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eSun Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 571)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of the members (the “**Members**”) of eSun Holdings Limited (the “**Company**”) will be held at Salon 1–3, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 21 December 2011 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited financial statements and the reports of the directors and the independent auditors of the Company for the seven months ended 31 July 2011; and
2. To re-elect the retiring directors of the Company (the “**Directors**”) and to authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.

By Order of the Board
eSun Holdings Limited
Kwok Siu Man
Company Secretary

Hong Kong, 22 November 2011

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business:
11th Floor
Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon, Hong Kong

Notes:

- (1) A Member entitled to attend and vote at the SGM convened by the above notice (the “**Notice**”) (or any adjournment thereof) is entitled to appoint one (or, if he/she/it holds two or more shares in the Company (the “**Shares**”), more than one) proxy to attend and, on a poll, vote on his/her/its behalf in accordance with the Company’s Bye-laws. A proxy need not be a Member.
- (2) A form of proxy for use at the SGM is enclosed with the Notice.

- (3) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged with Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong (the “**Registrar**”), at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the SGM or at any of its adjourned meeting should they so wish. In such case, the said form(s) of proxy shall be deemed to be revoked.

The contact phone and fax numbers of the Registrar are (852) 2980 1333 and (852) 2810 8185 respectively.

- (4) To ascertain the entitlements to attend and vote at the SGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the Registrar’s above office no later than 4:30 p.m. on Friday, 16 December 2011 for registration.
- (5) Where there are joint registered holders of any Share, any one of such joint holders may attend and vote at the SGM or its adjourned meeting (as the case may be), either in person or by proxy, in respect of such Share as if he/she/it is solely entitled thereto, but if more than one of such joint holders are present at the SGM or its adjourned meeting (as the case may be) personally or by proxy, that one of such holders so present whose name stands first in the register/branch register of Members in respect of such Share shall alone be entitled to vote in respect thereof.
- (6) Concerning agenda item 2 of this Notice,
- (i) in accordance with the Company’s Bye-laws and code provision A.4.2 of the Code on Corporate Governance Practices set out in Appendix 14 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), Messrs. Cheung Wing Sum, Ambrose, Low Chee Keong and Alfred Donald Yap will voluntarily retire as Directors by rotation at the SGM though they are due to retire only at the annual general meeting to be held in 2012. Being eligible, Mr. Low and Mr. Yap offer themselves for re-election; however, Mr. Cheung has indicated that he will not be offering himself for re-election at the SGM; and
- (ii) in accordance with Rule 13.74 of Listing Rules, details of the aforesaid Directors proposed to be re-elected are set out in the “Biographical Details of Directors” section of the Annual Report 2011 of the Company for the seven months ended 31 July 2011.
- (7) In compliance with Rule 13.39(4) of the Listing Rules, voting on the resolutions proposed in the Notice shall be decided by way of a poll at the SGM.
- (8) If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 9:00 a.m. and 5:00 p.m. on the date of the SGM, then the SGM will be postponed and the Members will be informed of the date, time and venue of the postponed SGM by a supplementary notice, posted on the respective websites of the Company and the Stock Exchange.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 9:00 a.m. on the date of the SGM, and where conditions permit, the SGM will be held as scheduled.

The SGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Members should decide on their own whether they would attend the SGM under a bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

As at the date of this announcement, the Board comprises four executive Directors, namely Dr. Lam Kin Ngok, Peter and Messrs. Lui Siu Tsuen, Richard (Chief Executive Officer), Cheung Wing Sum, Ambrose and Cheung Sum, Sam; three non-executive Directors, namely Madam U Po Chu, Mr. Albert Thomas da Rosa, Junior and Mr. Andrew Y. Yan; and four independent non-executive Directors, namely Messrs. Low Chee Keong (Chairman), Alfred Donald Yap and Lo Kwok Kwei, David and Dr. Ng Lai Man, Carmen.