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## **SUNEVISION HOLDINGS LTD.**

**新意網集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1686)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of SUNeVision Holdings Ltd. (the “**Company**”) will be held at 4th Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Wednesday, 30 October 2019 at 12:30 p.m. (or as soon thereafter as the annual general meeting of the Company to be held at the same place and on the same date at 12:00 noon shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution. Words and expressions that are not expressly defined in this notice of extraordinary general meeting shall bear the same meanings as defined in the circular of the Company dated 11 October 2019 (the “**Circular**”).

#### **ORDINARY RESOLUTION**

- (i) “**THAT:**
- (a) the BI Acquisition Agreement (copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
  - (b) any Director be and is hereby authorised to do all such further acts and things and execute such further documents on behalf of the Company and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the BI Acquisition Agreement and the transactions contemplated thereunder.”;

(ii) **“THAT:**

- (a) the RD Disposal Agreement (copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director be and is hereby authorised to do all such further acts and things and execute such further documents on behalf of the Company and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the RD Disposal Agreement and the transactions contemplated thereunder.”; and

(iii) **“THAT:**

- (a) the MI Disposal Agreement (copy of which has been produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any Director be and is hereby authorised to do all such further acts and things and execute such further documents on behalf of the Company and take all such steps which in his opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of the MI Disposal Agreement and the transactions contemplated thereunder.”.

By order of the Board  
**SUNEVISION HOLDINGS LTD.**  
**Au King-lun, Paulina**  
*Company Secretary*

Hong Kong, 11 October 2019

***Registered Office:***  
PO Box 309, Uglan House  
Grand Cayman  
KY1-1104  
Cayman Islands

***Head Office and Principal Place of Business:***  
Unit 3110, 31/F,  
Standard Chartered Tower,  
Millennium City 1,  
388 Kwun Tong Road,  
Kwun Tong, Kowloon,  
Hong Kong

Notes:

1. In order to determine entitlements of the shareholders of the Company to attend and vote at the extraordinary general meeting of the Company to be held on Wednesday, 30 October 2019 (the “EGM”), the register of members of the Company will be closed from Friday, 25 October 2019 to Wednesday, 30 October 2019, both dates inclusive, during which no transfer of shares of the Company (the “Shares”) will be effected.
  - (i) In the case of the Shares, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 24 October 2019; and
  - (ii) In the case of convertible notes of the Company, in order to be entitled to attend and vote at the EGM, the notice of conversion accompanied by the relevant note certificate and payment of the necessary amount should have been surrendered to and deposited with the Company’s registrar in respect of the convertible notes, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for conversion into Shares not later than 4:30 p.m. on Tuesday, 10 September 2019.
2. A shareholder entitled to attend and vote at the EGM is entitled to appoint a person or persons (who must be individual) as his or her proxy or proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a shareholder of the Company.
3. To be valid, a 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 that power of attorney or authority must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 12:30 p.m. on Monday, 28 October 2019 or not less than 48 hours before the time for holding any adjourned EGM (as the case may be) and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
4. Delivery of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof; in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. If a black rainstorm warning signal is in force or a tropical cyclone warning signal no. 8 or above is hoisted in Hong Kong at any time between 9:00 a.m. and 12:30 p.m. on the day of the EGM, the EGM will be adjourned. The Company will publish an announcement on its website at [www.sunevision.com](http://www.sunevision.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the date, time and venue of the adjourned meeting.

Shareholders should decide on their own whether they would attend the EGM under bad weather conditions having regard to their own situations and, if they choose to do so, they are advised to exercise care and caution.

*As at the date of this notice, the Board comprises four Executive Directors, being Kwok Ping-luen, Raymond, Fung Yuk-lun, Allen, Tong Kwok-kong, Raymond and Tung Chi-ho, Eric; five Non-Executive Directors, being Cheung Wing-yui, Kwok Kai-wang, Christopher, David Norman Prince, Siu Hon-wah, Thomas, and Chan Hong-ki, Robert; and five Independent Non-Executive Directors, being Li On-ki, Victor, King Yeo-chi, Ambrose, Wong Kai-man, Kwok Kwok-chuen and Lee Wai-kwong, Sunny.*

*This notice is made in English and Chinese. In case of any inconsistency, the English version shall prevail.*