

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 annual report of the Company for the year ended 31 December 2011.

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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**
- (3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Board Room, 3/F, Nexus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 15 May 2012 at 10:30 a.m. or any adjournment thereof is set out on pages 17 to 21 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.osgh.com.hk>).

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, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 15 May 2012 at 10:30 a.m., notice of which is set out on pages 17 to 21 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;
“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;

DEFINITIONS

“Latest Practicable Date”	10 April 2012, 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 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;
“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 Code on Takeovers and Mergers; and
“%”	per cent.

LETTER FROM THE BOARD



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:

Mr. Li Pei Sen

Mr. Mao Yimin

Ms. Wu Keyan

Mr. Tan Boon Pin Simon

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

13 April 2012

*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
(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 for granting the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate; (ii) the Proposed Refreshment; and (iii) the proposed re-election of retiring Directors.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 25 May 2011, the Shareholders passed ordinary resolutions granting the Directors general mandates to allot and issue new Shares and to repurchase Shares. Such mandates will expire and lapse at the conclusion of the Annual General Meeting. It is therefore proposed to renew the Issue Mandate and Repurchase Mandate 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 2,681,204,248 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 to 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 536,240,849 Shares.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in ordinary resolutions nos. 4 and 6 in the notice of the Annual General Meeting set out on pages 18 and 19 of this circular.

Repurchase Mandate

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

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 to 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 268,120,424 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 no. 5 in the notice of the Annual General Meeting set out on page 19 of this circular.

LETTER FROM THE BOARD

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.

Pursuant to the 2009 Share Option Scheme and in compliance with Chapter 17 of the Listing Rules, the maximum 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 total number of Shares in issue as at the date of approval and adoption of the 2009 Share Option Scheme. The Company may refresh the Scheme Mandate Limit by ordinary resolution of the Shareholders at general meeting in accordance with the rules of 2009 Shares Option Scheme and the Listing Rules.

The Scheme Mandate Limit was last refreshed by the Shareholders at the annual general meeting of the Company held on 25 May 2011 in accordance with the provisions of the Listing Rules so that the Scheme Mandate Limit as refreshed shall not exceed 254,206,490 Shares, being 10% of the Shares in issue as at the date of passing of the relevant resolution on 25 May 2011. Since the date of the annual general meeting of the Company held on 25 May 2011, no share option has been granted or cancelled pursuant to the 2009 Share Option Scheme, and no share option has been cancelled pursuant to the 2001 Share Option Scheme. Options granted under the 2009 Share Option Scheme and 2001 Share Option Scheme entitling the holders thereof to subscribe for 700,000 Shares and 36,000,000 Shares, respectively, were lapsed during the same period due to the resignation of the relevant Directors or employees of the Company. As such, unless the Scheme Mandate Limit is refreshed, further options carrying the rights to subscribe for 254,206,490 Shares may be granted under the 2009 Share Option Scheme.

If the Scheme Mandate Limit is refreshed at the Annual General Meeting and assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date to the date of 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 268,120,424 Shares, being 10% of the Shares in issue as at the Latest Practicable Date.

Pursuant to the Listing Rules, 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.

LETTER FROM THE BOARD

As at the Latest Practicable Date, on the basis that 2,681,204,248 Shares were in issue and the options carrying the right to subscribe for up to 63,550,000 Shares and nil Shares under the 2001 Share Option Scheme and 2009 Share Option Scheme respectively (representing approximately 2.37% and 0% respectively of the Shares in issue as at the Latest Practicable Date) remained outstanding, 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 331,670,424 Shares and does not exceed the aforesaid 30% limit as at the Latest Practicable Date.

Apart from the 2009 Share Option Scheme and save as disclosed above, the Company has no other share option scheme currently in force.

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.

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 no. 7 in the notice of the Annual General Meeting set out on page 20 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, each of Mr. Wu Kebo, Mr. Tan Boon Pin Simon and Ms. Wong Sze Wing shall retire from office at the Annual General Meeting and being eligible, would offer themselves for re-election.

LETTER FROM THE BOARD

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. Mao Yimin, being the Director 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 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, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 15 May 2012 at 10:30 a.m. or any adjournment thereof is set out on pages 17 to 21 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 Proposed Refreshment and the proposed 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 in accordance with the requirements of the Listing Rules.

