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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 the Meeting Rooms, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong on Wednesday, 13 May 2020 at 9:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the Possible Disposal (as more particularly described in the circular of the Company dated 24 April 2020 (“Circular”)) as a very substantial disposal of the Company, all actions taken (or to be taken) by the Company in relation thereto and all other matters contemplated thereunder be and are hereby approved (terms defined in the Circular having the same meanings when used in this resolution).”
2. “**THAT** the Possible Disposal (as more particularly described in the Circular) as a connected transaction of the Company, all actions taken (or to be taken) by the Company in relation thereto and all other matters contemplated thereunder be and are hereby approved (terms defined in the Circular having the same meanings when used in this resolution).”

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

Hong Kong, 24 April 2020

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. A form of proxy for use at the SGM or its adjournment (as the case may be) is enclosed with this Notice and is also available on the respective websites of the Company and The Stock Exchange of Hong Kong Limited (“Stock Exchange”).*
- (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 54, 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 Thursday, 7 May 2020 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 of the Company 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, voting on all resolutions 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 hoisted or a “black” rainstorm warning signal is in force at any time after 7:00 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 venue 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 7:00 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 24 April 2020 (“Circular”) which contains information concerning the resolutions to be proposed in the SGM.*

- (8) *Considering the outbreak of the novel coronavirus (COVID-19), certain measures will be implemented at the SGM with a view to addressing the risk to attendees of infection, including the following:*
- (a) *all attendees will be required to undergo body temperature check;*
 - (b) *all attendees will be required to complete a health declaration form (a copy of the form is enclosed with the Circular), which may be used for contact tracing, if required;*
 - (c) *any attendees who are subject to health quarantine prescribed by the Government of the HKSAR will not be admitted to the venue of the SGM;*
 - (d) *all attendees will be required to wear surgical face masks throughout the SGM;*
 - (e) *each attendee will be assigned a designated seat at the time of registration to ensure social distancing;*
 - (f) *any person who does not comply with the measures above may be denied entry into, or be required to leave, the venue of the SGM; and*
 - (g) *no refreshments or beverages will be provided, and there will be no corporate gifts.*
- (9) *The Company reminds Shareholders that they should carefully consider the risks of attending the SGM, taking into account their own personal circumstances. The Company would like to remind Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising their voting rights and **strongly recommends that Shareholders appoint the Chairman of the SGM as their proxy** and submit their form of proxy as early as possible. In light of the risks posed by the COVID-19 pandemic, the Company **strongly encourages Shareholders NOT to attend the SGM in person.***
- (10) *The Company will keep the evolving COVID-19 situation under review and may implement additional measures (which it will announce closer to the date of the SGM).*

As at the date of this announcement, the board of directors of the Company comprises four Executive Directors, namely Messrs. Lui Siu Tsuen, Richard (Chief Executive Officer), Chew Fook Aun, Lam Hau Yin, Lester and Yip Chai Tuck; one Non-executive Director, namely Madam U Po Chu; 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.