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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)**

**POLL RESULTS OF ANNUAL GENERAL MEETING**

**HELD ON 3 JUNE 2016**

**AND**

**RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board is pleased to announce that all proposed resolutions set out in the notice of the AGM dated 28 April 2016 were duly passed by way of poll at the AGM.

The Board further announces that Mr. Huang Shao-Wah George has retired from his position as an independent non-executive Director of the Company after the conclusion of the AGM.

References are made to the circular of Orange Sky Golden Harvest Entertainment (Holdings) Limited (the “**Company**”) dated 28 April 2016 (the “**Circular**”) and the notice of the annual general meeting of the Company (the “**AGM**”) dated 28 April 2016.

The board of directors of the Company (the “**Board**”) is pleased to announce that all proposed ordinary resolutions set out in the notice of the AGM dated 28 April 2016 were duly passed by the shareholders of the Company by way of poll at the AGM held on 3 June 2016.

\* For identification purpose only

Tricor Tengis Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as the scrutineer at the AGM for the vote-taking. The poll results of the resolution proposed at the AGM are as follows:

Ordinary Resolutions		No. of votes (%)		Total no. of votes
		For	Against	
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 2015.	1,162,089,542 (100.00%)	0 (0.00%)	1,162,089,542 (100.00%)
2.	(a) To re-elect Ms. Wu Keyan as an executive Director;	1,161,674,542 (99.96%)	415,000 (0.04%)	1,162,089,542 (100.00%)
	(b) To re-elect Ms. Wong Sze Wing as an independent non-executive Director;	1,160,879,542 (99.90%)	1,210,000 (0.10%)	1,162,089,542 (100.00%)
	(c) To authorise the Board to fix the Directors' remuneration.	1,162,089,542 (100.00%)	0 (0.00%)	1,162,089,542 (100.00%)
3.	To re-appoint Messrs. KPMG as auditors of the Company and to authorise the Board to fix their remuneration.	1,162,089,542 (100.00%)	0 (0.00%)	1,162,089,542 (100.00%)
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	1,118,752,335 (96.27%)	43,337,207 (3.73%)	1,162,089,542 (100.00%)
5.	To grant a general mandate to the Directors to repurchase shares in the capital of the Company representing up to 10% of its issued share capital as at the date of passing this resolution.	1,161,644,542 (99.96%)	445,000 (0.04%)	1,162,089,542 (100.00%)
6.	To extend the general mandate granted to the Directors to allot, issue or deal with shares by the number of shares repurchased under the resolution 5.	1,118,737,335 (96.27%)	43,352,207 (3.73%)	1,162,089,542 (100.00%)

According to the poll results stated above, as more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued shares of HK\$0.1 each in the share capital of the Company (the "Share(s)") was 2,742,519,248 Shares. All shareholders of 2,742,519,248 Shares were entitled to attend and vote for or against the resolutions at the AGM. There was no Share entitling the holders to attend and vote only against the resolutions at the AGM. There was no Share entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and there was no Share requiring the holders to abstain from voting at the AGM under the Listing Rules.

Shareholders of the Company may refer to the Circular for details of the resolution proposed at the AGM. The Circular may be viewed and downloaded from the Company's website at [www.osgh.com.hk](http://www.osgh.com.hk) or the designated website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

## **RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board of the Company announces that in accordance with the bye-laws of the Company, Mr. Huang Shao-wah George (“**Mr. Huang**”) retired by rotation and did not offer himself for re-election at the AGM held on 3 June 2016. Mr. Huang also retired as a member of the audit committee of the Company. The Company confirms that there were no matter relating to Mr. Huang's retirement that needs to be brought to the attention of the shareholders of the Company.

The Board also takes this opportunity to express its gratitude to Mr. Huang for his valuable contribution and services to the Board during the tenure of his office.

Following the retirement of Mr. Huang, the Company has only two independent non-executive Directors and two audit committee members, the number of which falls below the minimum number required under Rules 3.10(1) and 3.21 of the Listing Rules respectively. The Company is in the course of identifying a suitable candidate to fill in the vacancy of an independent non-executive Director and a member of the audit committee of the Company with a view to fulfilling the minimum required number of independent non-executive Directors and audit committee members under Rules 3.10(1) and 3.21 of the Listing Rules respectively as soon as practicable and in compliance with the relevant Listing Rules requirements. Further announcement will be made by the Company upon fulfillment of the aforesaid requirements.

By order of the Board  
**Orange Sky Golden Harvest Entertainment (Holdings) Limited**  
**Leung Wing Chong**  
*Company Secretary*

Hong Kong, 3 June 2016

*List of all directors of the Company as of the time issuing this announcement:*

*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

Ms. Wong Sze Wing