. Chow had entered into a service contract with the Company for a term of 3 years with effect from 25 April 2010. Ms. Chow will be entitled to a director’s fee in the amount of HK\$1.4 million on an annual basis, discretionary bonus and share options, which is determined by reference to her duties as an executive Director of the Company. The discretionary bonus will be determined at the Company’s discretion by reference to her 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 Ms. Chow as an incentive for her services during the term.

Save as disclosed herein, as at the Latest Practicable Date, (a) Ms. Chow has not held any directorship in other listed public companies in the last three years and does not hold any other position with the Company or other members of the Group; (b) Ms. Chow does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (c) there are no other matters concerning Ms. Chow that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules. As at the Latest Practicable Date, save as disclosed herein, Ms. Chow does not have any other interests in the ordinary shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Chang Tat Joel**

Mr. Chang Tat Joel (“Mr. Chang”), aged 43, the Chief Financial Officer of the Company, had joined the Company since 22 September 2009 and has been appointed as an executive director of the Company with effect from 26 April 2010. Mr. Chang co-founded AID Partners in 2007 and is currently the managing partner and

investment committee member of AID Partners responsible for its strategic and investment planning and overseeing implementation of its investment plans. Prior to the establishment of AID Partners, Mr. Chang was the Chief Investment Officer of Investec Asia Limited and a managing director of China Everbright Capital Limited. Mr. Chang is also a member of Australian Society of Certified Practising Accountants and Hong Kong Institute of Certified Public Accountants. Mr. Chang obtained a bachelor's degree in economics from Monash University in 1990.

Mr. Chang had entered into a service contract with the Company as the Chief Financial Officer of the Company, for a term of 3 years with effect from 22 September 2009, under which Mr. Chang will receive 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. Chang as an incentive for his services during the term, provided that the maximum total number of share options granted to Mr. Chang during the term shall not be more than 1% of the entire issued share capital of the Company. The number of share options granted to Mr. Chang shall be subject to the approval by the Board of the Company. The emolument of Mr. Chang is determined by reference to industry norm and market conditions and with reference to his duties and responsibilities with the Company. However, Mr. Chang will not receive any remuneration in his capacity as an executive director.

As at the Latest Practicable Date, Mr. Chang is deemed to be interested in the Shares within the meaning of Part XV of the SFO in the following manner:-

- (a) derivative interests in 12 million Shares through certain share options granted to him under the 2001 Share Option Scheme, in aggregate representing approximately 0.47% of the existing issued ordinary share capital of the Company as at the Latest Practicable Date;
- (b) 1,663,290,934 Shares and underlying Shares of which BCG was deemed to be interested by virtue of the SFO since he owns 40% of the issued share capital in AID Partners Ltd. AID Partners Ltd. is the general partner of AID Partners GP1, L.P. which is in turn the general partner of AID Partners. AID Partners is a private equity fund interested in the entire issued share capital of BCG through AID Partners Asset Management Limited. Of these 1,663,290,934 Shares and underlying Shares, (i) by virtue of the subscription agreement entered into between Mr. Wu, the chairman and executive director of the Company and Mainway with BCG pursuant to which BCG had agreed to subscribe for and Mainway had agreed to issue exchangeable notes into Shares held by Mainway to BCG for the funding arrangement in relation to the mandatory unconditional cash offer made by Somerley Limited on behalf of Skyera and Mainway and the related security documents, BCG is deemed to be interested in 1,050,216,954 Shares and underlying Shares of which Mr. Wu is interested, (ii) BCG is deemed to be interested

in 408,715,990 Shares under a first charge on Shares held by Mainway in its favour as security for the exchangeable notes as mentioned below; and (iii) as BCG had subscribed for and Mainway had issued exchangeable notes convertible into Shares held by Mainway, BCG is deemed to be interested in 204,357,990 underlying Shares of which BCG can convert under such exchangeable notes by virtue of the SFO; and

- (c) 400,000 Shares of which AID Partners Holdings Ltd. is interested by virtue of the SFO since he owns 40% of the issued share capital in AID Partners Holdings Ltd.

Mr. Wu King Shiu Kelvin (“Mr. Kelvin Wu”), the chief executive officer of the Company, owns 60% of the issued share capital in each of AID Partners Ltd. and AID Partners Holdings Ltd. Both Mr. Kelvin Wu and Mr. Chang are shareholders, directors or partners of AID Partners and various companies affiliated with AID Partners (including AID Partners Ltd. and AID Partners GPI, L.P.) and AID Partners Holdings Ltd.

