
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **SUNeVision Holdings Ltd. 新意網集團有限公司** (the “Company”), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Growth Enterprise Market of the Stock Exchange (“GEM”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



sun^eVISION
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
AND PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

A notice dated 30 September 2005 convening an annual general meeting of the Company to be held at 53/F., Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on 27 October 2005 at 12:00 noon is set out on pages 15 to 19 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the accompanying proxy form will not preclude shareholders from attending and voting in person at the meeting should they so wish.

This circular will remain on the Growth Enterprise Market of the Stock Exchange website at “www.hkgem.com” for a minimum period of 7 days from the date of publication.

Hong Kong, 30 September 2005

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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LETTER FROM THE BOARD



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8008)

Executive Directors:

Kwok Ping-luen, Raymond (*Chairman*)
Kwok Ping-sheung, Walter
Kwok Ping-kwong, Thomas
So Sing-tak, Andrew (*Chief Executive Officer*)
Chan Kui-yuen, Thomas
Wong Yick-kam, Michael
Leung Kui-king, Donald
So Chung-keung, Alfred
Tung Chi-ho, Eric
Wong Chin-wah
Tung Yiu-kwan, Stephen

Non-Executive Director:

Cheung Wing-yui

Independent Non-Executive Directors:

Kao Kuen, Charles
Li On-kwok, Victor
Fong Ching, Eddy

Registered Office:

P.O. Box 309, Uglund 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

30 September 2005

To the Shareholders

Dear Sir/Madam,

**NOTICE OF ANNUAL GENERAL MEETING
AND PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed renewal of the general mandates to allot, issue and deal with Shares and to repurchase

LETTER FROM THE BOARD

Shares and the proposed re-election of retiring directors of the Company and to seek your approval of the Ordinary Resolutions relating to these matters at the annual general meeting of the Company to be held at 53/F., Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on 27 October 2005 at 12:00 noon (“the AGM”).

2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 28 October 2004, resolutions were passed giving general mandates to the Directors to allot, issue and deal with Shares and to exercise the powers of the Company to repurchase Shares in accordance with the Rules Governing the Listing of Securities on GEM as may be amended, modified or supplemented from time to time (“the GEM Listing Rules”), the Hong Kong Codes on Takeovers and Mergers (“the Takeovers Code”) and the relevant rules set out in the GEM Listing Rules to regulate the repurchase of shares by companies with primary listing of their own securities on GEM (“the Share Repurchase Rules”). These general mandates will lapse at the conclusion of the AGM. It is therefore proposed to renew the general mandates to allot, issue and deal with Shares and to repurchase Shares at the AGM.

At the AGM, the Ordinary Resolution no. 1 will be proposed for the Shareholders to consider and, if thought fit, approve a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the Ordinary Resolution no. 1 up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 1 (“the Share Issue Mandate”) which will allow the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the Ordinary Resolution no. 1 up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 1. In addition, the Ordinary Resolution no. 3 will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares purchased under a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution no. 2 up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 2, if granted.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in the Ordinary Resolutions nos. 1 and 3 as referred to in the notice dated 30 September 2005 convening the AGM as set out on pages 15 to 19 of this circular (“AGM Notice”) respectively. These mandates will expire whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) 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

LETTER FROM THE BOARD

law of the Cayman Islands to be held; and (c) the date on which the authority given under the Ordinary Resolutions nos. 1 and 3 respectively is revoked or varied by an ordinary resolution of the Shareholders.

3. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, the Ordinary Resolution no. 2 will be proposed for the Shareholders to consider and, if thought fit, approve a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution no. 2 up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 2 (“the Share Repurchase Mandate”). The Shares which may be repurchased pursuant to the Share Repurchase Mandate is up to 10% of the issued share capital of the Company on the date of passing the resolution approving the Share Repurchase Mandate.

As at 26 September 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein (“the Latest Practicable Date”), the issued share capital of the Company comprised of 2,026,730,833 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 202,673,083 Shares.

An explanatory statement as required under the Share Repurchase Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular. The Share Repurchase Mandate will expire whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) 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 (c) the date on which the authority given under the Ordinary Resolution no. 2 is revoked or varied by an ordinary resolution of the Shareholders.

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with existing Article 116 of the articles of association of the Company, Messrs. KWOK Ping-luen, Raymond, KWOK Ping-sheung, Walter, LEUNG Kui-king, Donald, KAO Kuen, Charles and LI On-kwok, Victor will retire at the AGM and, being eligible, would offer themselves for re-election.

