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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 of eSun Holdings Limited (the “Company”) will be held at Salon 1-3, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 10:30 a.m. on Monday, 20 September 2010 (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution, with or without modification where permissible:

AS AN ORDINARY RESOLUTION

(1) **“THAT:**

- (i) the shares swap agreement dated 26 July 2010 (the “Shares Swap Agreement”) (a copy of which is produced in the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose) entered into between the Company and Lai Sun Garment (International) Limited in relation to the LSD Transaction and the Lai Fung Transaction (as defined in the circular to the shareholders of the Company dated 30 August 2010 of which this notice forms part), and the transactions contemplated under the Shares Swap Agreement and the execution, performance and implementation thereof and ancillary matters contemplated thereunder be and are hereby confirmed, approved and ratified; and
- (ii) any one director of the Company be and is hereby authorised for and on behalf of the Company to exercise, perfect and deliver all such documents and do all such acts or things and any two directors or any director and the company secretary of the Company be and are hereby authorised to affix the Company’s seal to all such documents and deliver the same as deeds of the Company, in any such case as may be necessary or desirable to implement or give effect to the terms of the Shares Swap Agreement, the transactions, any ancillary agreements or documents contemplated thereunder (including without limitation, the execution of any deeds and/or documents and the exercise or enforcement of any right thereunder) and to make and agree such variations to the terms of the Shares Swap Agreement and ancillary agreements or documents contemplated thereunder as he, in his absolute discretion, may consider to be desirable, appropriate or necessary and in the interests of the Company.”

By Order of the Board
eSun Holdings Limited
Goh Soon Khian
Company Secretary

Hong Kong, 30 August 2010

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:

- (a) A member of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead in accordance with the Company's Bye-laws. A proxy need not be a member of the Company.
- (b) To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be lodged with the share registrar of the Company in Hong Kong, Tricor Tengis Limited, 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 adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the SGM or at any of its adjourned meeting should they so wish.
- (c) Where there are joint registered holders of any shares in the Company, any one of such joint holders may attend and vote at the SGM, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the SGM, personally or by proxy, that one of such holders so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (d) In compliance with Rule 13.39(4) of the Listing Rules, voting on resolution in respect of the above matters set out in this Notice will be decided by way of a poll. In accordance with the Company's Bye-laws, unless a poll is required by the Listing Rules or any other applicable laws, at any general meeting of members of the Company, a resolution shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded by:
 - (i) the chairman of the meeting; or
 - (ii) at least three members present in person or by proxy for the time being entitled to vote at the meeting;
or

- (iii) any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- (iv) a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

As at the date of this announcement, the executive directors of the Company are Mr. Lam Kin Ngok, Peter, Miss Leung Churk Yin, Jeanny, Mr. Cheung Wing Sum, Ambrose and Mr. Lui Siu Tsuen, Richard; the non-executive directors are Mr. Low Chee Keong, Madam U Po Chu, Mr. Lo Kwok Kwei, David and Mr. Albert Thomas da Rosa, Junior; and the independent non-executive directors are Mr. Tong Ka Wing, Carl, Mr. Alfred Donald Yap and Dr. Ng Lai Man, Carmen.