



# eSun Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 571)

## FORM OF PROXY

For use by Members at the Annual General Meeting  
to be held on Friday, 11 December 2015 at 10:00 a.m. or its adjournment

Number of Shares to which this Form of Proxy relates <sup>(Note 1)</sup>	
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I/We <sup>(Note 2)</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of ordinary share(s) ("Share(s)") of eSun Holdings Limited ("Company"), HEREBY APPOINT <sup>(Note 3)</sup> the chairman of the meeting  
or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and act for me/us at the annual general meeting of the Company to be held at Harbour View Rooms I & II, 3/F., The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 11 December 2015 at 10:00 a.m. ("2015 AGM") and its adjournment (as the case may be) and to vote on my/our behalf in respect of the resolutions to be considered and, if thought fit, passed at the 2015 AGM and its adjournment (as the case may be) as directed below.

Please indicate with a "✓" in the following boxes provided how you wish your vote(s) to be cast on a poll.

		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>	ABSTAIN <sup>(Note 4)</sup>
<b>Ordinary Business</b>				
1.	To consider and adopt the audited financial statements of the Company for the year ended 31 July 2015 and the reports of the directors and the independent auditors thereon.			
2.	(A) To re-elect the following directors of the Company ("Directors") who retire and have offered themselves for re-election:			
	(i) Mr. Chew Fook Aun as an Executive Director;			
	(ii) Mr. Lam Hau Yin, Lester as an Executive Director;			
	(iii) Mr. Lo Kwok Kwei, David as an Independent Non-executive Director; and			
	(iv) Dr. Ng Lai Man, Carman as an Independent Non-executive Director.			
	(B) To authorise the board of Directors ("Board") to fix the Directors' remuneration.			
3.	To re-appoint Ernst and Young, Certified Public Accountants of Hong Kong, as the independent auditors of the Company for the ensuing year and to authorise the Board to fix their remuneration.			
<b>Special Business</b>				
To pass the following Ordinary Resolutions*:				
4.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company.			
	(B) To grant a general mandate to the Directors to buy back the Shares not exceeding 10% of the issued share capital of the Company.			
	(C) To extend the general mandate granted to the Directors to issue Shares by adding the number of Shares bought back.			
5.	To approve the adoption of New Share Option Scheme and termination of Existing Share Option Scheme (both as defined in the circular of the Company dated 12 November 2015).			
6.	To approve the refreshment of the 10% limit of the existing share option scheme of Media Asia Group Holdings Limited, an indirect 59.18%-owned subsidiary of the Company.			

\* The full text of the above resolutions is set out in the notice of the 2015 AGM dated 12 November 2015.

Member's Signature: \_\_\_\_\_ <sup>(Note 5)</sup> Date this \_\_\_\_\_ day of \_\_\_\_\_, 2015

Contact Phone Number: \_\_\_\_\_

### Notes:

- Please insert the number of the Share(s). If no number is inserted or the number inserted exceeds the total number of the Share(s) registered in your name(s), this form of proxy will be deemed to relate to all the Share(s) registered in your name(s).
- Full name(s) and address(es) must be inserted in **CAPITAL LETTERS**.
- A member of the Company ("Member") is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy of his/her/its choice to vote instead of him/her/it provided that each proxy is appointed to exercise the rights attached to the Share(s) held by the Member. A proxy need not be a Member. If such an appointment is made, please delete the words "the chairman of the meeting or" and insert in **CAPITAL LETTERS** the name and address of the person appointed as the proxy in the space provided. For appointment of more than one proxy, the original form of proxy may be photocopied for use.
- IMPORTANT: PLEASE INDICATE WITH A "✓" IN THE APPROPRIATE SPACE BESIDE EACH OF THE RESOLUTIONS HOW YOU WISH THE PROXY TO VOTE ON YOUR BEHALF.** If a "✓" is put under the columns "For", "Against" or "Abstain", it will be deemed to relate to the total number of the Share(s) held. If only part of the shareholding is to be voted, please state the relevant number of the Share(s) under the column(s) "For", "Against" or "Abstain". However, the number of the Share(s) abstained from voting will not be counted in the calculation of the required majority of voting. If this form of proxy is returned duly signed but without a specific direction, the proxy will cast your vote(s) or abstain from voting at his/her/its discretion. Save to the extent of any instructions as aforesaid, this form of proxy gives absolute authority to the proxy to do all such things (including voting or abstaining as he/she/it may at his/her/its absolute discretion consider appropriate) that the appointing Member may do in respect of any business which may be transacted at the 2015 AGM.
- This form of proxy or a photocopy thereof must be signed by the appointor or his/her/its attorney duly authorised in writing, or if such appointor is a corporation, either given under its common seal or under the hand of an officer or attorney duly authorised. In the case of joint holders of the Share(s), this form of proxy must be signed by the Member whose name stands first in the register/branch register of Members of the Company.
- To be valid, this form of proxy or a photocopy thereof, duly signed and completed together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's branch share registrar in Hong Kong, **Tricor Tengis Limited**, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the 2015 AGM or its adjournment (as the case may be). **Their contact phone number is (852) 2980 1333.**
- Completion and return of this form of proxy does not preclude a Member from attending in person and voting at the 2015 AGM or its adjournment (as the case may be) should he/she/it so wish. In such case, the said form(s) of proxy shall be deemed to be revoked.
- Any alterations made in this or any photocopied form of proxy must be initialled by the person who signs it.**
- Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on all resolutions set out in the notice of the 2015 AGM will be decided by way of a poll at the 2015 AGM.
- The Company reserves its rights to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered, at the Company's absolute discretion, not material.
- A Member or his/her/its proxy should produce proof of identity when attending the 2015 AGM. If a corporate Member appoints its representative to attend the 2015 AGM, such representative should produce proof of identity and a copy of the resolution of the board of directors or other governing body of that Member appointing such representative to attend the 2015 AGM.