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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 Harbour View Room I, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 11 May 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the underwriting agreement dated 27 February 2012 and entered into between Lai Fung Holdings Limited 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 “**Underwriting Agreement**”) and more particularly described in the circular of the Company dated 24 April 2012 (the “**Circular**”) in relation to the underwriting of the Open Offer (as more particularly described in the Circular) and all transactions, matters and amendments contemplated under the Underwriting Agreement, and the execution, performance and implementation of the Underwriting Agreement and all ancillary matters contemplated under the Underwriting Agreement (including, without limitation, the CL Undertaking (as more particularly described in the Circular)) be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company (the “**Director**”) 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 one 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 Underwriting Agreement (including, without limitation, the CL Undertaking) and the transactions and matters and ancillary agreements or documents contemplated thereunder (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 to such variations to the terms of the Underwriting Agreement and ancillary agreements or documents contemplated under the Underwriting Agreement (including, without limitation, the CL Undertaking) 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, 24 April 2012

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 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 the SGM and, on a poll, vote on his/her/its behalf in accordance with the bye-laws of the Company. 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 that event, the said form(s) of proxy shall be deemed to be revoked.

The contact phone number of the Registrar is (852) 2980 1333.

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 office of the Registrar no later than 4:30 p.m. on Tuesday, 8 May 2012 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 Shares as if he/she/it were solely entitled thereto. However, 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. In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), voting on the resolution proposed in the Notice shall be decided by way of a poll at the SGM.

7. 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 or not they would attend the SGM under any bad weather condition having considered 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 three executive Directors, namely Dr. Lam Kin Ngok, Peter, Mr. Lui Siu Tsuen, Richard (Chief Executive Officer) and Mr. 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.