



**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)**

**PROXY FORM**

**Form of proxy for use at the special general meeting to be held on Wednesday, 11 November 2009 at 10:00 a.m. or any adjournment thereof**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of  
HK\$1.00 each in the capital of Orange Sky Golden Harvest Entertainment (Holdings) Limited (the "Company"), **HEREBY APPOINT  
THE CHAIRMAN OF THE MEETING** or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to act for me/us at the special general meeting (or at any adjournment thereof) of the Company to be held at Board Room, 16th Floor, The Peninsula Office Tower, 18 Middle Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 11 November 2009, at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf on the resolutions as set out in the notice convening the special general meeting (the "Notice") as indicated below<sup>(note 4)</sup>.

	<b>RESOLUTIONS</b>	<b>FOR</b> <sup>(Note 4)</sup>	<b>AGAINST</b> <sup>(Note 4)</sup>
1.	To approve Ordinary Resolution No.1 as set out in the Notice (in relation to the grant of an option to Mr. Wu Kebo for the subscription of 6,000,000 shares of the Company of HK\$1.00 each)		
2.	To approve Ordinary Resolution No.2 as set out in the Notice (in relation to the grant of an option to Mr. Wu King Shiu Kelvin for the subscription of 2,100,000 shares of the Company of HK\$1.00 each)		
3.	To approve Ordinary Resolution No.3 as set out in the Notice (in relation to the approval and adoption of a new share option scheme of the Company and the termination of the existing share option scheme of the Company adopted on 28 November 2001)		
4.	To approve Ordinary Resolution No.4 as set out in the Notice (in relation to the subdivision of each of the issued and unissued shares of HK\$1.00 each in the share capital of the Company into ten shares of HK\$0.10 each)		
5.	To approve Ordinary Resolution No.5 as set out in the Notice (in relation to the re-election of Mr. Li Pei Sen as non-executive director of the Company)		
6.	To approve Ordinary Resolution No.6 as set out in the Notice (in relation to the re-election of Mr. Masahito Tachikawa as independent non-executive director of the Company)		
7.	To approve the Special Resolution as set out in the Notice (in relation to the amendments to the bye-laws of the Company)		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ of 2009. Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, please delete the words "**THE CHAIRMAN OF THE MEETING** or" and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company, but must attend the meeting in person to represent you. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE SHAREHOLDER WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the special general meeting other than those referred to in the notice of special general meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be under its common seal or under the hand of an officer or attorney or any other person duly authorised.
6. 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.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the date appointed for the holding of the special general meeting or any adjournment thereof.
8. Completion and return of this form of proxy will not preclude you from attending and voting at the special general meeting if you so wish. In the event that you attend the meeting, this form of proxy will be deemed to have been revoked.

\* For identification purpose only