



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)

**FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING
(OR AT ANY ADJOURNMENT THEREOF)**

**Form of proxy for use at the special general meeting to be held on
Tuesday, 23 September 2014 at 11:00 a.m. or any adjournment thereof**

I/We^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the share capital of Orange Sky Golden Harvest Entertainment (Holdings) Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or ^(Note 3) _____
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 24/F., AXA Centre, 151 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 23 September 2014 at 11:00 a.m. (the "Meeting") and to vote on my/our behalf on the resolution as set out in the notice convening the Meeting (the "Notice") as indicated below ^(Note 4).

| Ordinary Resolution | | For ^(Note 4) | Against ^(Note 4) |
|---------------------|--|-------------------------|-----------------------------|
| 1. | 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. | | |

Dated this _____ day of _____ 2014. Signature(s) ^(Note 5): _____

Notes:

- Full names(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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(S) WHO SIGN(S) IT.** If you are a holder of two or more shares you may appoint more than one proxy to attend and vote on the same occasion provided that, if more than one proxy is so appointed, you shall specify the number and class of shares in respect of which each such proxy is so appointed.
- 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/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- 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.
- 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.
- 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 in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or the adjourned Meeting.
- Completion and return of this form of proxy will not preclude you from attending and voting at the 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 purposes only