Save as disclosed herein, as at the Latest Practicable Date, (a) Mr. Chang has not held any directorship in other listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group; (b) Mr. Chang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (c) there are no other matters concerning Mr. Chang that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules. As at the Latest Practicable Date, save as disclosed herein, Mr. Chang does not have any other interests in the ordinary shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

#### **Ms. Wong Sze Wing**

Ms. Wong Sze Wing (“Ms. Wong”), aged 31, has been appointed as an independent non-executive director and a member of the remuneration committee and the audit committee of the Company with effect from 26 April 2010. Ms. Wong has over nine years of accounting experience in the profession. Ms. Wong is the deputy chief financial officer and joint company secretary of Yingde Gases Group Company Limited which is a company listed on the Main Board of the Hong Kong Stock Exchange and a constituent stock of Hang Seng Composite Index. Ms. Wong was previously employed as the group chief financial officer of Orange Sky Entertainment Group (International) Holding Company Limited (“Orange Sky”), an investment holding company which is owned as to 80% by Mr. Wu and is a substantial Shareholder of the Company with subsidiaries engaging in media

business worldwide. She was also previously employed as the financial controller of Avex China Company Limited, a PRC joint venture company established by Orange Sky and Avex Group Holdings Inc. Avex Group Holdings Inc. is a company listed on the Tokyo Stock Exchange. Ms. Wong ceased to be a group financial officer of Orange Sky and the financial controller of Avex China Company Limited in January 2008. Ms. Wong was also previously employed as a manager at PricewaterhouseCoopers. Ms. Wong holds a Bachelor of Business Administration from the University of Hong Kong. She is also undertaking an EMBA course at the China Europe International Business School. Ms. Wong became a chartered member of the Hong Kong Institute of Certified Public Accountants in 2003.

Ms. Wong has not entered into a service contract with the Company for her appointment as an independent non-executive director of the Company. She will not have a fixed term of service and 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 of the Company. Ms. Wong will be entitled to a director's fee in the amount of HK\$200,000 on an annual basis plus a fee of HK\$10,000 per regular board meeting attended which is determined by reference to her duties as an independent non-executive director, a member of the audit committee and the remuneration committee of the Company.

Save as disclosed herein, as at the Latest Practicable Date, (a) Ms. Wong has not held any directorship in other listed public companies in the last three years and does not hold any other positions with the Company or other members of the Group; (b) Ms. Wong does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (c) there are no other matters concerning Ms. Wong that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h)-(v) of the Listing Rules. As at the Latest Practicable Date, Ms. Wong does not have any interests in the ordinary shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

# NOTICE OF ANNUAL GENERAL MEETING



## 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, 16/F., The Peninsula Office Tower, 18 Middle Road, Tsimshatsui, Kowloon, Hong Kong on Tuesday, 1 June 2010 at 10:30 a.m. for the following purposes:

### **As Ordinary Business**

1. To receive and consider audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and auditors for the 18 months ended 31 December 2009.
2. To re-elect Directors and to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint auditors and to authorise the Board to fix their remuneration.

### **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 shareholders of the Company 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

\* for identification purposes only

## NOTICE OF ANNUAL GENERAL MEETING

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; (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 of the Company in general meeting,

whichever occurs first.

- 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;

## NOTICE OF ANNUAL GENERAL MEETING

- (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 of the Company 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 numbered 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 numbered 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 Resolution numbered 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 numbered 5.”



## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in the shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Mandate Limit (as defined below), the refreshment of the existing limit in respect of the grant of options to subscribe for Shares under the share option scheme adopted by the Company on 11 November 2009 (the “**Scheme**”) be and is hereby approved provided that the aggregate nominal amount of share capital of the Company which may be allotted or issued pursuant to the exercise of options granted under the Scheme and any other schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Scheme or such other scheme(s) of the Company) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution (the “**Refreshed Mandate Limit**”) and the Directors be and are hereby authorised to grant options under the Scheme up to the Refreshed Mandate Limit, to exercise all powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options and to do such acts and execute such documents for or incidental to such purpose.”

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

Hong Kong, 30 April 2010

*Principal place of  
business in Hong Kong:*  
16th Floor  
The Peninsula Office Tower  
18 Middle Road  
Tsimshatsui  
Kowloon  
Hong Kong

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

## NOTICE OF ANNUAL GENERAL MEETING

*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) An explanatory statement regarding the general mandate for the repurchase of Shares sought in resolution numbered 5 is set out in Appendix I to the circular of the Company dated 30 April 2010 of which this notice forms part.