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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 of eSun Holdings Limited (the “Company”) will be held at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Saturday, 23 July 2011 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the sale and purchase agreement dated 15 June 2011 and entered into between East Asia Satellite Television (Holdings) Limited (“East Asia”), Melco Crown Entertainment Limited (“MCE”) and the Company (a copy of which has been produced at the meeting, marked “A” and initialled by the chairman of the meeting for the purpose of identification) (the “**Sale and Purchase Agreement**”) and more particularly described in the circular of the Company dated 7 July 2011 (the “**Circular**”) in relation to the disposal of the 60% share capital of and shareholder loan in Cyber One Agents Limited by East Asia to MCE and all transactions, matters and amendments contemplated under the Sale and Purchase Agreement, and the execution, performance and implementation of the Sale and Purchase Agreement and all ancillary matters contemplated under the Sale and Purchase Agreement be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to take all steps in relation to the Company and/or any of its subsidiary(ies)/jointly-controlled entities and any two directors or any director and the company secretary of the Company be and are hereby authorised to affix the seal of the Company to all such documents and deliver the same as deeds of the Company, in any such case as he(she)/they may consider necessary or desirable to implement or give effect to the terms of the Sale and Purchase Agreement and the transactions and matters and ancillary agreements or documents contemplated under the Sale and Purchase Agreement (including, without limitation, the execution, performance and implementation of any documents and the exercise or enforcement of any right thereunder), and to

make and agree such variations to the terms of the Sale and Purchase Agreement and ancillary agreements or documents contemplated under the Sale and Purchase Agreement on behalf of the Company as he/she/they, in his/her/their absolute discretion, may consider to be desirable, appropriate or necessary and in the interests of the Company.”

2. **“THAT:**

- (a) subject to the passing of the resolution numbered 1 set out above as an ordinary resolution, the waiver and termination agreement dated 15 June 2011 and entered into between Boom Faith Limited (“**Boom Faith**”), East Asia, CapitaLand Commercial Limited, CapitaLand Integrated Resorts Pte. Ltd. (“**CIR**”) and the Company (a copy of which has been produced at the meeting, marked “**B**” and initialled by the chairman of the meeting for the purpose of identification) (the “**Waiver and Termination Agreement**”) and more particularly described in the Circular in relation to the acquisition of the 33.33% share capital of East Asia by Boom Faith from CIR and all transactions, matters and amendments contemplated under the Waiver and Termination Agreement, and the execution, performance and implementation of the Waiver and Termination Agreement and all ancillary matters contemplated under the Waiver and Termination Agreement be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company be and is hereby authorised to take all steps in relation to the Company and/or any of its subsidiary(ies)/jointly-controlled entities and any two directors or any director and the company secretary of the Company be and are hereby authorised to affix the seal of the Company to all such documents and deliver the same as deeds of the Company, in any such case as he(she)/they may consider necessary or desirable to implement or give effect to the terms of the Waiver and Termination Agreement and the transactions and matters and ancillary agreements or documents contemplated under the Waiver and Termination Agreement (including, without limitation, the execution, performance and implementation of any documents and the exercise or enforcement of any right thereunder), and to make and agree such variations to the terms of the Waiver and Termination Agreement and ancillary agreements or documents contemplated under the Waiver and Termination Agreement on behalf of the Company as he/she/they, in his/her/their absolute discretion, may consider to be desirable, appropriate or necessary and in the interests of the Company.”

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

Hong Kong, 7 July 2011

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

*Head Office and Principal Place of Business:*  
11/F., Lai Sun Commercial Centre  
680 Cheung Sha Wan Road  
Kowloon, Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the special general meeting convened by the above notice (or any adjournment thereof) (the “**SGM**”) is entitled to appoint one (or, if he/she/it holds two or more shares, more than one) proxy to attend and, on a poll, vote on his behalf in accordance with the Bye-laws of the Company. A proxy need not be a member of the Company.
2. 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, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (the “**Registrar**”), 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 of the Company from attending in person and voting at the SGM or at any of its adjourned meeting should they so wish.
3. To ascertain the entitlements to attend and vote at the SGM, members of the Company must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrar no later than 4:00 p.m. on Thursday, 21 July 2011 for registration.
4. Where there are joint registered holders of any share in the Company, 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 shares 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 of the Company in respect of such share shall alone be entitled to vote in respect thereof.
5. In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), voting on the resolutions proposed in the above notice shall be decided by way of a poll. In accordance with the Bye-laws of the Company, unless a poll is required by the Listing Rules or any other applicable laws, at any general meeting of members of the Company, a resolution shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded by:
  - (i) the chairman of the meeting; or
  - (ii) at least three members of the Company present in person or by proxy for the time being entitled to vote at the meeting; or
  - (iii) any member or members of the Company present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members of the Company having the right to vote at the meeting; or
  - (iv) a member or members of the Company present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

In accordance with the relevant requirements under the Listing Rules and for good corporate governance practice, the chairman of the SGM will exercise his power under the Bye-laws of the Company to put each of the resolutions set out in the above notice to the vote by way of a poll.

*As at the date of this announcement, the executive directors of the Company are Dr. Lam Kin Ngok, Peter and Messrs. Lui Siu Tsuen, Richard (Chief Executive Officer), Cheung Wing Sum, Ambrose and Cheung Sum, Sam; the non-executive directors are Mr. Low Chee Keong (Chairman), Madam U Po Chu, Mr. Lo Kwok Kwei, David, Mr. Albert Thomas da Rosa, Junior and Miss Leung Churk Yin, Jeanny; and the independent non-executive directors are Mr. Tong Ka Wing, Carl (Deputy Chairman), Mr. Alfred Donald Yap and Dr. Ng Lai Man, Carmen.*