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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 OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Orange Sky Golden Harvest Entertainment (Holdings) Limited (the “**Company**”) will be held at 24th Floor, Capital Centre, 151 Gloucester Road, Wan Chai, Hong Kong on Friday, 23 November 2018 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution which will be proposed with or without amendment as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (i) the sale and purchase agreement dated 29 August 2018 (the “**Sale and Purchase Agreement**”) entered into by Jiangyin Orange Sky Golden Harvest Liuliu Property Co., Ltd* (江陰橙天嘉禾六六房產有限公司) (the “**Purchaser**”) and Jiangyin Orange Land Cinema Development Management Co., Ltd.* (江陰橙地影院開發管理有限公司) (the “**Seller**”) in relation to the acquisition of two buildings with 7 and 11 floors respectively, the underground area with 2 floors with total gross floor area of approximately 93,137.68 square meters and the land use rights with total site area of approximately 23,334 square meters situated at south of Wuxing Road, west of Xiadong Road, Jiangyin, the PRC (中國江陰市夏港街道五星路南、夏東路西側), the personal guarantee granted by Mr. Wu Kebo to the Purchaser dated 29 August 2018 (the “**Guarantee**”) to guarantee the due performance of the Seller of its obligations under the Sale and Purchase Agreement, copy of which has been tabled before the meeting marked “A” and “B” and initialled by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

* For identification purposes only

- (ii) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all such further acts and things and execute all such further documents and take all steps which in his/her opinion may be necessary, desirable or expedient to implement and/or give effect to the Sale and Purchase Agreement, the Guarantee and the transactions contemplated thereunder, and to approve any changes and amendments thereto as he/she may consider to be necessary, desirable or expedient.”

Yours faithfully,
By order of the board of directors of
**Orange Sky Golden Harvest
Entertainment (Holdings) Limited**
Mr. Wu Kebo
Chairman and Executive Director

Hong Kong, 23 October 2018

Registered office
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal place of business
24th Floor
Capital Centre
151 Gloucester Road
Wan Chai
Hong Kong

Notes:

1. Any member entitled to attend and vote at the SGM 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 authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised 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 authorised 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.

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

Ms. Chow Sau Fong, Fiona

Independent Non-executive Directors:

Mr. Leung Man Kit

Ms. Wong Sze Wing

Mr. Fung Chi Man, Henry