



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 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) or its adjournment

Number of Shares to which this Form of Proxy relates <small>(Note 1)</small>	
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I/We (Note 2), _____
of _____,
being the registered holder(s) of ordinary share(s) ("Share(s)") 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 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) 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 the case may be) 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.

Ordinary Resolution <i>(The full text of the resolution is set out in the notice of the SGM dated 23 November 2015.)</i>	FOR <small>(Note 4)</small>	AGAINST <small>(Note 4)</small>	ABSTAIN <small>(Note 4)</small>
<p>To approve, confirm and ratify the conditional agreement dated 30 September 2015 ("Agreement") 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 to authorise the directors of the Company to implement and/or to give effect to the Agreement and the transactions contemplated thereunder.</p> <p><small>* For identification purpose only</small></p>			

Member's Signature: _____ (Note 5) Date this _____ day of _____, 2015

Contact Phone Number: _____

Notes:

- Please insert the number of the Share(s). If no number is inserted or the number inserted exceeds the total number of the Share(s) registered in your name(s), this form of proxy will be deemed to relate to all the Share(s) 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: PLEASE INDICATE WITH A "✓" IN THE APPROPRIATE SPACE BESIDE THE RESOLUTION HOW YOU WISH THE PROXY TO VOTE ON YOUR BEHALF.** If a "✓" is put under the columns "For", "Against" or "Abstain", it will be deemed to relate to the total number of the Share(s) held. If only part of the shareholding is to be voted, please state the relevant number of the Share(s) under the column(s) "For", "Against" or "Abstain". However, the number of the Share(s) 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. In the case of joint holders of the Share(s), this form of proxy must be signed by the Member whose name stands first in the register/branch register of Members of the Company.
- To be valid, this form of proxy or a photocopy thereof, 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 deposited at the Company's branch share registrar in Hong Kong, **Tricor Tengis Limited**, 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 adjournment (as the case may be). **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 (as the case may be) 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 at the SGM.
- The Company reserves its rights to treat any form of proxy which has been incorrectly completed in some manner as valid if such incorrectness is considered, at the Company's 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.