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 Proposed Refreshment 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.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the

LETTER FROM THE BOARD

best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement 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\$268,120,424 comprising 2,681,204,248 Shares and (ii) share options entitling the holders thereof to subscribe for an aggregate of 63,550,000 Shares were outstanding under the 2001 Share Option Scheme.

Subject to the passing of the proposed ordinary resolution approving the Repurchase Mandate and on the basis that none of the outstanding share options 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 268,120,424 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 2011 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 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:

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2011		
April	0.510	0.435
May	0.490	0.395
June	0.425	0.300
July	0.390	0.305
August	0.350	0.260
September	0.315	0.260
October	0.385	0.260
November	0.375	0.320
December	0.340	0.275
2012		
January	0.300	0.255
February	0.375	0.290
March	0.355	0.285
April (up to the Latest Practicable Date)	0.300	0.285

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 1,672,932,401 Shares and underlying Shares (representing approximately 62.39% of the existing issued share capital of the Company). Of 1,594,227,401 Shares in which he was interested, (i) 439,791,463 Shares (representing approximately 16.40% of the existing issued share capital of the Company) were held by Skyera International Limited ("Skyera") (a company wholly-owned by Mr. Wu); (ii) 408,715,990 Shares (representing approximately 15.24% of the existing issued share capital of the Company) were held by Mainway Enterprises Limited ("Mainway") (a company wholly-owned by Mr. Wu); (iii) 565,719,948 Shares (representing approximately 21.10% of the existing issued share capital of the Company) were held by Orange Sky Entertainment Group (International) Holding Company Limited ("OSEG") (a company which was 80% owned by Mr. Wu); and (iv) 180,000,000 Shares (representing approximately 6.71% of the existing issued share capital of the Company) were held by Cyber International Limited ("Cyber") (a company owned by an associate of Mr. Wu). In addition, as at the Latest Practicable Date, Mr. Wu was interested in 18,705,000 Shares which were directly held in his own name and outstanding options granted to Mr. Wu under 2001 Share Option Scheme entitling him to subscribe for 60,000,000 Shares.

On the basis that none of the outstanding share options 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

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

to approximately 69.33% 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 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 repurchased its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

Details of the repurchase(s) of Shares are set out below:

Month/Year	Number of Shares repurchased	Highest price per Share <i>HK\$</i>	Lowest price per Share <i>HK\$</i>	Aggregated consideration (excluding transaction costs) <i>HK\$'000</i>
September 2011	2,375,000	0.280	0.270	662
October 2011	365,000	0.295	0.290	107
November 2011	—	—	—	—
December 2011	16,995,000	0.330	0.285	5,178
January 2012	<u>2,990,000</u>	<u>0.280</u>	<u>0.260</u>	<u>821</u>
	<u><u>22,725,000</u></u>			

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

The following are the particulars of the Directors who will retire and, being eligible, would 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 48, is the chairman, executive Director and a member of the remuneration committee and the chairman of nomination committee of the Company and currently a director of OSEG and its subsidiaries. OSEG, a company incorporated in the British Virgin Islands with limited liability and being a substantial shareholder of the Company, was founded by Mr. Wu in 2004 and is principally engaged in film and television production, music and musical production, artist management and advertising business in the People’s Republic of China (the “PRC”). With regard to film, Mr. Wu acted respectively as executive producer of the two 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 telecommunications businesses since the 1990s. Mr. Wu graduated with a bachelor’s degree in business administration from the SOKA University Japan in 1992. Mr. Wu joined the Company in October 2007 and is the brother of Ms. Wu Keyan, an executive Director. Mr. Wu is also a director of certain subsidiaries of the Company.

Mr. Wu has 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 benefit of around HK\$1 million on an annual basis, 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 independent Shareholders’ approval 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. Mr. Wu is not entitled to any director fee under his service contract. 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.

As at the Latest Practicable Date, Mr. Wu was interested in a total of 1,672,932,401 Shares and underlying Shares (representing approximately 62.39% of the existing issued share capital of the Company). Of 1,594,227,401 Shares in which he was interested, (i) 439,791,463 Shares (representing approximately 16.40% of the existing issued share capital of the Company) were held by Skyera (a company wholly-owned by Mr. Wu and in which he was a director); (ii) 408,715,990 Shares (representing approximately 15.24% of the existing issued share capital of the Company) were held by Mainway (a company wholly-owned by Mr. Wu and in which he was a director); (iii) 565,719,948 Shares (representing approximately 21.10% of the existing issued share capital of the Company) were held by OSEG (a company 80% owned by Mr. Wu and in which he was a director); and (iv) 180,000,000 Shares (representing approximately 6.71% of the existing issued share capital of the Company) were held by Cyber (a company owned by an associate of Mr. Wu).

