



eSun Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 571)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of eSun Holdings Limited (“the Company”) will be held at The Harbour Room, 3/F., The Ritz-Carlton Hong Kong, 3 Connaught Road Central, Hong Kong on Friday, 16 June 2006 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without modification, as an ordinary resolution of the Company:

Ordinary Resolution

“**THAT:**

- (i) the Transaction (as defined in the circular to the shareholders of the Company dated 30 May 2006 of which this notice forms part (the “Circular”), and the transactions and agreements contemplated under or incidental to the Transaction (including the Share Purchase Agreement (copies of which marked “A” are produced at the meeting and signed by the Chairman of the meeting for the purpose of identification), the Deed of Tax Covenant, the Joint Venture Agreement, the Entertainment Lease Option Deed and, upon exercise of the First Option and Second Option granted pursuant thereto, the Entertainment Lease Agreements (aforementioned capitalised terms shall have the same meaning as defined in the Circular, and the aforementioned documents collectively defined as the “Transaction Documents”), and the execution, performance and implementation of the Transaction Documents and ancillary matters contemplated thereunder be and are hereby confirmed, approved and ratified; and
- (ii) any director of the Company be and is hereby authorised on behalf of the Company to exercise, perfect and deliver all such documents and do all such acts and things and any two directors or any director and the company secretary of the Company be and are hereby authorised to affix the company’s seal to all such documents and deliver the same as deeds of the Company, in any such case as may be necessary or desirable to implement or give effect to the terms of the Transaction Documents and the transactions and ancillary agreements or documents contemplated thereunder (including without limitation, the execution of any deeds and/or documents in connection with the Transaction and the exercise or enforcement of any right thereunder) and to make and agree such variations to the terms of the Transaction Documents and ancillary agreements or documents contemplated thereunder as he, in his 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
Yeung Kam Hoi
Company Secretary

Hong Kong, 30 May 2006

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:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his stead in accordance with the Company’s Bye-laws. A proxy need not be a member of the Company.
- (b) The form of proxy, 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 with the Company’s Registrars in Hong Kong, Tengis Limited, 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 special general meeting or adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or at any adjourned meeting should they so wish.
- (c) Where there are joint holders of any share in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the executive directors of the Company are Mr. Lien Jown Jing, Vincent, Mr. Lee Po On, Mr. Lam Kin Ngok, Peter, Mr. Cheung Wing Sum, Ambrose and Mr. Liu Ngai Wing; the non-executive directors are Mr. Lam Kin Ming, Madam Tam Wai Chu, Maria and Madam U Po Chu and the independent non-executive directors are Mr. Alfred Donald Yap, Mr. Low Chee Keong and Mr. Tong Ka Wing, Carl.