Brief biographical details of the retiring directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules as may be amended, modified or supplemented from time to time for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (a) the information contained in this circular is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in this circular misleading; and (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

6. ANNUAL GENERAL MEETING

Set out on pages 15 to 19 of this circular is the AGM Notice convening the AGM at which inter alia, the Ordinary Resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of retiring Directors.

7. ACTION TO BE TAKEN

The proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

8. RIGHT TO DEMAND A POLL

Subject to the requirements under the GEM Listing Rules, pursuant to existing Article 76 of the articles of association of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote; or

LETTER FROM THE BOARD

- (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.

9. RECOMMENDATION

The board of directors of the Company or a duly authorised committee thereof for the time being (the “Board”) believes that the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of the retiring directors and all other resolutions set out in the AGM Notice are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of each of the Ordinary Resolutions to be proposed at the AGM.

By order of the Board
Kwok Ping-luen, Raymond
Chairman

This Appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide all the information reasonably necessary to enable Shareholders to make an informed decision on whether to approve the Share Repurchase Mandate. For the purpose of this Appendix, the term “Shares” shall be as defined in the Code on Share Repurchases within the Takeovers Code to mean shares of all classes and securities which carry a right to subscribe for or purchase shares.

1. GEM LISTING RULES

The GEM Listing Rules permit companies with a primary listing on the GEM to repurchase their securities on the Stock Exchange.

2. SHAREHOLDERS’ APPROVAL

All proposed repurchases of securities by a company with a primary listing on the GEM must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

3. EXERCISE OF THE SHARE REPURCHASE MANDATE

As at the Latest Practicable Date, there were 2,026,730,833 Shares in issue. Subject to the passing of the Ordinary Resolution no. 2 and on the basis that no further Shares are issued or no Shares are repurchased prior to the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 202,673,083 Shares.

4. REASONS FOR THE REPURCHASE OF SHARES

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

5. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the applicable laws and regulations of the Cayman Islands and the memorandum and articles of association of the Company. It is envisaged that the funds required for any repurchase would be derived from those funds of the Company legally permitted to be utilised in this connection, including capital paid up on the Shares to be repurchased, funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares and any premium payable on a repurchase shall be provided out of funds of the Company otherwise available for

dividend or distribution or sums standing to the credit of the share premium account of the Company.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the latest published audited consolidated accounts contained in the annual report for the year ended 30 June 2005 in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The monthly highest and lowest prices at which the Shares had traded on GEM during the 12 months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2004		
September	1.47	1.27
October	1.43	1.32
November	1.46	1.35
December	1.48	1.37
2005		
January	1.44	1.32
February	1.76	1.42
March	1.52	1.40
April	1.57	1.42
May	1.51	1.37
June	1.46	1.35
July	1.42	1.35
August	1.54	1.35
September (to the Latest Practicable Date)	1.59	1.46

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws and regulations of the Cayman Islands and the memorandum and articles of association of the Company.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates, as such term is defined under the GEM Listing Rules, currently intends to sell Shares to the Company or its subsidiaries in the event that the Share Repurchase Mandate is approved by the Shareholders.

No connected person, as such term is defined under the GEM Listing Rules, has notified the Company that he has a present intention to sell the Shares to the Company, or has undertaken not to do so in the event that the Company is authorised to make repurchases of Shares.

8. THE TAKEOVERS CODE

If as a result of repurchase of Shares by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Sunco Resources Limited, which is a substantial shareholder of the Company, held approximately 84.84% of the issued share capital of the Company. In the event that the Share Repurchase Mandate is exercised in full, the interests of Sunco Resources Limited together with its associates would be increased to approximately 94.84% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, as the minimum amount of Shares to be held by the public cannot be less than 15% of the issued share capital of the Company, the Directors will use their best endeavours to ensure that the Share Repurchase Mandate will not be exercised to the extent that the Company will infringe such minimum public float requirement.

9. SHARE REPURCHASES BY THE COMPANY

During the six months preceding the Latest Practicable Date, there was no repurchase of Shares by the Company on GEM.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

The details of the retiring directors proposed to be re-elected at the AGM are set out as follows:

KWOK Ping-luen, Raymond (Age 52)

Chairman and Executive Director

Mr. Kwok was appointed a Director of the Company on 29 January 2000. He holds a Master of Arts degree in Law from Cambridge University, a Master degree in Business Administration from Harvard University, an Honorary Doctorate degree in Business Administration from The Open University of Hong Kong and an Honorary Doctorate degree in Laws from The Chinese University of Hong Kong.