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

In addition, as at the Latest Practicable Date, Mr. Wu was interested in 18,705,000 Shares which were directly held in his own name and outstanding options granted to Mr. Wu under the 2001 Share Option Scheme entitling him to subscribe for 60,000,000 Shares.

Save as disclosed herein, as at the Latest Practicable Date (a) Mr. Wu had not held any directorship in other listed public companies in the last three years and did not hold any other positions with the Company or other members of the Group; (b) Mr. Wu did not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders; and (c) there were no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders 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 did not have any other interests in the Shares within the meaning of Part XV of the SFO.

Mr. Tan Boon Pin Simon

Mr. Tan Boon Pin Simon (“Mr. Tan”), aged 43, was appointed as an executive Director and acting chief operations officer of the Company (“Acting COO”) on 23 August 2010. Mr. Tan is also the senior vice president of the Company and manages the Company’s operations in Taiwan. He is also the general manager of Vie Show Cinemas Co. Ltd., a Taiwan incorporated company which is owned as to 35.71% by the Company, and the general manager of Vie Vision Pictures Co. Ltd., in which the Company has 23.21% indirect interest. He joined the Company in 2001 as a general manager, Exhibition. Prior to that, he had worked with Golden Village Multiplex Pte Ltd., a company which is owned as to 50% by the Company, since 1992. Mr. Tan holds a master degree in business administration in Nanyang Technological University’s Nanyang Fellows Program. He graduated from Western Illinois University with a degree in business with majors in finance and economics. Mr. Tan was appointed as a senior vice president of the Company on 15 February 2008, and as Acting COO with effect from 23 August 2010.

Mr. Tan’s current remuneration package for the positions of senior vice president and Acting COO held by him includes salary and housing allowance of around HK\$1.3 million (equivalent to approximately TWD5.4 million) on an annual basis, 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. Tan as an incentive for his services during the term, provided that the maximum total number of share options granted to Mr. Tan 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. Tan shall be subject to the approval by the Board of the Company. The emolument of Mr. Tan is determined by reference to industry norm and market conditions and with reference to his duties and responsibilities with the Company.

Mr. Tan has entered into a service contract with the Company as an executive Director of the Company, for a term of 3 years with effect from 23 August 2010. He will be subject to 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. However, Mr. Tan will not receive any remuneration in his capacity as an executive Director.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Tan was interested in outstanding options granted to him under the 2001 Share Option Scheme entitling him to subscribe for 1,200,000 Shares.

Save as disclosed herein, as at the Latest Practicable Date, (a) Mr. Tan had not held any directorship in other listed public companies in the last three years and did not hold any other position with the Company or other members of the Group; (b) Mr. Tan did not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders; and (c) there were no other matters concerning Mr. Tan that need to be brought to the attention of the Shareholders 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. Tan did not have any other interests in the Shares within the meaning of Part XV of the SFO.

Ms. Wong Sze Wing

Ms. Wong Sze Wing (“Ms. Wong”), aged 33, was 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. She has been the chairman of the remuneration committee and a member of the nomination committee of the Company since 26 March 2012. Ms. Wong has over ten years of accounting experience in the profession. She is the deputy chief financial officer and joint company secretary of Yingde Gases Group Company Limited which is listed on the main board of The Stock Exchange and a constituent stock of Hang Seng Composite Index. Ms. Wong was previously employed as the group chief financial officer of OSEG. She was also previously employed as the financial controller of Avex China Company Limited, a PRC joint venture company established by OSEG and Avex Group Holdings Inc., a company listed on the Tokyo Stock Exchange. Ms. Wong ceased to be the group chief financial officer of OSEG and financial controller of Avex China Company Limited in January 2008. She was also previously employed as a manager at PricewaterhouseCoopers. Ms. Wong obtained a bachelor’s degree in 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. She will not have a fixed term of service but 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. Ms. Wong is 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 attendance of regular board meeting which is determined by reference to her duties as an independent non-executive Director, a member of the audit committee and the nomination committee of the Company and the chairman of the remuneration committee of the Company.

