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## **eSun Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 571)**

### **Poll Results of the Adjourned 2012 Annual General Meeting and Special General Meeting Held on 18 December 2012**

All the Proposed Resolutions were passed by way of poll at the Adjourned 2012 AGM and the SGM held on 18 December 2012.

The board of directors (“**Directors**” and “**Board**”, respectively) of eSun Holdings Limited (“**Company**”) is pleased to announce that all the proposed resolutions (“**Proposed Resolutions**”) as set out in each of the notice of the adjourned 2012 annual general meeting (“**Adjourned 2012 AGM**”) dated 19 November 2012 and the notice of the special general meeting (“**SGM**”) dated 1 December 2012 (“**SGM Notice**”) were duly passed as ordinary resolutions by way of poll at the Adjourned 2012 AGM and the SGM both held on Tuesday, 18 December 2012 at 9:45 a.m. and 10:15 a.m., respectively.

#### **Poll Results of the Adjourned 2012 AGM**

Details of the poll results in respect of the ordinary resolutions proposed at the Adjourned 2012 AGM are as follows:

<b>Ordinary Resolutions</b>		<b>Number of votes cast (Approximate percentage of total number of votes cast)</b>		<b>Total number of votes cast</b>
		<b>For</b>	<b>Against</b>	
1.	To consider and adopt the audited financial statements of the Company for the year ended 31 July 2012 and the reports of the directors and the independent auditors thereon.	831,361,498 (100%)	0 (0%)	831,361,498
2.	To re-appoint Ernst & Young, Certified Public Accountants of Hong Kong, as the independent auditors of the Company for the year ending 31 July 2013 and to authorise the Board to fix their remuneration.	827,121,498 (99.49%)	4,240,000 (0.51%)	831,361,498

## Poll Results of the SGM

Details of the poll results in respect of the ordinary resolutions proposed at the SGM are as follows:

Ordinary Resolutions		Number of votes cast (Approximate percentage of total number of votes cast)			Total number of votes cast
		For	Against	Abstain	
1.	To approve the adoption of a new share option scheme and the termination of the existing share option scheme by Lai Fung Holdings Limited (“ <b>Lai Fung</b> ”), a subsidiary of the Company, and to authorise the Directors and the company secretary of the Company (“ <b>Company Secretary</b> ”) to implement this resolution.	744,979,173 (91.82%)	66,377,800 (8.18%)		811,356,973
2.	To elect Mr. Lam Hau Yin, Lester (“ <b>Mr. Lester Lam</b> ”) as an executive Director.	745,962,530 (92.26%)	62,600,000 (7.74%)	2,794,443	808,562,530
3.	To approve, confirm and ratify the Deed of Conditional Waiver (as supplemental by the Supplemental Deed) executed by Lai Fung and all transactions contemplated thereunder.	246,723,901 (79.75%)	62,640,000 (20.25%)	501,993,072	309,363,901
4.	To approve the adoption of a new share option scheme and the termination of the existing share option scheme by Media Asia Group Holdings Limited, a 51.09%-owned subsidiary of the Company, and to authorise the Directors and the Company Secretary to implement this resolution.	803,605,173 (99.04%)	7,751,800 (0.96%)		811,356,973

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, all the Proposed Resolutions were duly passed as ordinary resolutions of the Company.

Notes:

1. The full text of each of the Proposed Resolutions No. 1, 3 and 4 of the SGM was set out in the SGM Notice.
2. As at the date of the Adjourned 2012 AGM and the SGM, there were a total of 1,243,212,165 issued shares of HK\$0.50 each of the Company (“**Shares**”) entitling the holders thereof (“**Shareholders**”) to attend and vote on all the Proposed Resolutions at the Adjourned 2012 AGM and Proposed Resolutions No. 1 and 4 at the SGM, respectively.
3. (a) No Shareholder was required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”) to abstain from voting on any of the Proposed Resolutions at the Adjourned 2012 AGM and no Shareholder entitled to attend the Adjourned 2012 AGM was entitled to vote only against any of the Proposed Resolutions thereat.  
  
(b) As at the date of the SGM, Mr. Lester Lam beneficially owned 2,794,443 Shares (representing approximately 0.22% of the issued share capital of the Company). For the best corporate governance, Mr. Lester Lam voluntarily abstained from voting at the SGM on Proposed Resolution No. 2 of the SGM Notice in respect of his election as an executive Director.  
  
(c) As at the date of the SGM, Transtrend Holdings Limited (the controlling shareholder of the Company) and its associates, Dr. Lam Kin Ngok, Peter (an executive Director) and Mr. Lester Lam, holding 501,993,072 Shares in aggregate (representing approximately 40.38% of the Company’s issued share capital), were required under the Listing Rules to abstain, and did abstain, from voting at the SGM on Proposed Resolution No. 3 of the SGM Notice in respect of the approval of the Deed of Conditional Waiver executed by Lai Fung. Accordingly, as at the date of the SGM, the total number of Shares entitling the Shareholders to attend the SGM and vote on Proposed Resolution No. 3 was 741,219,093 Shares. There were no Shares entitling the Shareholders to attend and vote only against such resolution at the SGM.  
  
(d) The number of Shares abstained from voting has not been counted in the calculation of the required majority of voting.
4. Tricor Tengis Limited, the branch share registrars of the Company in Hong Kong, was appointed the scrutineers for the purpose of vote-taking in respect of the Proposed Resolutions at both the Adjourned 2012 AGM and the SGM.

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

Hong Kong, 18 December 2012

*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), Chew Fook Aun and Lam Hau Yin, Lester; two Non-executive Directors, namely Madam U Po Chu 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.*