He is a Vice-Chairman & Managing Director of Sun Hung Kai Properties Limited, Chairman of SmarTone Telecommunications Holdings Limited, a Director of The Kowloon Motor Bus Holdings Limited, a Non-Executive Director of USI Holdings Limited and an Independent Non-Executive Director of Standard Chartered Bank (Hong Kong) Limited.

In civic activities, Mr. Kwok is a Non-Executive Director of the Securities and Futures Commission, a Director of The Real Estate Developers Association of Hong Kong, a Member of the General Committee of The Hong Kong General Chamber of Commerce, a Member of the Hong Kong Port Development Council, Vice-Chairman of the Council of The Chinese University of Hong Kong. He is also Chairman of the Management Committees of the Police Children's Education Trust and the Police Education and Welfare Trust. Mr. Kwok is the younger brother of Mr. Kwok Ping-sheung, Walter and Mr. Kwok Ping-kwong, Thomas.

He has interests in 1,742,500* shares and 484,999 share options of the Company, and also has others interest of 1,079,515,895# shares and 75,000 share options of SHKP, within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("the SFO").

Notes:

* Of these Shares, Messrs. KWOK Ping-sheung, Walter, KWOK Ping-kwong, Thomas and KWOK Ping-luen, Raymond were deemed to be interested in 1,070,000 Shares, which represented the same interests and were therefore duplicated amongst these three Directors for the purpose of the SFO.

Of these shares in SHKP, Messrs. KWOK Ping-sheung, Walter, KWOK Ping-kwong, Thomas and KWOK Ping-luen, Raymond were deemed to be interested in 1,056,338,347 shares, which represented the same interests and were therefore duplicated amongst these three Directors for the purpose of the SFO.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED**

Mr. Kwok also had interests in shares of the following associated corporations:

Name of Associated Corporation	Personal	Attributable		Actual holding through corporation	Actual % interests in issued shares
		Attributable holding through corporation	% of shares in issue through corporation		
Superindo Company Limited	10	—	—	—	10
Super Fly Company Limited	10	—	—	—	10
Splendid Kai Limited	—	2,500*	25	1,500	15
Hung Carom Company Limited	—	25*	25	15	15
Tinyau Company Limited	—	1*	50	1	50
Open Step Limited	—	8*	80	4	40

Note:

* Messrs. KWOK Ping-sheung, Walter, KWOK Ping-kwong, Thomas and KWOK Ping-luen, Raymond were deemed to be interested in these shares, which represented the same interests and were therefore duplicated amongst these three Directors for the purpose of the SFO. Those shares were held by corporations in which they were entitled to control the exercise of one-third or more of the voting rights in the general meetings of those corporations.

Mr. Kwok has entered into a service agreement with the Company for a period of three years commencing on 1 March 2003 and shall continue thereafter until terminated by either party giving to the other not less than six months' prior written notice. A director's fee in the amount of HK\$30,000 was paid for his services for the year ended 30 June 2005, together with a salary in the nominal amount of HK\$1.00. The Director's fee and annual salary of the Director shall be as determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis, and the sum of annual management bonus shall be determined by the Board at its absolute discretion having regard to the operating results of the Company, its subsidiaries and its associated companies from time to time ("the Group") and the performance of the Director.

KWOK Ping-sheung, Walter (Age 54)

Executive Director

Mr. Kwok was appointed a Director of the Company on 29 January 2000. He holds a Master of Science degree in Civil Engineering from Imperial College of Science and Technology, University of London, and is a Member of the Institution of Civil Engineers, U.K. and a Member of the Hong Kong Institution of Engineers. He is the Chairman & Chief Executive of Sun Hung Kai Properties Limited and a Director of The Kowloon Motor Bus Holdings Limited, Wilson Parking (Holdings) Limited and Hung Cheong Import & Export Co., Ltd.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Note:

- * Messrs. KWOK Ping-sheung, Walter, KWOK Ping-kwong, Thomas and KWOK Ping-luen, Raymond were deemed to be interested in these shares, which represented the same interests and were therefore duplicated amongst these three Directors for the purpose of the SFO. Those shares were held by corporations in which they were entitled to control the exercise of one third or more of the voting rights in the general meetings of those corporations.

Mr. Kwok has entered into a service agreement with the Company for a period of three years commencing on 1 March 2003 and shall continue thereafter until terminated by either party giving to the other not less than six months' prior written notice. A director's fee in the amount of HK\$20,000 was paid for his services for the year ended 30 June 2005, together with a salary in the nominal amount of HK\$1.00. The Director's fee and annual salary of the Director shall be as determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis, and the sum of annual management bonus shall be determined by the Board at its absolute discretion having regard to the operating results of the Group and the performance of the Director.

