

eSun Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 571)

Form of Proxy for Special General Meeting to 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

I/We^(Note 1) _____
of _____
being the registered holder(s) of _____
shares^(Note 2) of HK\$0.50 each in the share capital of eSun Holdings Limited (the “Company”), hereby appoint **THE CHAIRMAN OF THE MEETING** or^(Note 3) _____
of _____
as my/our proxy to attend, vote and act for me/us at the above Special General Meeting of the Company (the “Meeting”) (and at any adjournment thereof, as the case may be) for the purposes of considering and, if thought fit, passing the Resolution as set out in the Notice convening the Meeting to vote for me/us and in my/our name(s) in respect of the Resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit (and on any other resolution properly put to the Meeting and at his/her discretion)^(Note 4).

	ORDINARY RESOLUTION [#]	FOR	AGAINST
1.	To approve the shares swap agreement dated 26 July 2010 entered into between the Company and Lai Sun Garment (International) Limited in relation to the reorganisation involving shares in the capital of Lai Fung Holdings Limited and Lai Sun Development Company Limited.		

The full text is set out in the Notice Convening the Meeting.

Dated this _____ day of _____ 2010 Signed^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. A member may appoint more than one proxy to attend the Meeting. The proxy need not be a member of the Company, but must attend the Meeting in person to represent you.
4. If any proxy other than the Chairman of the Meeting is preferred, please strike out the words “**THE CHAIRMAN OF THE MEETING** or” and insert the full name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (“✓”) THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (“✓”) THE APPROPRIATE BOX MARKED “AGAINST”.** Failure to complete the appropriate box will entitle your proxy to cast his/her votes at his/her discretion.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
7. Where there are joint registered holders of any shares in the Company, any one of such persons may attend and vote at the Meeting, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto. If more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons whose name stands first on the Register of Members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
8. To be valid, this 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 deposited at the Company’s share registrar 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 Meeting.
9. **COMPLETION AND RETURN OF THIS FORM OF PROXY WILL NOT PRECLUDE YOU FROM ATTENDING AND VOTING IN PERSON AT THE MEETING, OR AT ANY ADJOURNMENT THEREOF, IF YOU SO WISH.**