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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.** (the “Company”), a company incorporated in the Cayman Islands with limited liability, the shares of which (the “Shares”) are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“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.

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sun<sup>e</sup>vision

**SUNEVISION HOLDINGS LTD.**

**新意網集團有限公司**

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

**(Stock Code: 8008)**

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

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A notice dated 30 September 2008 convening an annual general meeting of the Company to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Thursday, 20 November 2008 at 12:00 noon (the “AGM”) is set out on pages 15 to 18 of this circular. Whether or not you propose to attend the AGM, 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 registrars and transfer office, Computershare Hong Kong Investor Services Limited at Rooms 1806–07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the accompanying proxy form will not preclude you from attending and voting in person at the AGM should they so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of publication and on the website of the Company at [www.sunevision.com](http://www.sunevision.com).

Hong Kong, 30 September 2008

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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.**

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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  
Tsim Wing-kit, Alfred (*Acting Chief Executive Officer  
and Chief Financial Officer*)

Chan Kui-yuen, Thomas  
Wong Yick-kam, Michael  
So Chung-keung, Alfred  
Tung Chi-ho, Eric  
Wong Chin-wah

***Non-Executive Director:***

Cheung Wing-yui

***Independent Non-Executive Directors:***

Li On-kwok, Victor  
King Yeo-chi, Ambrose  
Wong Kai-man

***Registered Office:***

P.O. Box 309, Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands

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

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

30 September 2008

*To the Shareholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding (i) the proposed renewal of the general mandates to allot, issue and deal with Shares, repurchase Shares and extend the power of the Company to allot, issue and deal with Shares, and (ii) the proposed re-election of retiring directors of the Company, and to seek your approval of the resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 1 November 2007, resolutions were passed giving general mandates to the directors of the Company (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 of the Company (the “Shareholders”) to consider and, if thought fit, grant 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”). 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 2008 convening the AGM as set out on pages 15 to 18 of this circular (the “AGM Notice”) respectively. These mandates will expire upon 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 Resolutions nos. 1 and 3 respectively are 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, grant 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

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## LETTER FROM THE BOARD

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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 24 September 2008, 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 2,031,483,833 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 203,148,383 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 upon 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 Article 116 of the Articles of Association of the Company, Mr. Kwok Ping-luen, Raymond, Mr. Kwok Ping-sheung, Walter, Mr. Tsim Wing-kit, Alfred, Mr. Wong Chin-wah and Professor Li On-kwok, Victor will retire and, being eligible, would offer themselves for re-election at the AGM.

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

#### **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 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 the bases and assumptions that are fair and reasonable.

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## LETTER FROM THE BOARD

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### 6. ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Thursday, 20 November 2008 at 12:00 noon is set out on pages 15 to 18 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, 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

A 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 registrars and transfer office, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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, Article 76 of the Articles of Association of the Company provides that 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
- (c) any member or members present in person (or in the case of a corporation, by its duly authorised representative) 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 in the case of a corporation, by its duly authorised representative) 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; or
- (e) 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.

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## LETTER FROM THE BOARD

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Unless a poll is so required under the GEM Listing Rules or demanded and, in the latter case, not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

### **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 resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**SUNEVISION HOLDINGS LTD.**  
**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 Shares on the Stock Exchange.

### **2. SHAREHOLDERS’ APPROVAL**

All proposed repurchases of Shares 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 2,031,483,833 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 203,148,383 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 2008 in the

event that the Share Repurchase Mandate is exercised in full during the proposed repurchase period. 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 were traded on GEM during the 12 months preceding the Latest Practicable Date were as follows:

	Share Prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2007</b>		
September	1.27	1.08
October	1.23	1.11
November	1.24	1.07
December	1.14	1.01
<b>2008</b>		
January	1.09	0.90
February	1.02	0.90
March	1.02	0.90
April	1.05	0.93
May	1.08	0.98
June	1.01	0.89
July	0.90	0.82
August	0.89	0.78
September (up to the Latest Practicable Date)	0.88	0.70

## 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 purposes of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The interests of substantial shareholders which fall to be disclosed to the Company under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") as at the Latest Practicable Date and their respective percentage shareholdings of the Company assuming that the Share Repurchase Mandate is exercised in full are as follows:

