



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 ANNUAL GENERAL MEETING
(OR AT ANY ADJOURNMENT THEREOF)**

**Form of proxy for use at the annual general meeting to be held on
Wednesday, 5 June 2013 at 10:30 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 annual general meeting (or at any adjournment thereof) of the Company to be held at Board Room, 3/F, Nexus Building, 77 Des Voeux Road Central, Hong Kong on Wednesday, 5 June 2013 at 10:30 a.m. and at any adjournment thereof (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 ^(Note 4).

As Ordinary Resolutions		For ^(Note 4)	Against ^(Note 4)
Ordinary Business			
1.	To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company ("Directors") and auditors of the Company for the year ended 31 December 2012.		
2.	(i) To re-elect Ms. Wu Keyan as an executive Director		
	(ii) To re-elect Mr. Leung Man Kit as an independent non-executive Director		
	(iii) To re-elect Mr. Huang Shao-Hua George as an independent non-executive Director		
	(iv) To authorise the board of Directors to fix the Directors' remuneration.		
3.	To re-appoint Messrs. KPMG as auditors of the Company and to authorise the board of Directors to fix their remuneration.		
Special Business			
4.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
5.	To grant a general mandate to the Directors to repurchase shares in the share capital of the Company representing up to 10% of its issued share capital as at the date of passing this resolution.		
6.	To extend the general mandate granted to the Directors to allot, issue or deal with shares of the Company by the number of shares repurchased under resolution no. 5.		

Dated this _____ day of _____ 2013.

Signature(s) ^(Note 5): _____

Notes:

- Full name(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 and transfer office in Hong Kong, Tricor Tengis Limited, 26th Floor, Tesbury Centre, 28 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 purpose only