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*This announcement, for which the directors of SUNeVision Holdings Limited (“the Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Growth Enterprise Market (“GEM”) Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*



## **SUNeVision Holdings Limited**

**新意網集團有限公司\***

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

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of SUNeVision Holdings Limited (the “Company”) will be held at 53/F., Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Tuesday, 3 December 2002 at 12:30 p.m. for the following purposes :

- I. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 30 June 2002;
- II. To re-elect retiring directors of the Company and to fix the director’s remuneration;
- III. To re-appoint auditors of the Company and authorise the directors of the Company to fix their remuneration; and
- IV. As special business, for considering and, if thought fit, passing the following ordinary and/or special resolutions of the Company (as the case may be), with or without modifications :

### **SPECIAL RESOLUTIONS**

1. “ **THAT** the name of the Company be and is hereby changed to **SUNeVision Holdings Ltd. 新意網集團有限公司** and **THAT** such new name of the Company be registered with the Registrar of Companies in the Cayman Islands under the Companies Law (2002 Revision) (Chapter 22 of the Laws of the Cayman Islands) and the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and **THAT** the directors of the Company be and are hereby authorised to do all such acts, deeds and things as they may, in their absolute discretion, deem fit, to effect and implement the change of name of the Company. ”
2. “ **THAT**, subject to the passing of the Special Resolution no. 1 set out in the notice convening this meeting,

- (i) the memorandum of association of the Company be and is hereby amended by deleting paragraph 1 in its entirety and substituting therefor the following paragraph :

The name of the Company is **SUNeVision Holdings Ltd. 新意網集團有限公司**.

- (ii) the articles of association of the Company be and are hereby amended by amending the definition of “the Company” in Article 2 to read :

**the Company** “the Company” or “this Company” shall mean **SUNeVision Holdings Ltd. 新意網集團有限公司**.

3. “(i) **THAT** the articles of association of the Company be and are hereby amended in the following manner :

- (A) by adding the following definitions in Article 2 :

**the Company's Website** “the Company's Website” shall mean the website of the Company, the address or domain name of which has been notified to members;

**electronic** “electronic” shall have the meaning given to it in the Electronic Transactions Law 2000 of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

**Electronic Signature** “Electronic Signature” means an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;

- (B) by amending the definitions of “Exchange”, “Listing Rules” and “writing/printing” to read as follows :

**Exchange** “Exchange” shall mean a stock exchange in respect of which the shares are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares;

**Listing Rules** “Listing Rules” shall mean the rules which govern the listing of the shares on the Exchange as amended from time to time;

**writing/printing** “writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference;

- (C) by deleting the words “for so long as a recognized clearing house (in its capacity as such) is a member of the Company” from the end of Article 4;

- (D) by adding immediately following the words “in the newspapers” in the first sentence of Article 15(c) the words “, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided”;
- (E) by adding immediately following Article 16 the words “All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register”;
- (F) by deleting Article 28 and its marginal note in its entirety and substituting therefor the following paragraph and its marginal note :

**Notice of call  
may be published  
in newspapers  
or given by  
electronic means**

28. In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published in the newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided.

- (G) by deleting Article 37 in its entirety and substituting therefor the following paragraph :

37. Transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.

- (H) by adding immediately following the words “in the newspapers” in the first sentence of Article 44 the words “, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided”;
- (I) by deleting Article 80(a), 80(b) and 80(c) in their entirety and substituting therefor the following sub-paragraphs :

- 80 (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

- (J) by adding immediately following the words “in the newspapers” in Article 157(a)(iv) the words “or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided”;

- (K) by adding immediately following Article 158 the following paragraph :

Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.

- (L) by deleting Article 163(b) in its entirety and substituting therefor the following paragraphs :

163 (b) Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

(c) To the extent permitted by and subject to due compliance with these Articles, the Law and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 163(b) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Law, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditor's report on such accounts, which shall be in the form and containing the information required by these Articles, the Law and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

- (M) by deleting Article 167(a) in its entirety and substituting therefor the following paragraphs (and subsequently re-numbering former Article 167(b) as Article 167(c)) :

167 (a) Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained the member's prior express

positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the newspapers. In the case of joint holders of a share, all notices shall be given to that holder for the time being one of the joint holders and notice so given shall be sufficient notice to all the joint holders.