<u>Name</u>	<u>Total number of Shares</u>	<u>% of Shares in issue</u>	<u>% shareholding assuming that the Share Repurchase Mandate is exercised in full</u>
Sunco Resources Limited <sup>1</sup> ("Sunco")	1,713,613,500	84.35	93.73
Sun Hung Kai Properties Limited <sup>2</sup> ("SHKP")	1,713,613,500	84.35	93.73
HSBC International Trustee Limited <sup>3</sup> ("HSBCIT")	1,717,623,249	84.55	93.94

Notes:

1. Sunco is the beneficial owner of the 1,713,613,500 Shares.
2. As Sunco is a wholly-owned subsidiary of SHKP, SHKP is deemed to have interest in the 1,713,613,500 Shares held by Sunco by virtue of the SFO.
3. HSBCIT is deemed to have interest in the 1,713,613,500 Shares held by SHKP for the purpose of the SFO.

In the event that the Share Repurchase Mandate is exercised in full, the interests of Sunco and the deemed interests of SHKP would be increased to approximately 93.73% and the deemed interests of HSBCIT would be increased to approximately 93.94%. Such increase would not give rise to an obligation on them to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. In addition, 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 REPURCHASED BY THE COMPANY

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

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

**1. KWOK PING-LUEN, RAYMOND (AGE: 55)**

*Chairman and Executive Director*

Mr. Kwok was appointed the Chairman and an Executive 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 and Managing Director of Sun Hung Kai Properties Limited (“SHKP”), a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”). He is also Chairman of SmarTone Telecommunications Holdings Limited (“SmarTone”), a Non-Executive Director of Transport International Holdings Limited (“TIH”) and USI Holdings Limited (“USI”), and an Independent Non-Executive Director of Standard Chartered Bank (Hong Kong) Limited.

In civic activities, Mr. Kwok is a Director of The Real Estate Developers Association of Hong Kong (“REDA”), a Member of the General Committee of The Hong Kong General Chamber of Commerce, a Member of the Hong Kong Port Development Council and Vice-Chairman of the Council of The Chinese University of Hong Kong. Mr. Kwok is the younger brother of Mr. Kwok Ping-sheung, Walter and Mr. Kwok Ping-kwong, Thomas, both being Executive Directors of the Company.

Save as disclosed above, Mr. Kwok does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Kwok has interests of 1,742,500 Shares<sup>(Note)</sup> of the Company within the meaning of Part XV of the SFO.

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, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. A director’s fee in the amount of HK\$40,000 was paid for his services for the year ended 30 June 2008 as disclosed in the 2007/08 Annual Report of the Company. According to his service agreement with the Company,

Note: Of these shares in the Company, Messrs. Kwok Ping-luen, Raymond, Kwok Ping-sheung, Walter and Kwok Ping-kwong, Thomas were deemed to be interested in 1,070,000 shares by virtue of being beneficiaries of a certain discretionary trust, which represented the same interests and were therefore duplicated amongst these three Directors for the purpose of the SFO.

there is no fixed remuneration and his director's fee will be fixed by the shareholders at the annual general meetings while his annual salary will 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, if any, will be determined by the Board at its absolute discretion having regard to the operating results of the Company, its subsidiaries and its associated companies (the "Group") and the performance of the Director.

Save as disclosed above, there is no other matter concerning Mr. Kwok that needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**2. KWOK PING-SHEUNG, WALTER (AGE: 58)**

*Executive Director*

Mr. Kwok was appointed an Executive Director of the Company on 29 January 2000. He holds an Honorary Doctor of Science degree and a Master of Science degree in Civil Engineering from the 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 a Non-Executive Director of SHKP, a substantial shareholder of the Company within the meaning of Part XV of the SFO, a Non-Executive Director of TIH and Director of Wilson Parking (Holdings) Limited and Hung Cheong Import & Export Co., Ltd.

He is also a Director of REDA and Tsimshatsui East Property Developers' Association Ltd. and Honorary Treasurer of the Federation of Hong Kong Hotel Owners. On the community front, he is the Past Chairman of the Former Directors Committee of the Hong Kong Community Chest. He is also a Member of MBA Programmes Committee of The Chinese University of Hong Kong and an Honorary Member of The Court of The Hong Kong University of Science & Technology.

Mr. Kwok is an Honorary Citizen of Beijing & Guangzhou and a Standing Committee Member of the National Committee of the Chinese People's Political Consultative Conference. Mr. Kwok is the elder brother of Mr. Kwok Ping-kwong, Thomas and Mr. Kwok Ping luen, Raymond.

