



# 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 Wednesday, 21 December 2011 at 10:00 a.m. or any adjournment thereof

Number of Shares to which this Form  
of Proxy relates (Note 1)

I/We (Note 2)

of \_\_\_\_\_  
being the registered holder(s) of ordinary shares of HK\$0.50 each (the "Shares") in the capital of eSun Holdings Limited (the "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 (the "SGM") to be held at Salon 1-3, JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 21 December 2011 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions to be considered and, if thought fit, passed at the SGM and its adjournment as directed below.

Please indicate with a "✓" in the following boxes provided how you wish your vote(s) to be cast on a poll.

		FOR <sup>(Note 6)</sup>	AGAINST <sup>(Note 6)</sup>	ABSTAIN <sup>(Note 6)</sup>
<b>Ordinary Resolutions</b>				
1.	To consider and adopt the audited financial statements and the reports of the directors and the independent auditors of the Company for the seven months ended 31 July 2011.			
2.	(A) To re-elect the following Directors who retire and have offered themselves for re-election:			
	(i) Mr. Low Chee Keong as an independent non-executive Director; and			
	(ii) Mr. Alfred Donald Yap as an independent non-executive Director.			
	(B) To authorise the Board to fix the Directors' remuneration.			

Member's Signature: \_\_\_\_\_ (Notes 4 and 5) Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2011

Contact Phone Number: \_\_\_\_\_

### Notes:

- Please insert the number of the Shares. If no number is inserted or the number inserted exceeds the total number of the Shares registered in your name(s), this form of proxy will be deemed to relate to all the Shares in the capital of the Company 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 holds two or more Shares, more than one) proxy of his choice to vote instead of him provided that each proxy is appointed to exercise the rights attached to a Share or the Shares 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.
- In the case of joint holders of the Shares, this form of proxy must be signed by the Member whose name stands first in the register/branch register of members of the Company.
- This form of proxy or a photocopy thereof must be signed by the appointor or his 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "AGAINST". IF YOU WISH TO ABSTAIN FROM VOTING ON THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED "ABSTAIN".** However, the number of the Shares 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 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 may at his absolute discretion consider appropriate) that the appointing Member may do in respect of any business which may arise at the SGM.
- To be valid, this form of proxy or a photocopy thereof together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's branch 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 SGM or any adjournment thereof.
- Completion and return of this or any photocopied form of proxy does not preclude a Member from attending and voting in person at the SGM or any adjournment thereof should he 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, all resolutions set out in the notice of the SGM dated 22 November 2011 will be decided by poll at the SGM.
- The Company reserves its right 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 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.