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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 (“**SGM**”) of the members (“**Members**”) of eSun Holdings Limited (“**Company**”) will be held at Grand Ballroom 5, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong on Friday, 20 September 2019 at 9:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT:**

- (a) the share sale and purchase agreement dated 23 July 2019 entered into between Sunny Horizon Investments Limited as seller and Lai Sun Development Company Limited as buyer (a copy of which is marked “**A**” has been produced to the Members and signed by the chairman of the SGM for the purpose of identification) in relation to, among other matters, the proposed sale of 20% of the total issued share capital of Rosy Commerce Holdings Limited, and the transactions contemplated thereunder (“**Transaction**”) be and are hereby approved, ratified and confirmed;
- (b) the directors of the Company (“**Directors**”) be and are hereby authorised, for and on behalf of the Company, to do all such acts and things, to take all such steps and to sign or otherwise execute all such agreements, documents, deeds or instruments as they may in their absolute discretion consider necessary, desirable or expedient in connection with or to implement and/or to give effect to the Transaction and all matters incidental thereto; and

- (c) the Directors be and are hereby authorised, for and on behalf of the Company, to agree to such variation, amendment, modification and/or waiver of any matters relating to or in connection with the Transaction as are, in their opinion in the interests of the Company and the Members as a whole in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**” and “**Stock Exchange**”, respectively) and other applicable law, rules and regulations.”

By order of the board of directors of
eSun Holdings Limited
Wong Lai Chun
Company Secretary

Hong Kong, 30 August 2019

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:

- (1) *A Member entitled to attend and vote at the SGM convened by the above notice (“**Notice**”) or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more shares of the Company (“**Shares**”), more than one) proxy to attend the SGM and, on a poll, vote on his/her/its behalf in accordance with the Bye-laws of the Company. A proxy need not be a Member.*
- (2) *To be valid, a form of proxy, 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 lodged with Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong (“**Registrar**”), at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the SGM or its adjourned meeting (as the case may be) should they so wish. In that event, the said form(s) of proxy shall be deemed to be revoked.*
- The contact phone number of the Registrar is (852) 2980 1333.*
- (3) *To ascertain the entitlements to attend and vote at the SGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrar no later than 4:30 p.m. on Monday, 16 September 2019 for registration.*
- (4) *Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the SGM or its adjourned meeting (as the case may be), either in person or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto. However, if more than one of such joint holders are present at the SGM or its adjourned meeting (as the case may be) personally or by proxy, then one of such holders so present whose name stands first in the Register/Branch Register of Members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.*

- (5) *In compliance with Rule 13.39(4) of the Listing Rules, voting on the resolution proposed in the Notice shall be decided by way of a poll at the SGM.*
- (6) *If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a “black” rainstorm warning signal is expected to be in force at any time after 7:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the respective websites of the Company (www.esun.com) and the Stock Exchange (www.hkexnews.hk) to notify Members of the date, time and venue of the rescheduled SGM.*

If a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the SGM and where conditions permit, the SGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Having considered their own situations, Members should decide on their own whether they would attend the SGM under a bad weather condition and if they do so, they are advised to exercise care and caution.

- (7) *Members are advised to read the circular of the Company dated 30 August 2019 which contains information concerning the resolution to be proposed in the SGM.*

As at the date of this announcement, the board of directors of the Company comprises four Executive Directors, namely Messrs. Lui Siu Tsuen, Richard (Chief Executive Officer), Chew Fook Aun, Lam Hau Yin, Lester and Yip Chai Tuck; one Non-executive Director, namely Madam U Po Chu; 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.