Save as disclosed above, Mr. Kwok does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Kwok has interests of 1,070,000 Shares<sup>(Note)</sup> of the Company within the meaning of Part XV of the SFO.

Note: Of these shares in the Company, Messrs. Kwok Ping-luen, Raymond, Kwok Ping-sheung, Walter and Kwok Ping-kwong, Thomas were deemed to be interested in 1,070,000 shares by virtue of being beneficiaries of a certain discretionary trust, which represented the same interests and were therefore duplicated amongst these three Directors for the purpose of the SFO.

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, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. A director's fee in the amount of HK\$30,000 was paid for his services for the year ended 30 June 2008 as disclosed in the 2007/08 Annual Report of the Company. According to his service agreement with the Company, there is no fixed remuneration and his director's fee will be fixed by the shareholders at the annual general meetings while his annual salary will 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, if any, will be determined by the Board at its absolute discretion having regard to the operating results of the Group and the performance of the Director.

Save as disclosed above, there is no other matter concerning Mr. Kwok that needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**3. TSIM WING-KIT, ALFRED (AGE: 45)**  
*Executive Director, Acting Chief Executive Officer, Chief Financial Officer,  
Qualified Accountant and Authorised Representative*  
*Remuneration Committee and Nomination Committee Members*

Mr. Tsim was appointed an Executive Director and the Chief Financial Officer of the Company on 12 July 2006 and is responsible for the overall financial planning and management of the Company. He has been appointed as the Acting Chief Executive Officer of the Company since 1 June 2008 and is responsible for overseeing the various businesses of the Group. Prior to joining the Group in February 2000, he worked with international accounting firms, financial institution and major telecommunication operators in Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, United Kingdom, CPA Australia and CMA Canada. Mr. Tsim holds a Bachelor of Arts degree from the City University of Hong Kong, a Master of Business Administration degree from The University of Sydney and a Diploma in Management Accounting from The Chinese University of Hong Kong.

Mr. Tsim does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tsim has personal interests of 50,000 share options of the Company within the meaning of Part XV of the SFO.



There is no service contract between the Company and Mr. Tsim. Mr. Tsim has no fixed term of director's service but is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association of the Company. A total director's emolument of approximately HK\$1,967,000 (details of which are disclosed in the 2007/08 Annual Report of the Company), including a director's fee in the amount of HK\$30,000, was paid for his services for the year ended 30 June 2008. His director's fee will be fixed by the shareholders at the annual general meetings while his annual salary will 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, if any, will be determined by the Board at its absolute discretion having regard to the operating results of the Group and the performance of the Director.

Save as disclosed above, there is no other matter concerning Mr. Tsim that needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**4. WONG CHIN-WAH (AGE: 59)**  
*Executive Director*

Mr. Wong was appointed an Executive Director of the Company on 29 January 2000 and is the Chief Executive Officer of Sunevision Super e-Technology Services Limited ("Super e-Tech"). His experience in infrastructure network technology commenced in early 1993 when he was appointed as Chief Executive Officer of Super e-Tech. In July 1999, then as the Managing Director of Sunevision Red-Dots Limited, he led a team of IT professionals to develop the Sun Hung Kai Properties group's first e-commerce site in Hong Kong which was launched in October 1999. He is an Executive Director of Sun Hung Kai Real Estate Agency Limited and had held senior management positions in the DBS Bank and MTR Corporation Limited. Mr. Wong received a Bachelor of Science (Estate Management) degree in 1976 from the National University of Singapore and is a Registered Professional Surveyor and a Registered Professional Housing Manager in Hong Kong. He is also a member of the Singapore Institute of Surveyors and Valuers.

Mr. Wong does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wong has personal interests of 70,000 share options of the Company within the meaning of Part XV of the SFO.

Mr. Wong 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, but is subject to retirement by rotation and re-election at annual

general meetings of the Company in accordance with the Articles of Association of the Company. A director's fee in the amount of HK\$30,000 together with basic salaries and allowances in the amount of approximately HK\$12,000 were paid for his services for the year ended 30 June 2008 as disclosed in the 2007/08 Annual Report of the Company. According to his service agreement with the Company, there is no fixed remuneration and his director's fee will be fixed by the shareholders at the annual general meetings while his annual salary will 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, if any, will be determined by the Board at its absolute discretion having regard to the operating results of the Group and the performance of the Director.

