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## **eSun Holdings Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 571)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (“**SGM**”) of the members (“**Members**”) of eSun Holdings Limited (“**Company**”) will 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 10:15 a.m. (or as soon thereafter as the 2015 annual general meeting of the Company convened at the same place and on the same date at 10:00 a.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT:**

- (A) the conditional agreement dated 30 September 2015 (“**Agreement**”, a copy of which has been marked “A” and produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification) entered into among (i) the Federation of Trade Union of Zhabei District of Shanghai\* (上海市閘北區總工會) as vendor; (ii) Shanghai Zhabei Plaza Real Estate Development Company Limited\* (上海閘北廣場房地產發展有限公司) as purchaser; and (iii) Lai Fung Holdings Limited as guarantor (both the purchaser and the guarantor are indirect non-wholly-owned subsidiaries of the Company), for the acquisition of the entire interest in the premises situated at the 6th to 11th Floors, Hui Gong Building\* (匯貢大廈), No. 99 Tian Mu Road West, Zhabei, Shanghai, the People’s Republic of China, together with the corresponding land use rights and the right to use 20 car-parking spaces in the basement, and the transactions contemplated thereunder or incidental thereto be and are hereby approved, confirmed and ratified; and
- (B) the directors of the Company be and are hereby authorised to do all things and acts, enter into all transactions, arrangements and agreements, and sign and execute all documents (under hand or under the common seal of the Company) for and on behalf of the Company which they consider desirable or expedient to implement and/or to give effect to the Agreement and the transactions contemplated thereunder.”

By order of the board of directors of  
**eSun Holdings Limited**  
**Wong Lai Chun**  
*Company Secretary*

Hong Kong, 23 November 2015

\* For identification purposes only

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head Office and Principal Place of Business:*  
11th Floor, Lai Sun Commercial Centre  
680 Cheung Sha Wan Road  
Kowloon  
Hong Kong

*Notes:*

1. *A Member entitled to attend and vote at the SGM convened by the above notice (“Notice”) or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more shares of the Company (“Shares”), more than one) proxy to attend the SGM and, on a poll, vote on his/her/its behalf in accordance with the Bye-laws of the Company. A proxy need not be a Member.*
2. *To be valid, a form of proxy, 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 lodged with Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong (“Registrar”), at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the SGM or its adjourned meeting (as the case may be) should they so wish. In that event, the said form(s) of proxy shall be deemed to be revoked.*

*The contact phone number of the Registrar is (852) 2980 1333.*

3. *To ascertain the entitlements to attend and vote at the SGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrar no later than 4:30 p.m. on Tuesday, 8 December 2015 for registration.*
4. *Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the SGM or its adjourned meeting (as the case may be), either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto. However, if more than one of such joint holders are present at the SGM or its adjourned meeting (as the case may be) personally or by proxy, then one of such holders so present whose name stands first in the register/branch register of Members in respect of such Shares shall alone be entitled to vote in respect thereof.*
5. *In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), voting on the resolution proposed in the Notice shall be decided by way of a poll at the SGM.*
6. *If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a “black” rainstorm warning signal is expected to be in force at any time after 8:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the respective websites of the Company (www.esun.com) and the Stock Exchange (www.hkexnews.hk) to notify Members of the date, time and place of the rescheduled SGM.*

*If a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal is lowered or cancelled at or before 8:00 a.m. on the date of the SGM and where conditions permit, the SGM will be held as scheduled. The SGM will be held as scheduled when an amber or red rainstorm warning signal is in force.*

*Having considered their own situations, Members should decide on their own whether they would attend the SGM under a bad weather condition and if they do so, they are advised to exercise care and caution.*

7. *Members are advised to read the circular of the Company dated 23 November 2015 which contains information concerning the resolution to be proposed in the SGM.*

*As at the date of this announcement, the Board comprises four Executive Directors, namely Messrs. Lui Siu Tsuen, Richard (Chief Executive Officer), Chew Fook Aun, Lam Hau Yin, Lester and Yip Chai Tuck; 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), Lo Kwok Kwei, David and Alfred Donald Yap and Dr. Ng Lai Man, Carmen.*