

eSun Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 571)

PROXY FORM

FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD
ON THURSDAY, 12 MARCH 2009 AT 2:30 P.M. AND AT ANY ADJOURNMENT THEREOF

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____ share(s)^(Note 2) of HK\$0.50
each in the capital of eSun Holdings Limited (the "Company"), hereby appoint **THE CHAIRMAN OF THE MEETING**
or^(Notes 3&4) _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Special General Meeting of the Company
(or any adjournment thereof) to be held at Salon 1-3, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong,
Pacific Place, 88 Queensway, Hong Kong on Thursday, 12 March 2009 at 2:30 p.m. (the "Meeting") for the purpose of
considering and, if thought fit, passing the ordinary and special resolutions set out in the notice convening the Meeting,
in the manner indicated below, or if no such indication is given, as my/our proxy thinks fit:

Ordinary Resolutions [#]		FOR ^(Note 5)	AGAINST ^(note 5)
(1)	To approve the appointment of Dr. Ng Lai Man, Carmen		
(2)	To approve the appointment of Mr. Lo Kwok Kwei, David		
Special Resolution [#]			
(3)	To amend the bye-laws of the Company		

[#] The full text is set out in the notice convening the Meeting

Dated this _____ day of _____ 2009 Signature^(Note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.50 each in the capital of the Company registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
3. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
4. If any proxy other than the Chairman of the Meeting is preferred, please strike out "**THE CHAIRMAN OF THE MEETING**" and insert the full name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK ("✓") THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK ("✓") THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
6. This proxy form must be signed by you or your attorney duly authorised in writing or, in case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
7. Where there are joint registered holders of any share in the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
8. To be valid, this proxy form, together with the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority, shall be deposited with the Company's branch share registrar in Hong Kong, Tricor 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 Meeting or any adjournment thereof.
9. **COMPLETION AND RETURN OF THIS PROXY FORM WILL NOT PRECLUDE YOU FROM ATTENDING AND VOTING IN PERSON AT THE MEETING (AND AT ANY ADJOURNMENT THEREOF) SHOULD YOU SO WISH. IN SUCH EVENT, THIS PROXY FORM SHALL BE DEEMED TO BE REVOKED.**