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The eSun Offers are being made for the securities of a company incorporated in Bermuda with limited liability and are subject to Hong Kong disclosure and other procedural requirements, which are different from those of the United States of America. The financial information included in the eSun Composite Document has been prepared in accordance with Hong Kong Financial Reporting Standards and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the USA.



LAI SUN DEVELOPMENT

Lai Sun Development Company Limited
(Incorporated in Hong Kong with limited liability)

(Stock Code: 488)



eSun Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 571)

Transtrend Holdings Limited

(Incorporated in Hong Kong with limited liability)

JOINT ANNOUNCEMENT

DESPATCH OF THE eSUN COMPOSITE DOCUMENT AND THE eSUN OPTION OFFER LETTER

**CONDITIONAL VOLUNTARY GENERAL CASH OFFER BY HSBC
ON BEHALF OF THE OFFEROR, A WHOLLY-OWNED
SUBSIDIARY OF LSD, TO ACQUIRE ALL OF THE ISSUED SHARES
OF eSUN (OTHER THAN THOSE ALREADY OWNED OR AGREED
TO BE ACQUIRED BY LSD, THE OFFEROR OR THEIR
RESPECTIVE SUBSIDIARIES) AND TO CANCEL ALL THE
OUTSTANDING SHARE OPTIONS OF eSUN**

Financial Adviser to LSD and the Offeror



INTRODUCTION

Reference is made to (i) the joint announcement dated 27 May 2018 (the “**Joint Announcement**”) published by Lai Sun Garment (International) Limited (“**LSG**”), Lai Sun Development Company Limited (“**LSD**”), Transtrend Holdings Limited (the “**Offeror**”), eSun Holdings Limited (“**eSun**”) and Lai Fung Holdings Limited (“**Lai Fung**”) in respect of, among others, (1) the conditional voluntary general cash offer to be made by The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) on behalf of the Offeror, a wholly-owned subsidiary of LSD, to acquire all of the issued shares of eSun (other than those already owned or agreed to be acquired by LSD, the Offeror or their respective subsidiaries) and to cancel all the outstanding share options of eSun and (2) the possible unconditional mandatory general cash offer to be made by HSBC on behalf of the Offeror to acquire all of the issued shares of Lai Fung (other than those already owned or agreed to be acquired by LSD, the Offeror, eSun or their respective subsidiaries) and to cancel all the outstanding share options of Lai Fung; (ii) the joint announcement issued by LSD, the Offeror, eSun and Lai Fung dated 15 June 2018 in relation to the extension of time for despatch of the eSun Composite Document and the Lai Fung Composite Document; (iii) the joint announcement issued by LSD, the Offeror, eSun and Lai Fung dated 13 July 2018 providing a progress update; and (iv) the eSun Composite Document jointly issued by LSD, the Offeror and eSun dated 23 July 2018.

Unless otherwise defined herein, capitalised terms used herein shall have the meanings ascribed to them in the eSun Composite Document.

DESPATCH OF THE eSUN COMPOSITE DOCUMENT

The eSun Composite Document containing, among other things, (i) the expected timetable in respect of the eSun Offers; (ii) a letter from HSBC setting out, among other things, details of the eSun Offers; (iii) a letter from the eSun Board; (iv) a letter from the eSun Independent Board Committee; and (v) a letter from the eSun Independent Financial Adviser, together with the eSun Form(s) of Acceptance, will be despatched to the eSun Shareholders and the eSun Optionholders on 23 July 2018 in accordance with the Takeovers Code.

The eSun Option Offer Letter will also be despatched to the eSun Optionholders on 23 July 2018.

The eSun Offers will open for acceptance on and from Monday, 23 July 2018 and the latest time and date for acceptance of the eSun Offers will be 4:00 p.m. on Monday, 20 August 2018, unless otherwise revised or extended in accordance with the Takeovers Code.

eSun Offer Shareholders and eSun Optionholders are advised to read the eSun Composite Document (including the letters from the eSun Independent Board Committee and the eSun Independent Financial Adviser), the accompanying eSun Form(s) of Acceptance and the eSun Option Offer Letter (if applicable), before deciding whether or not to accept the eSun Offers (as applicable).

