



eSun Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 571)

FORM OF PROXY

For use by members at the Special General Meeting

to be held on Tuesday, 18 December 2012 at 10:15 a.m. (or as soon thereafter as the adjourned 2012 annual general meeting of the Company convened at the same place and on the same date at 9:45 a.m. shall have been concluded or adjourned) or its adjournment

Number of Shares to which this Form of Proxy relates ^(Note 1)

I/We ^(Note 2), _____ of _____, being the registered holder(s) of ordinary shares of HK\$0.50 each ("Shares") in the capital of eSun Holdings Limited ("Company"), HEREBY APPOINT ^(Note 3) the chairman of the meeting or _____ of _____ as my/our proxy to attend and act for me/us at the special general meeting of the Company ("SGM") to be held at Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 18 December 2012 at 10:15 a.m. (or as soon thereafter as the adjourned 2012 annual general meeting of the Company convened at the same place and on the same date at 9:45 a.m. shall have been concluded or adjourned) or its adjournment and to vote on my/our behalf in respect of the resolutions to be considered and, if thought fit, passed at the SGM or its adjournment as directed below.

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

	Ordinary Resolutions ^(Note 12)	FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTAIN ^(Note 4)
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 ("Lai Fung"), a subsidiary of the Company, and to authorise the directors and the company secretary of the Company to implement this resolution.*			
2.	To elect Mr. Lam Hau Yin, Lester as an executive director of the Company.			
3.	To approve, confirm and ratify the Deed of Conditional Waiver (as supplemented by the Supplemental Deed) executed by Lai Fung and all transactions contemplated thereunder.*			
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 of the Company to implement this resolution.*			

* The full text of the resolutions is set out in the notice convening the SGM dated 1 December 2012.

Member's Signature: _____ ^(Note 5)

Dated this _____ day of December, 2012

Contact Phone Number: _____

Notes:

- Please insert the number of the Shares. If no number is inserted or the number inserted exceeds the total number of the Shares registered in your name(s), this form of proxy will be deemed to relate to all the Shares in the capital of the Company 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: 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". IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "ABSTAIN".** If a "✓" is put under the columns "For", "Against" or "Abstain", it will be deemed to relate to the total number of the Shares held. If only part of the shareholding is to be voted/abstained, please state the relevant number of the Shares under the columns "For", "Against" or "Abstain". However, the number of the Shares 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 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 may at his/her absolute discretion consider appropriate) that the appointing Member may do in respect of any business which may be transacted at the SGM.
- 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.
- To be valid, this form of proxy or a photocopy thereof, duly completed together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited at the Company's branch share registrars 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 SGM or its adjournment. **Their contact phone number is (852) 2980 1333.**
- Completion and return of this or any photocopied form of proxy does not preclude a Member from attending and voting in person at the SGM or its adjournment thereof 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 the resolutions set out in the notice of the SGM will be decided by way of a poll at the SGM.
- The Company reserves its right to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, not material.
- A Member or his/her/its proxy should produce proof of identity when attending the SGM. If a corporate Member appoints its representative to attend the SGM, 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 SGM.
- Two circulars of the Company dated 1 December 2012 are sent to Members separately containing the following:
 - details regarding **Ordinary Resolutions nos. 1, 2 and 4** are set out in the circular of the Company dated 1 December 2012 in relation to, among others, the adoption of the New LFH Share Option Scheme (as defined therein), the election of an executive director of the Company and the adoption of the New MAGH Share Option Scheme (as defined therein); and
 - details regarding **Ordinary Resolution no. 3** are set out in the circular of the Company dated 1 December 2012 in relation to the connected transaction in respect of the Deed of Conditional Waiver (as defined therein).