LEUNG Kui-king, Donald (Age 49)

Executive Director

Mr. Leung was appointed a Director of the Company on 29 January 2000. He joined the Sun Hung Kai Properties Group in 1986 and is currently Assistant to Chairman as well as Executive Director of Sun Hung Kai Real Estate Agency Limited. Prior to that, Mr. Leung was with Wardley Ltd and Bank of America in Hong Kong and Los Angeles. Mr. Leung earned a Bachelor of Science degree in Business Administration from The University of California at Berkeley and completed the Advanced Management Program at Harvard University Graduate School of Business.

Mr. Leung does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. Other than the 240,000 share options of the Company, and the personal interest of 10,000 shares and 36,000 share options of SHKP, he does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

Mr. Leung has entered into a service agreement with the Company for a period of three years commencing on 1 March 2003 and shall continue thereafter until terminated by either party giving to the other not less than six months' prior written notice. A director's fee in the amount of HK\$20,000 was paid for his services for the year ended 30 June 2005, together with a salary in the amount of HK\$12,000. The Director's fee and annual salary of the Director shall be as determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis, and the sum of annual management shall be determined by the Board at its absolute discretion having regard to the operating results of the Group and the performance of the Director.

KAO Kuen, Charles (Age 71)*Independent Non-Executive Director**Audit Committee, Remuneration Committee and Nomination Committee Members*

Professor Kao was appointed a Director of the Company on 29 January 2000. He is the Chairman and Chief Executive Officer of ITX Services Ltd, which offers consulting services, Independent Non-Executive Director of Next Media Limited, listed in the Hong Kong Stock Exchange, and is currently on the Boards of several high-tech companies. Professor Kao was a pioneer in the field of optical fibre communications in the 1960s while working at the ITT research facility, Standard Telecommunications Laboratories in the U.K. More recently, Professor Kao was the Vice Chancellor (President) of The Chinese University of Hong Kong and member of a number of advisory committees of the HKSAR Government. His international honours and awards include the Stewart Ballantine Medal, Rank Prize, L.M. Ericsson International Prize, Alexander Graham Bell Medal, Marconi International Fellowship, Faraday Medal of IEE, the Japan Prize and the Charles Stark Draper Prize.

Professor Kao does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

The term of office of Professor Kao is for a period of three years up to 31 December 2005. A director's fee of HK\$80,000 per annum and an additional audit committee member fee of HK\$40,000 per annum will be paid for his services. The above fees are determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

LI On-kwok, Victor (Age 51)*Independent Non-Executive Director**Audit Committee, Remuneration Committee and Nomination Committee Members*

Professor Li was appointed a Director of the Company on 29 January 2000. He is the Chair Professor of Information Engineering at the University of Hong Kong (HKU). Prior to joining HKU, Professor Li was Professor of Electrical Engineering at the University of Southern California (USC), and Director of the USC Communication Sciences Institute. Professor Li has chaired various committees of international professional organisations such as the Institute of Electrical and Electronic Engineers. Professor Li received his bachelor's, master's, engineer's and doctoral degrees in Electrical Engineering and Computer Science from the Massachusetts Institute of Technology in 1977, 1979, 1980 and 1981, respectively. He was awarded the Bronze Bauhinia Star by the Government of the HKSAR in 2002.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED**

Professor Li does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. Other than the 5,000 shares in the form of family interest of SmarTone Telecommunications Holdings Limited, he does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

The term of office of Professor Li is for a period of three years up to 31 December 2005. A director's fee of HK\$80,000 per annum and an additional audit committee member fee of HK\$40,000 per annum will be paid for his services. The above fees are determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

NOTICE OF ANNUAL GENERAL MEETING



sun^evision
SUNeVision Holdings Ltd.
新意網集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8008)

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, 27 October 2005 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 2005;
- II. To declare a final dividend;
- III. To re-elect retiring directors of the Company and to fix the director’s remuneration;
- IV. To re-appoint auditors of the Company and authorise the 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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.

