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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 2013 (as supplemented by the supplemental annual report dated 27 August 2014).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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) ISSUANCE OF SUPPLEMENTAL 2013 ANNUAL REPORT; AND**  
**(2) NOTICE OF SPECIAL GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 5 of this circular.

A notice convening the SGM to be held at 24/F., AXA Centre, 151 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 23 September 2014 at 11:00 a.m. or any adjournment thereof is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for use at the SGM 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 SGM 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

27 August 2014

\* For identification purposes only

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## DEFINITIONS

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

“Annual Report”	the annual report of the Company for the financial year ended 31 December 2013;
“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;
“Directors”	the directors of the Company;
“OSGH Financial Statements”	the audited financial statements of the Group for the financial year ended 31 December 2013;
“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;
“KPMG”	Messrs. KPMG, Certified Public Accountants, the auditor of the Company;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SGM”	the special general meeting of the Company to be held at 24/F., AXA Centre, 151 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 23 September 2014 at 11:00 a.m., notice of which is set out on pages SGM-1 to SGM-2 of this circular;
“Shares”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company;
“Shareholders”	the holders of the Shares;
“Supplemental 2013 Annual Report”	the supplemental annual report of the Company for the financial year ended 31 December 2013 dated 27 August 2014;

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## DEFINITIONS

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“Results Announcement”	the final results announcement of the Company for the financial year ended 31 December 2013 dated 28 March 2014;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Update Announcement”	the announcement of the Company dated 17 June 2014 in relation to the update on the financial information of Vie Show;
“Updated Auditor’s Report”	an independent auditor’s report issued by KMPG on the Updated Financial Statements;
“Updated Financial Statements”	an updated set of audited financial statements of the Group for the year ended 31 December 2013 after taking into account the completion of Vie Show’s financial statements for the year ended 31 December 2013;
“Vie Show”	Vie Show Cinemas Company Limited, a Taiwan incorporated company which is 35.71% owned by Golden Sky Entertainment Limited, a wholly-owned subsidiary of the Company, one of the principal businesses of which is to operate and manage cinemas in Taiwan; and
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Chairman and Executive Director:*

Mr. Wu Kebo

*Executive Directors:*

Mr. Mao Yimin

Mr. Li Pei Sen

Ms. Wu Keyan

*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:*

24th Floor

AXA Centre

151 Gloucester Road

Wan Chai

Hong Kong

27 August 2014

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

Dear Sir/Madam,

**(1) ISSUANCE OF SUPPLEMENTAL 2013 ANNUAL REPORT; AND  
(2) NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 14 August 2014 in relation to the issuance of the Supplemental 2013 Annual Report.

As mentioned in the Results Announcement and the Annual Report, the Company had applied the equity method of accounting for its investment in Vie Show, to include in the OSGH Financial Statements the Group's share of the results and net assets of Vie Show for the year ended 31 December 2013 and as at that date. As the directors of Vie Show needed more time to finalise the financial statements of Vie Show, they had not approved its financial statements for the year ended 31 December 2013 and had not provided to the component auditor of Vie Show written representations in that regard as at the date of the Results Announcement and the Annual Report. Hence, the component auditor of Vie Show was unable to provide

\* For identification purposes only

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## **LETTER FROM THE BOARD**

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KPMG with an audit opinion in respect of the financial statements of Vie Show in accordance with Hong Kong Standard on Auditing 600. KPMG was accordingly unable to determine whether any adjustments were necessary to the carrying amount of the Group's investment in Vie Show and the Group's share of the results of Vie Show as included in the Group's consolidated financial statements as at and for the year ended 31 December 2013. KPMG therefore issued a qualified opinion on the OSGH Financial Statements, which were adopted by the Shareholders at the annual general meeting of the Company held on 27 June 2014.

The component auditor of Vie Show completed its audit of the financial statements of Vie Show for the year ended 31 December 2013 and as at that date with an unqualified opinion issued on 12 June 2014. Accordingly, the Company has reviewed Vie Show's financial Statements and is of the view that the financial figures stated in Vie Show's audited financial statements for the year ended 31 December 2013 are consistent with those accounted for using the equity method in the OSGH Financial Statements, the details of which were mentioned in the Update Announcement.

### **UPDATED FINANCIAL STATEMENTS AND UPDATED AUDITOR'S REPORT**

On 14 August 2014, the Board approved the Updated Financial Statements. KPMG has also provided the Updated Auditor's Report. The Updated Financial Statements and the Updated Auditor's Report have been reviewed by the audit committee of the Company and have been published in the Supplemental 2013 Annual Report.

### **SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at 24/F., AXA Centre, 151 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 23 September 2014 at 11:00 a.m. or any adjournment thereof is set out on pages SGM-1 to SGM-2 of this circular. At the SGM, the resolution will be proposed to receive and adopt the Updated Financial Statements and the Updated Auditor's Report.

In accordance with Rule 13.39(4) of the Listing Rules and bye-law 67 of the Bye-Laws, all votes of the Shareholders to be taken at the SGM must be taken by poll. The chairman of the SGM shall therefore demand voting on all resolutions set out in the notice of SGM 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 SGM is enclosed herein. Whether or not you intend to attend and vote at the SGM, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so wish.

### **RECOMMENDATION**

The Directors consider that the proposal for the adoption of the Updated Financial Statements and the Updated Auditor's Report is 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 resolution to be proposed at the SGM.

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## LETTER FROM THE BOARD

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### 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 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.

Yours faithfully,

For and on behalf of the Board

**Orange Sky Golden Harvest Entertainment (Holdings) Limited**

**Wu Kebo**

*Chairman and Executive Director*

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## NOTICE OF SPECIAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the special general meeting of Orange Sky Golden Harvest Entertainment (Holdings) Limited (the “**Company**”) will be held at 24/F., AXA Centre, 151 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 23 September 2014 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

#### **Ordinary Resolution**

To receive and adopt the updated audited financial statements of the Company and its subsidiaries and the report of auditors of the Company for the year ended 31 December 2013.

By Order of the Board

**Orange Sky Golden Harvest Entertainment (Holdings) Limited**

**Wu Kebo**

*Chairman and Executive Director*

Hong Kong, 27 August 2014

*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

\* *For identification purposes only*



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## NOTICE OF SPECIAL GENERAL MEETING

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*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 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.