Save as disclosed herein, as at the Latest Practicable Date, (a) Ms. Wong had not held any directorship in other listed public companies in the last three years and did not hold any other positions with the Company or other members of the Group; (b) Ms. Wong did not have any relationship with any Directors, senior management of the Company or substantial or controlling Shareholders; and (c) there were no other matters concerning Ms. Wong that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

of Rule 13.51(2)(h)-(v) of the Listing Rules. As at the Latest Practicable Date, save as disclosed herein, Ms. Wong did not have any other interests in the Shares within the meaning of Part XV of the SFO.

Mr. Mao Yimin

Mr. Mao Yimin (“Mr. Mao”), aged 34, is an executive Director. Mr. Mao has been employed by the Company as the chief financial officer of the Company (“CFO”) since 6 May 2011 and has been appointed as the chief executive officer of the Company (“CEO”) since 1 August 2011. Mr. Mao ceased to hold office of the CFO on 1 January 2012 and remained as the CEO. Before joining the Company, Mr. Mao was a senior manager at KPMG Advisory (China) Limited (“KPMG”), specialised in transaction services and risk management. Mr. Mao has extensive investment advisory and industry related experience, particularly in manufacturing, retail, media and real estate. Prior to joining KPMG, Mr. Mao served for large Australian Securities Exchange listed companies, where he had built up strong statutory reporting, financial analysis, risk control and merger and acquisition experience. Mr. Mao graduated from the University of New South Wales in Australia with a master degree of commerce in 2003 and he is also a member of the Australian Society of Certified Practising Accountants.

As the CFO, Mr. Mao has entered into a service agreement (“Service Agreement”) with the Company with effect from 6 May 2011, which is also applicable to his holding of the office of the CEO and under which Mr. Mao is entitled to receive an annual salary of RMB1,476,400 together with monthly housing allowance of RMB20,000 and discretionary bonus and share options. The discretionary bonus will be determined at the Company’s discretion by reference to his individual performance, the Company’s performance and the Company’s remuneration policy and subject to the approval by the Board. The Company may also grant share options from time to time to Mr. Mao as an incentive for his services during the term, provided that the maximum total number of share options granted to Mr. Mao 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. Mao shall be subject to the approval by the Board. The emolument of Mr. Mao is determined by reference to industry norm and market conditions and with reference to his duties and responsibilities with the Company.

Pursuant to the Service Agreement, Mr. Mao’s appointment as an executive Director will be for a term of 3 years with effect from 26 May 2011. He 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. However, Mr. Mao will not receive any remuneration in his capacity as an executive Director under the Service Agreement.

Save as disclosed herein, as at the date of Latest Practicable Date, (a) Mr. Mao had not held any directorship in other listed public companies in the last three years and did not hold any other positions with the Company or other members of the Company of the Group; (b) Mr. Mao did not have any relationship with any Directors, senior management or substantial or controlling Shareholders; and (c) there were no other matters concerning Mr. Mao that need to be brought to the attention of the Shareholders 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. Mao did not have any interests in the Shares within the meaning of Part XV of the SFO.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the annual general meeting of Orange Sky Golden Harvest Entertainment (Holdings) Limited (the “**Company**”) will be held at Board Room, 3/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 15 May 2012 at 10:30 a.m. for the following purposes:

As Ordinary Business

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and auditors of the Company for the year ended 31 December 2011.
2. To pass each of the following resolutions as an ordinary resolution of the Company:

“THAT:

- (a) To re-elect Mr. Wu Kebo as an executive Director;
 - (b) To re-elect Mr. Tan Boon Pin Simon as an executive Director;
 - (c) To re-elect Ms. Wong Sze Wing as an independent non-executive Director;
 - (d) To re-elect Mr. Mao Yimin as an executive Director; and
 - (e) To authorise the board of the Directors to fix Directors’ remuneration.”
3. To re-appoint Messrs. KPMG as auditors of the Company and to authorise the Board to fix their remuneration.

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

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 the shareholders of the Company (the “Shareholders”) 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 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; or (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 in general meeting,

whichever occurs first.

NOTICE OF ANNUAL GENERAL MEETING

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;
 - (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 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 nos. 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 no. 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 no. 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 the shares of the Company 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, 13 April 2012

*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

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.

NOTICE OF ANNUAL GENERAL MEETING

- (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 the shares of the Company sought in resolution no. 5 is set out in Appendix I to the circular of the Company dated 13 April 2012 of which this notice forms part.