NOTICE OF ANNUAL GENERAL MEETING

“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

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

By order of the Board
SUNeVision Holdings Ltd.
TAM Sai-ming, William
Company Secretary

Hong Kong, 30 September 2005

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The Register of Members will be closed from Thursday, 20 October 2005 to Thursday, 27 October 2005 (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, 19 October 2005.
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.



sun^evision
SUNeVision Holdings Ltd.
新意網集團有限公司

(Incorporated in the Cayman Islands with limited liability)
 (Stock Code: 8008)

30 September 2005

Dear Sir or Madam,

Pursuant to our letter dated 20 January 2003 and your subsequent reply to us/the default arrangement as mentioned therein (as appropriate), we send you herewith the Corporate Communications in the printed form as you so directed. You are however advised that the Corporate Communications prepared in Website form and in other language will be available upon request.

If you wish to receive Corporate Communications still in printed form but in other language, please send your notification of new choice to our Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited (“Registrar”), by using the attached pre-paid envelope*.

Both the English and Chinese versions of the Corporate Communications as well as the public announcements are made available on our website www.sunevision.com. Shareholders who choose to receive the Website form may sign and return the attached reply slip and supply their email address using the attached pre-paid envelope* to our Registrar. The Registrar will then send you an email notification on the same day each time the Corporate Communication is posted on our website.

The altered choice shall become effective 10 business days from the date of receipt of your notification by our Registrar. ***PLEASE IGNORE THIS LETTER if you do not have intention to change the choice of form and/or language as previously conveyed to us.*** Should you have any query relating to this letter, please call the Company’s hotline at 2828 8648.

Yours faithfully,

TAM Sai-ming, William
Company Secretary

* Postage pre-paid is only applicable to shareholders of a registered address within Hong Kong.

REPLY SLIP

To: Computershare Hong Kong Investor Services Limited

PLEASE IGNORE THIS LETTER if your choice of form and/or language remains the same as previously conveyed to us.

I/We would like to receive the Corporate Communications of the Company **in Website form instead of printed form.**

(My/Our email address is: _____)

Signature _____

Name of Shareholder _____

Date _____

Contact Phone No. _____



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)

PROXY FORM

This Form of Proxy is for use by shareholders at the Annual General Meeting (the "AGM") to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Thursday, 27 October 2005 at 12:00 noon.

I/We ^(Note 1) _____
 of _____
 being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.10 each in the capital of SUNeVision Holdings Ltd. (the "Company") hereby appoint the Chairman of the AGM or, failing him ^(Note 3) _____
 of _____

as my/our proxy to attend and vote for me/us on my/our behalf as directed below at the AGM or at any adjournment thereof to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong, on Thursday, 27 October 2005 at 12:00 noon for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out in the notice convening the AGM and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

Please indicate with "✓" in the appropriate boxes how you wish your vote(s) to be cast on a poll.

RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
I.	To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 30 June 2005.		
II.	To declare a final dividend.		
III.	(1) (A) To re-elect Mr. Kwok Ping-luen, Raymond, as director.		
	(B) To re-elect Mr. Kwok Ping-sheung, Walter, as director.		
	(C) To re-elect Mr. Leung Kui-king, Donald as director.		
	(D) To re-elect Professor Kao Kuen, Charles as director.		
	(E) To re-elect Professor Li On-kwok, Victor as director.		
	(2) To fix the Directors' remuneration.		
IV.	To re-appoint auditors and to authorize the directors to fix their remuneration.		
V.	(1) To grant a general mandate to the directors to issue new shares (Ordinary Resolution No. 1 as set out in item V of the notice of annual general meeting).		
	(2) To grant a general mandate to the directors to repurchase shares (Ordinary Resolution No. 2 as set out in item V of the notice of annual general meeting).		
	(3) To extend the general mandate to issue new shares by adding the number of shares repurchased (Ordinary Resolution No. 3 as set out in item V of the notice of annual general meeting).		

Dated this _____ day of October 2005 Signature of Shareholder(s) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the AGM is preferred, strike out the words "the Chairman of the AGM or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the AGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR"; IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box of a resolution will entitle your proxy to cast your vote at his discretion in respect of that resolution. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the AGM other than those referred to in the notice of the AGM.
- This Form of Proxy must be signed by you or your attorney duly authorized in writing, or in the case of a corporation, must be either executed under its Common Seal or under the hand of an officer or attorney or other person duly authorized.
- Where there are joint registered holders of any share of the Company, any one of such holders may vote at the AGM either personally or by proxy in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, that one of such holders so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
- To be valid, this 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, namely, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 185 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for the AGM (or any adjournment thereof).
- A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting at the AGM if you so wish.
- Notice of the AGM is contained in the circular issued by the Company dated 30 September 2005 which is sent to the shareholders of the Company together with this Form of Proxy.