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*This announcement, for which the directors of SUNeVision Holdings Ltd. (“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.*



**sun**e**VISION**

**SUNeVision Holdings Ltd.**  
**新意網集團有限公司**

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

**(Stock Code: 8008)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of SUNeVision Holdings Ltd. 新意網集團有限公司 (the “Company”) will be held at 53/F., Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Thursday, 26 October 2006 at 12:00 noon 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 2006;
- II. To declare the final dividend and special cash dividend;
- III. To re-elect retiring directors of the Company and authorise the Board of Directors of the Company to fix the Directors’ remuneration;
- IV. To re-appoint auditors of the Company and authorise the Board of Directors of the Company to fix their remuneration; and
- V. As special business, for considering and, if thought fit, passing the following resolutions as ordinary and/or special resolutions of the Company, with or without modifications:

## ORDINARY RESOLUTIONS

### 1. “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 or are convertible into Shares, shall not exceed the aggregate of 10% 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 options, 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 recognised regulatory body or any stock exchange applicable to the Company).”

2. **“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 of Hong Kong and GEM for this purpose, subject to and in accordance with the rules and regulations of The Securities and Futures Commission of Hong Kong, 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% 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.”

3. “**THAT** subject to the passing of the Ordinary Resolutions nos. 1 and 2 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. 1 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. 2 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the Ordinary Resolution no. 2.”

### **SPECIAL RESOLUTION**

4. “**THAT** the Articles of Association of the Company be and are hereby amended in the following manner:
- (a) by replacing the full-stop at the end of the existing Article 76 (d) with a semi-colon and inserting the word “or” at the end thereof;
  - (b) by adding immediately after Article 76 (d) the following paragraph as Article 76 (e) to read:

“by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights at such meeting.”
  - (c) by adding the words “(in the case of an addition to the existing Board) or until the next following general meeting of the Company (in the case of filing a causal vacancy)” immediately after the words “Any Director so appointed shall hold office only until the next following annual general meeting of the Company” in Article 95,
  - (d) by replacing the word “special” by “ordinary” immediately after the words “The Company may by” in Article 99 (a);
  - (e) by replacing the word “special” by “ordinary” immediately after the marginal note “Power to remove Director by” of Article 99 (a);
  - (f) by replacing the words “a special” by “an ordinary” immediately after the words “if he shall be removed from office by” in Article 106 (vii);
  - (g) by deleting the words “At each annual general meeting, one-third of the Directors (other than the Managing Director or Joint Managing Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding, one-third, shall retire from office by rotation.” and adding instead the following paragraph in Article 116:

“Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not three or a multiple of three (3), the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.”

By order of the Board  
**SUNeVision Holdings Ltd.**  
**Leung Lai-sheung, Charlene**  
*Company Secretary*

Hong Kong, 29 September 2006

***Registered Office:***

P.O. Box 309, Uglund House  
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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. The Register of Members will be closed from Thursday, 19 October 2006 to Thursday, 26 October 2006 (both days inclusive). In order to establish entitlements to the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged 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, Hong Kong not later than 4:00 p.m. on Wednesday, 18 October 2006.
2. 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.
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 46th 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.
4. 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.

*As at the date of this announcement, the Board of Directors comprises eleven Executive Directors, being KWOK Ping-luen, Raymond, KWOK Ping-sheung, Walter, KWOK Ping-kwong, Thomas, SO Sing-tak, Andrew, CHAN Kui-yuen, Thomas, WONG Yick-kam, Michael, SO Chung-keung, Alfred, TUNG Chi-ho, Eric, WONG Chin-wah, TUNG Yiu-kwan, Stephen and TSIM Wing-kit, Alfred; one Non-Executive Director, being CHEUNG Wing-yui; and three Independent Non-Executive Directors, being Professor KAO Kuen, Charles, Professor LI On-kwok, Victor and Dr. FONG Ching, Eddy.*

*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.*