



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, 28 March 2017 at 11:00 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\$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 <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 24/F., AXA Centre, 151 Gloucester Road, Wan Chai, Hong Kong on Tuesday, 28 March 2017 at 11:00 a.m. (the "Meeting") and to vote on my/our behalf on the resolutions as set out in the notice convening the Meeting (the "Notice") as indicated below <sup>(Note 4)</sup>.

Ordinary Resolutions		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	(a) To approve the Sale and Purchase Agreement, the Supplemental Agreement, the Loan Repayment Agreement (as defined in the notice of the Meeting) and the transactions contemplated thereunder.		
	(b) To authorise any one or more of the directors of the Company to do all such acts and things, to sign and execute all such documents for and on behalf of the Company and to take such steps as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement, the Supplemental Agreement, the Loan Repayment Agreement and the transactions contemplated thereunder.		
2.	(a) To re-elect Ms. Chow Sau Fong, Fiona as an executive director of the Company.		
	(b) To re-elect Mr. Fung Chi Man, Henry as an independent non-executive director of the Company.		
	(c) To authorise the board of directors to fix the remuneration of the respective directors.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

**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.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the 'Purposes'). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Tengis Limited at the above address.

\* For identification purposes only