If the level of acceptances of the eSun Share Offer (or the Offeror's holding of eSun Shares) reaches the prescribed thresholds under Section 102(1) (or Section 103(1)) of the Companies Act and the Offeror is allowed to do so under Rule 2.11 of the Takeovers Code, the Offeror will exercise the power of compulsory acquisition under Section 102(1) (or Section 103(1)) of the Companies Act and eSun will apply for the withdrawal of listing of the eSun Shares from the Stock Exchange pursuant to Rule 6.15 of the Listing Rules and a suspension of dealings in the eSun Shares from the close of the eSun Share Offer up to the withdrawal of listing of eSun Shares from the Stock Exchange.

EXPECTED TIMETABLE

The timetable is indicative only and may be subject to changes. Further announcement(s) will be made in the event that there is any change to the following timetable.

Event	Hong Kong Time
Despatch date of the eSun Composite Document and the accompanying eSun Form(s) of Acceptance.....	Monday, 23 July 2018
Opening date of the eSun Offers.....	Monday, 23 July 2018
General meeting of LSG to seek the LSG Shareholders' approval to which the Offers are subject	11:00 a.m. on Wednesday, 8 August 2018
General meeting of LSD to seek the LSD Shareholders' approval to which the Offers are subject (<i>Note 1</i>).....	12:00 noon on Wednesday, 8 August 2018
First eSun Share Offer Closing Date (<i>Note 2</i>).....	Monday, 20 August 2018
Latest time for acceptance of the eSun Offers on the first eSun Share Offer Closing Date (<i>Note 3</i>).....	4:00 p.m. on Monday, 20 August 2018
Announcement of the results of the eSun Offers as at the first eSun Share Offer Closing Date, on the website of the Stock Exchange.....	no later than 7:00 p.m. on Monday, 20 August 2018
Latest date for despatch of cheques for payment of the amounts due under the eSun Offers in respect of valid acceptances received by the first eSun Share Offer Closing Date, assuming that the eSun Offers become or are declared unconditional on the first eSun Share Offer Closing Date (<i>Note 4</i>).....	Wednesday, 29 August 2018

Event**Hong Kong Time**

Latest time and date for acceptance of the eSun Offers assuming that the eSun Offers become or are declared unconditional in all respects on the first eSun Share Offer Closing Date (*Note 5*).....4:00 p.m. on Monday, 3 September 2018

Latest time and date by which the eSun Offers can become or be declared unconditional as to acceptances (*Note 6*).....7:00 p.m. on Friday, 21 September 2018

Notes:

- (1) The relevant general meeting of LSD will take place at the specified time or, if later, immediately following the conclusion of the relevant general meeting of LSG.
- (2) The eSun Offers will close for acceptances at 4:00 p.m. on Monday, 20 August 2018 unless the Offeror revises or extends the eSun Offers in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the eSun Offers until such date as it may determine subject to compliance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). In the event that the eSun Offers have not become or are not declared unconditional on the first eSun Share Offer Closing Date, the Offeror will issue an announcement stating whether the eSun Offers have lapsed or have been revised or extended. If the eSun Offers are extended or revised, the announcement of such extension or revision will either state the next eSun Share Offer Closing Date or, if the eSun Offers have become or been declared unconditional as to acceptances, include a statement that the eSun Offers will remain open until further notice. In the latter case, at least fourteen (14) days' notice in writing must be given, before the eSun Offers are closed, to the eSun Offer Shareholders and the eSun Optionholders who have not accepted the relevant eSun Offers. There is no obligation to extend the eSun Offers if the Conditions are not met by the first eSun Share Offer Closing Date or any subsequent eSun Share Offer Closing Date. Any revised eSun Offers must be kept open for at least fourteen (14) days or, if longer and to the extent required by applicable U.S. regulations (including where there is a change in the eSun Share Offer Price), at least ten (10) U.S. Business Days following the date on which the revised eSun Composite Document is posted, and shall not be closed earlier than Monday, 20 August 2018.
- (3) If you wish to accept the eSun Offers, you should ensure your duly completed and signed eSun Form(s) of Acceptance and the relevant documents *arrive* at the Registrar (for the eSun Share Offer) or the company secretary of eSun (for the eSun Option Offer) not later than the prescribed time. If you choose to deliver the documents by post, you should consider the timing requirements for postage.

