



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, 17 December 2013 at 11:00 a.m. or its adjournment

Number of Shares to which this Form of Proxy relates (Note 1)	
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I/We (Note 2), _____
of _____,
being the registered holder(s) of ordinary shares of HK\$0.50 each (“Shares”) in the share 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, 3/F., The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 17 December 2013 at 11:00 a.m. and its adjournment (as the case may be) and to vote on my/our behalf in respect of the resolution to be considered and, if thought fit, passed at the SGM and its adjournment as directed below.

Please indicate with a “✓” in the following box(es) provided how you wish your vote(s) to be cast on a poll.

	FOR (Note 4)	AGAINST (Note 4)	ABSTAIN (Note 4)
Ordinary Resolution*			
To approve, confirm and ratify the subscription agreement dated 25 September 2013 (“ Subscription Agreement ”) between Sunny Horizon Investments Limited (“ SHIL ”), Lai Fung (Hengqin) Development Company Limited (“ LFHQ ”) and Rosy Commerce Holdings Limited (“ Rosy Commerce ”) in respect of (i) the respective subscriptions for 79 and 20 new ordinary shares in Rosy Commerce by LFHQ and SHIL; (ii) the assignment by LFHQ to SHIL of 20% of the total amount of loans, advances and other sums owing or payable to LFHQ by Rosy Commerce as at completion of the Subscription Agreement; and (iii) the entering into of a shareholders’ agreement in relation to Rosy Commerce by LFHQ, SHIL and Rosy Commerce (“ Shareholders’ Agreement ”), and the transactions contemplated under the Subscription Agreement and the Shareholders’ Agreement (collectively, “ Transaction ”); AND to authorise the directors of the Company to implement the Transaction.			

* The full text of the above resolution is set out in the notice of the SGM dated 26 November 2013.

Member’s Signature: _____ (Note 5)

Dated this _____ day of _____, 2013

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 share 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 RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTION, PLEASE TICK THE APPROPRIATE BOX 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, 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/its 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/it may at his/her/its 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 the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), must be deposited at the Company’s branch share registrars in Hong Kong, **Tricor Tengis Limited**, at 26/F., 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 form of proxy does not preclude a Member from attending in person and voting at the SGM or its adjournment 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 resolution set out in the notice of the SGM will be decided by way of a poll.
- 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.