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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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Orange Sky Golden Harvest Entertainment (Holdings) Limited (the “**Company**”) will be held at the principal office of the Company at 24th Floor, AXA Centre, 151 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 28 March 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(1) “**THAT:**

- (a) the sale and purchase agreement dated 25 January 2017 (the “**Sale and Purchase Agreement**”) entered into by Giant Harvest Limited (the “**Vendor**”), the Company, True Vision Limited (the “**Purchaser**”) and Nan Hai Corporation Limited (“**Nan Hai**”), pursuant to which, the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the entire issued share capital of 橙天嘉禾影城有限公司 (City Entertainment Corporation Limited) at the consideration of approximately RMB3.286 billion (subject to certain adjustments), the supplemental agreement dated 7 March 2017 (the “**Supplemental Agreement**”) entered into between the Vendor, the Company, the Purchaser and Nan Hai amending and adding certain terms to the Sale and Purchase Agreement, the loan repayment agreement dated 25 January 2017 (the “**Loan Repayment Agreement**”) entered into between 橙天嘉禾影城(中國)有限公司 (Orange Sky Golden Harvest Cinemas (China) Company Limited*) (“**OSGH (China)**”), 上海橙天嘉影實業有限公司 (Shanghai Orange Sky Jiayin Shiye Company Limited*) (“**Jiashi**”) and Nan Hai in respect of the repayment of a loan in the amount of RMB250 million owed by OSGH (China) or its related party to Jiashi, a copy of which has been tabled before the meeting marked “A”, “B” and “C” and initialled by the Chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* For identification purpose only

(b) any one or more of the directors of the Company be and is/are hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such documents for and on behalf of the Company and to take such steps as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement, the Supplemental Agreement, the Loan Repayment Agreement and the transactions contemplated thereunder.”

(2) “**THAT:**

- (a) Ms. Chow Sau Fong, Fiona be re-elected as an executive director of the Company;
- (b) Mr. Fung Chi Man, Henry be re-elected as an independent non-executive director of the Company; and
- (c) to authorise the board of directors to fix the remuneration of the respective directors.”

By order of the board of directors of
**Orange Sky Golden Harvest
Entertainment (Holdings) Limited**
Wu Kebo
Chairman and Executive Director

Hong Kong, 13 March 2017

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 SGM 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 authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised 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 authorised 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.

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

Chairman and Executive Director:

Mr. Wu Kebo

Executive Directors:

Mr. Mao Yimin

Mr. Li Pei Sen

Ms. Wu Keyan

Ms. Chow Sau Fong, Fiona

Independent and Non-Executive Directors:

Mr. Leung Man Kit

Ms. Wong Sze Wing

Mr. Fung Chi Man, Henry