

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

CLOSING OF VERY SUBSTANTIAL DISPOSAL

Reference is made to the announcements of the Company dated 9 February 2017, 7 March 2017, 19 April 2017, 21 June 2017, 27 June 2017 and 20 July 2017, and the circular dated 13 March 2017 (the “**Circular**”), in relation to the entering into of the Sale and Purchase Agreement, the Loan Repayment Agreement and the Supplemental Agreement. Unless otherwise defined, terms used in this announcement shall have the same meanings as those that were set out in the Circular.

The Board is pleased to announce that Closing took place on 28 July 2017. As at the Closing Date, the Vendor had already received an amount equivalent in USD of RMB3.02 billion (being the Initial Consideration, net of the PRC Tax Payment) from the Purchaser in Hong Kong.

Following the Closing, the Group no longer holds any equity interests in the Target Company and each member of the Target Group has ceased to be a subsidiary of the Company.

CHANGE IN PAYMENT ARRANGEMENT

Pursuant to the Sale and Purchase Agreement, save for (i) the Deposit in the amount equivalent in USD of RMB200 million and (ii) the Offshore Consideration Payment in the amount equivalent in USD of RMB1.92 billion, which shall be paid by the Purchaser to the Offshore Bank Account, the remaining payment (the “**Remaining Amount**”) shall be paid by the Purchaser in the PRC, to the Onshore Bank Account (the “**Original Payment Arrangement**”).

* For identification purpose only

To facilitate prompt payment and receipt of the Consideration, the Parties have agreed that apart from the Joint Amount, which shall be paid to the offshore escrow account operated by an escrow agent, the rest of the Remaining Amount, together with an amount that is equivalent to the Total First Guarantee Amount (the “**Payment**”) will be paid by the Purchaser to offshore bank accounts designated by the Vendor. Upon the Vendor’s receipt of the Payment, the Vendor shall return an amount equivalent to the Total First Guarantee Amount to the onshore bank account of the Purchaser (collectively, the “**Revised Payment Arrangement**”).

The Company confirms that the Revised Payment Arrangement is procedural in nature with the purpose of speeding up the procedure for receiving payment from the Purchaser. The Company also confirms that the Revised Payment Arrangement will not affect the amount of the Consideration payable by the Purchaser to the Vendor. As such, the Board is of the view that the Revised Payment Arrangement is a better and more beneficial arrangement to the Company and the Shareholders as compared to the Original Payment Arrangement.

The Board is looking forward to continuously expand the existing operations of the Remaining Group and to increase future profitability of the Company after the Closing through continuous search for new cinema investment opportunities outside of the PRC and film and other potential media-related investment opportunities as previously disclosed in the Circular.

Further announcement(s) will be made by the Company to update the Shareholders on the details of the Disposal, including but not limited to the total amount of the Consideration.

By order of the Board
Orange Sky Golden Harvest Entertainment (Holdings) Limited
Man Tak Cheung
Company Secretary

Hong Kong, 28 July 2017

List of all Directors of the Company as of the time of 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