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eSun Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 571)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT an annual general meeting (“**2013 AGM**”) of the members (“**Members**”) of eSun Holdings Limited (“**Company**”) will be held at Gloucester Room II, 3/F., The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Friday, 22 November 2013 at 10:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the year ended 31 July 2013 and the reports of the directors and the independent auditors thereon.
2. To re-elect the retiring directors of the Company (“**Directors**”) and to authorise the board of Directors (“**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Ernst & Young, Certified Public Accountants of Hong Kong, as the independent auditors of the Company for the ensuing year and to authorise the Board to fix their remuneration.

AS SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

(A) “**THAT**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional ordinary shares of HK\$0.50 each in the share capital of the Company (“**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) an issue of Shares upon the exercise of rights of subscription, exchange or conversion under the terms of any of the options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares); or
 - (iii) an issue of Shares as scrip dividends pursuant to the Bye-laws of the Company (“**Bye-laws**”) from time to time; or
 - (iv) an issue of Shares under any award or option scheme or similar arrangement for the grant or issue to eligible participants under such scheme or arrangement of Shares or rights to acquire Shares,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of this Resolution, and the said approval shall be limited accordingly; and

- (d) for the purposes of this Resolution,

“Relevant Period” means the period from the date of passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (“**AGM**”);
- (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company (“**Members**”) in general meeting; or
- (iii) the expiration of the period within which the next AGM is required by law or the Bye-laws to be held; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of Members and/or the Hong Kong branch register of Members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- (B) “**THAT** the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase the Shares in issue on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange under the Code on Share Repurchases issued by the SFC, and that the exercise by the Directors of all powers of the Company to repurchase the Shares subject to and in accordance with all applicable laws, rules and regulations, be and are hereby generally and unconditionally approved subject to the following conditions:
- (i) such mandate shall not extend beyond the Relevant Period;
 - (ii) such mandate shall authorise the Directors to procure the Company to repurchase the Shares at such prices and on such terms as the Directors may at their absolute discretion determine; and
 - (iii) the aggregate nominal amount of the Shares to be repurchased by the Company pursuant to this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly.”
- (C) “**THAT** subject to the passing of the Ordinary Resolutions No. 4(A) and 4(B) in the notice convening this meeting (“**Notice**”), the general mandate granted to the Directors and for the time being in force to exercise all the powers of the Company to issue, allot and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares which has been repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to repurchase such Shares, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of this Resolution.”

By Order of the Board
eSun Holdings Limited
Chung Yim Hung Eliza
Company Secretary

Hong Kong, 24 October 2013

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

Head Office and Principal Place of Business:
11/F., Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon
Hong Kong

Notes:

- (1) A Member entitled to attend and vote at the 2013 AGM convened by the above 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, more than one) proxy to attend and, on a poll, vote on his behalf in accordance with the Bye-laws. A proxy need not be a Member.
- (2) To be valid, a form of proxy, 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 the Company's branch share registrars in Hong Kong, Tricor Tengis Limited ("**Registrars**"), 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 2013 AGM 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 2013 AGM or its adjourned meeting (as the case may be) should they so wish. In that case, the said form(s) of proxy shall be deemed to be revoked.

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

- (3) To ascertain the entitlements to attend and vote at the 2013 AGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrars no later than 4:30 p.m. on Tuesday, 19 November 2013 for registration.
- (4) Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the 2013 AGM 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, but if more than one of such joint holders are present at the 2013 AGM 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) Concerning agenda item 2 of the Notice,
 - (i) in accordance with Bye-law 86(2) of the Bye-laws and code provision A.4.2 of the Corporate Governance Code set out in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange ("**Listing Rules**"), Dr. Lam Kin Ngok, Peter (an Executive Director), Mr. Lui Siu Tsuen, Richard (an Executive Director and the Chief Executive Officer) and Madam U Po Chu (a Non-executive Director) will voluntarily retire as Directors by rotation at the 2013 AGM though they are due to retire only at the AGM to be held in 2014; all the aforesaid Directors, being eligible, offer themselves for re-election; and
 - (ii) in accordance with Rule 13.74 of the Listing Rules, details of the aforesaid retiring Directors are set out in the "Biographical Details of Directors" section of the Annual Report of the Company for the year ended 31 July 2013. For the purpose of their re-election as Directors at the forthcoming 2013 AGM, there are no other matters which need to be brought to the attention of the shareholders of the Company, and there is no information that needs to be disclosed pursuant to the requirements of the provisions of Rule 13.51(2) of the Listing Rules in connection with the said re-election.
- (6) Concerning agenda item 3 of the Notice, the Board (which concurs with the audit committee of the Company) has recommended that subject to the approval of Members at the 2013 AGM, Ernst & Young will be re-appointed the independent auditors of the Company for the year ending 31 July 2014 ("**Year 2014**"). Members should note that in practice, independent auditors' remuneration for the Year 2014 cannot be fixed at the 2013 AGM because such remuneration varies by reference to the scope and extent of the audit and other works which the independent auditors are being called upon to undertake in any given year. To enable the Company to charge the amount of such independent auditors' remuneration as operating expenses for the Year 2014, Members' approval to delegate the authority to the Board to fix the independent auditors' remuneration for the Year 2014 is required, and is hereby sought, at the 2013 AGM.

- (7) Details concerning agenda items 4(A) to 4(C) of the Notice are set out in the circular of the Company dated 24 October 2013.
- (8) In compliance with Rule 13.39(4) of the Listing Rules, voting on all resolutions proposed in the Notice shall be decided by way of a poll.
- (9) 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 7:00 a.m. on the date of the 2013 AGM, the 2013 AGM 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 2013 AGM.

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 2013 AGM and where conditions permit, the 2013 AGM will be held as scheduled. The 2013 AGM 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 2013 AGM under a bad weather condition and if they do so, they are advised to exercise care and caution.

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