Save as disclosed above, there is no other matter concerning Mr. Wong that needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

**5. LI ON-KWOK, VICTOR (AGE: 54)**

*Independent Non-Executive Director*

*Audit Committee, Remuneration Committee and Nomination Committee Members*

Professor Li was appointed an Independent Non-Executive Director of the Company on 29 January 2000. He is also an Independent Non-Executive Director of China.com. Inc. He is Associate Dean of Engineering, and the Chair Professor of Information Engineering of the Electrical and Electronic Engineering Department 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 Technical Committee on Computer Communications of the Institute of Electrical and Electronic Engineers (IEEE). 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 Hong Kong Special Administrative Region in 2002.

Professor Li does not have any relationship with any other Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Professor Li does not have any interests in the share of the Company within the meaning of Part XV of the SFO.

There is no service contract between the Company and Professor Li. Professor Li has a fixed term of appointment as Director for a period from 1 January 2006 to 31 December 2008 and he is subject to retirement by rotation and



re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. A director's fee in the amount of approximately HK\$120,000 was paid for his services for the year ended 30 June 2008 as disclosed in the 2007/08 Annual Report of the Company. Directors' fee will be fixed by the shareholders at the annual general meetings while their annual salary, if any, will be as determined by the Board from time to time with reference to their contribution in terms of time, effort and their expertise and will be reviewed on an annual basis, and the sum of annual management bonus, if any, will be determined by the Board at its absolute discretion having regard to the operating results of the Group and the performance of the Directors.

Save as disclosed above, there is no other matter concerning Professor Li that needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, the above retiring Directors do not have other directorships in any listed public companies in the last three years.

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## NOTICE OF ANNUAL GENERAL MEETING

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sunEvision

**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. (the “Company”) will be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Thursday, 20 November 2008 at 12:00 noon for the following purposes:

1. 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 2008;
2. To approve the final dividend as recommended by the Directors;
3. To re-elect retiring Directors of the Company and to authorise the Board of Directors of the Company to fix the Directors’ remuneration;
4. To re-appoint auditors of the Company and authorise the Board of Directors of the Company to fix their remuneration; and
5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

### **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 (the “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

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## NOTICE OF ANNUAL GENERAL MEETING

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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

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## NOTICE OF ANNUAL GENERAL MEETING

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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 (the “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

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## NOTICE OF ANNUAL GENERAL MEETING

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pursuant to the Ordinary Resolution no. 2 set out in the notice convening this meeting, provided that such 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.**  
**Chan Kin-chu, Harry**  
*Company Secretary*

Hong Kong, 30 September 2008

***Registered Office:***

P.O. Box 309, Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands

***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, 13 November 2008 to Thursday, 20 November 2008 (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 registrars and transfer office, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 12 November 2008.
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 registrars and transfer office, Computershare Hong Kong Investor Services Limited at Rooms 1806–07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof 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 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.



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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: 8008)**

30 September 2008

*To the shareholders*

**Dear Sir/Madam,**

Pursuant to (i) our letter dated 20 January 2003 and your subsequent reply to us or (ii) the default arrangement as mentioned in our letter (as appropriate), we send you herewith the Corporate Communications in the printed form. Please be advised that the Corporate Communications in Website form or 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 the Company's Hong Kong branch share registrars, Computershare Hong Kong Investor Services Limited (the "Registrars"), by using the attached pre-paid envelope\*.

Both the English and Chinese versions of the Corporate Communications as well as the public announcement are made available on the website of the Company at [www.sunevision.com](http://www.sunevision.com). If you choose to receive the Corporate Communications in Website form, please sign and return the attached reply slip and supply your email address using the attached pre-paid envelope\* to the Registrars. The Registrars will then send you an email notification on the same day each time the Corporate Communication is posted on the website of the Company.

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

Yours faithfully,  
**SUNEVISION HOLDINGS LTD.**  
**Chan Kin-chu, Harry**  
*Company Secretary*

\* Postage pre-paid is only applicable to shareholder having a registered address within Hong Kong.

**REPLY SLIP**

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

To: Computershare Hong Kong Investor Services Limited

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

**(My/Our email address is: \_\_\_\_\_)**

Signature \_\_\_\_\_

Name of Shareholder \_\_\_\_\_

Date \_\_\_\_\_

Contact Phone No. \_\_\_\_\_