Beneficial owners of the eSun Offer Shares who hold their eSun Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.

All acceptances, instructions, authorisations and undertakings given by the eSun Offer Shareholders in the **WHITE** Form of eSun Share Offer Acceptance and by the eSun Optionholders in the **PINK** Form of eSun Option Offer Acceptance shall be irrevocable except as permitted under the Takeovers Code.

- (4) Payment of the consideration (after deducting the seller's ad valorem stamp duty) for the eSun Offer Shares tendered for acceptance under the eSun Share Offer will be posted by ordinary post to the eSun Offer Shareholders who accept the eSun Share Offer at their own risk, and payment of the consideration for the eSun Options surrendered for cancellation under the eSun Option Offer will be delivered to the office of eSun in Hong Kong at 11th Floor, Lai Sun Commercial Centre, 680 Cheung Sha Wan Road, Kowloon, Hong Kong for collection by the eSun Optionholders. Payment will be made as soon as possible, but in any event within seven (7) Business Days following the later of (i) the date on which the eSun Offers become or are declared unconditional in all respects; and (ii) the date of receipt by the Registrar (in respect of the eSun Share Offer) or the company secretary of eSun (in respect of the eSun Option Offer) of all the relevant documents to render each acceptance under the relevant eSun Offers complete and valid in accordance with the Takeovers Code, the eSun Composite Document and the relevant accompanying eSun Form(s) of Acceptance.
- (5) Pursuant to Rule 15.3 of the Takeovers Code, the final eSun Share Offer Closing Date should be no less than fourteen (14) days after the date on which the eSun Offers become or are declared unconditional in all respects.
- (6) In accordance with the Takeovers Code, except with the consent of the Executive, the eSun Share Offer may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the day the eSun Composite Document is posted. Accordingly, unless the eSun Share Offer has previously become or been declared unconditional as to acceptances or has been extended with the consent of the Executive, the eSun Offers will lapse at 7:00 p.m. on Friday, 21 September 2018.

All times and dates references contained in this joint announcement are to Hong Kong times and dates.

WARNING: The eSun Offers will be subject to the Conditions being fulfilled or waived. Accordingly, the eSun Offers may or may not become unconditional. Shareholders and holders of options and other securities of and potential investors in LSG, LSD, eSun and Lai Fung should therefore exercise caution when dealing in the securities of LSG, LSD, eSun and Lai Fung. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board
Lai Sun Development Company Limited

Lau Shu Yan, Julius
*Executive Director and
 Chief Executive Officer*

By order of the board
eSun Holdings Limited

Lui Siu Tsuen, Richard
*Executive Director and
 Chief Executive Officer*

By order of the board
Transtrend Holdings Limited

Chew Fook Aun
Director

Hong Kong, 22 July 2018

As at the date of this joint announcement:

- (a) *the LSD Board comprises four executive directors, namely Dr. Lam Kin Ngok, Peter (Chairman) and Messrs. Chew Fook Aun (Deputy Chairman), Lau Shu Yan, Julius (Chief Executive Officer) and Lam Hau Yin, Lester; two non-executive directors, namely Dr. Lam Kin Ming and Madam U Po Chu; and three independent non-executive directors, namely Messrs. Lam Bing Kwan, Leung Shu Yin, William and Ip Shu Kwan, Stephen.*
- (b) *the Offeror Board comprises four directors, namely Dr. Lam Kin Ngok, Peter and Messrs. Chew Fook Aun, Lau Shu Yan, Julius and Lam Hau Yin, Lester.*
- (c) *the eSun Board comprises four executive directors, namely Messrs. Lui Siu Tsuen, Richard (Chief Executive Officer), Chew Fook Aun, Lam Hau Yin, Lester and Yip Chai Tuck; 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), Lo Kwok Kwei, David and Alfred Donald Yap and Dr. Ng Lai Man, Carmen.*

The LSD Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the eSun Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the eSun Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the eSun Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the eSun Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.

The eSun Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement relating to the eSun Group and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the eSun Group have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.