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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 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. 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 subscription agreement dated 25 September 2013 (“**Subscription 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 between Sunny Horizon Investments Limited (“**SHIL**”, an indirect wholly-owned subsidiary of the Company), Lai Fung (Hengqin) Development Company Limited (“**LFHQ**”) and Rosy Commerce Holdings Limited (“**Rosy Commerce**”) in respect of, among other things, (i) the respective subscriptions for 79 and 20 new ordinary shares of a par value of US\$1.00 each in the capital of Rosy Commerce (collectively, “**Subscription Shares**”) by LFHQ and SHIL; (ii) the assignment by LFHQ to SHIL of 20% of the total amount of loans, advances, interests (if any) and other sums and indebtedness due, owing, outstanding 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 for the purposes of regulating the relationship of the shareholders of Rosy Commerce inter se and the management and conduct of the business and affairs of Rosy Commerce and its subsidiaries (“**Shareholders’ Agreement**”, a copy of the final draft of which has been marked “B” and produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification), and the transactions contemplated under the Subscription Agreement and the Shareholders’ Agreement (collectively, “**Transaction**”), 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) which they consider desirable or expedient to implement and/or to give effect to the Transaction, including without limitation the allotment and issue of the Subscription Shares in accordance with the Subscription Agreement.”

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

Hong Kong, 26 November 2013

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 HK\$0.50 each in the share capital of the Company (“Shares”), more than one) proxy to attend the SGM and, on a poll, vote on his 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, 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 registrars of the Company in Hong Kong (“Registrars”), 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 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 Registrars 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 Registrars no later than 4:30 p.m. on Thursday, 12 December 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 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 of Hong Kong Limited (“Stock Exchange”), voting on the resolution proposed in the Notice shall be decided by way of a poll.*

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 26 November 2013 which contains information concerning the resolution to be proposed in the SGM.*

As at the date of this announcement, the board of directors of the Company 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.