- (b) Notwithstanding any election by a member from time to time to receive any notice or document through electronic means, such member or document, who for any reason have difficulty in receiving or gaining access to the corporate communication will promptly upon request be sent the corporate communication in printed form free of charge.
- (N) by adding immediately following the words “Any Member” in the second sentence of Article 168 the words “who has not given an express positive confirmation in writing to the Company to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and”;
- (O) by adding at the end of Article 169 the following paragraph :
- Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.
- (P) by adding immediately after Article 169 the following new Article 169A and its marginal note :
- |                           |   |
|---------------------------|---|
| <b>Choice of Language</b> | 169A. Where a person has in accordance with the Law and other applicable laws, rules and regulations consented to receive notices and other documents from the Company in English language only or the Chinese language only but not both, it shall be sufficient for the Company to serve on or deliver to him any notice or document in such language only in accordance with these presents unless and until there is a notice of revocation or amendment of such consent given or deemed to have given by such person to the Company in accordance with the Law and other applicable laws, rules and regulations which shall have effect in respect of any notice or document to be served on or delivered to such person subsequent to the giving of such notice of revocation or amendment. |
|---------------------------|---|
- (Q) by adding immediately after the word “address” in Article 170 the words “(including electronic number or address or website) ”;
- (R) by deleting the words “by post or left at the registered address of” and adding instead the word “to” in Article 172; and
- (S) by adding immediately after Article 173 the words “or, where relevant, by Electronic Signature;

- (ii) **THAT** all references in the memorandum and articles of association of the Company to the Companies Law (1998 Revision) be and are hereby replaced by references to the Companies Law (2002 Revision);
- (iii) **THAT** references in the memorandum and articles of association of the Company to the authorized share capital of the Company be amended to reflect the current figures; and
- (iv) **THAT** new memorandum and articles of association of the Company, consolidating all of the changes referred to above and in the form produced to the meeting, be and are hereby adopted with immediate effect in replacement of the existing memorandum and articles of association of the Company. ”

## **ORDINARY RESOLUTIONS**

### **4. “ THAT :**

- (A) subject to and conditional upon (a) the passing of an ordinary resolution by the shareholders of Sun Hung Kai Properties Limited (“SHKP”) at its general meeting (the “SHKP Meeting”) approving the adoption of the share option scheme of the Company (the “New Share Option Scheme”), the rules of which are contained in the document marked “A” produced to this meeting and for the purpose of identification signed by any director of the Company; and (b) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the Growth Enterprise Market (“GEM”) granting approval of the listing of, and permission to deal in, the shares of HK\$0.10 each in the capital of the Company (“Shares”) to be allotted and issued pursuant to the exercise of any options granted under the New Share Option Scheme, the New Share Option Scheme be and is hereby approved and adopted with effect from the date of this meeting or the date the New Share Option Scheme is approved at the SHKP Meeting, whichever is the later, and the directors of the Company be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation :
  - (i) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares;
  - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
  - (iii) to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on the GEM;
  - (iv) to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme; and

- (B) subject to and conditional upon the passing of an ordinary resolution by the shareholders of SHKP in the SHKP Meeting approving the termination of the share option scheme of the Company for the employees (including any executive directors) of the Company and its subsidiaries, which was adopted by the Company in its general meeting on 29 February 2000 (the “Existing Share Option Scheme”), the Existing Share Option Scheme be and is hereby terminated with effect from the conclusion of this meeting or the conclusion of the SHKP Meeting, whichever is the later. ”

5. **“ THAT :**

- (A) subject to paragraph (C) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iii) any scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and
- (D) for the purpose of this resolution :

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of :

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, or any other applicable law of the Cayman Islands to be held; and

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of option, warrants or other securities giving the rights to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares, or any class of Shares, whose name appears on the register (and where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of Shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company). ”

6. **“ THAT :**

- (A) subject to paragraph (B) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company (“Shares”) on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and GEM for this purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (C) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of :

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, or any other applicable law of the Cayman Islands to be held; and
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting. ”

7. **“ THAT** subject to the passing of the Ordinary Resolution nos. 5 and 6 set out in the notice convening this meeting, the general unconditional mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with shares referred to in the Ordinary Resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the



addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to the Ordinary Resolution no. 6 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the Ordinary Resolution no. 6. ”

By order of the Board  
**SUNeVision Holdings Limited**  
**William TAM Sai-ming**  
*Company Secretary*

Hong Kong, 30 September 2002

***Registered Office :***

P O Box 309, Uglan House  
South Church Street  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

***Head Office and Principal  
Place of Business :***

MEGATOP, mega-iAdvantage  
399 Chai Wan Road  
Chai Wan  
Hong Kong

**Notes :**

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or persons 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.
2. 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 Rooms 1901-5, 19<sup>th</sup> Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting and in default thereof the form or 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.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting in such event, the instrument appointing a proxy shall be deemed to be revoked.

*\* For identification purpose only*

*This announcement will remain on the GEM website on the "Latest Company Announcements" page for at least 7 days from the day of its posting.*