
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.** (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 form of proxy 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.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
ADOPTION OF A NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice dated 29 September 2009 convening an annual general meeting of the Company to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Friday, 30 October 2009 at 12:00 noon (the “AGM”) is set out on pages 19 to 23 of this circular. Whether or not you propose to attend the AGM, you are requested to complete the accompanying form of proxy 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 form of proxy 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 for a minimum period of 7 days from the date of publication and on the website of the Company at www.sunevision.com.

Hong Kong, 29 September 2009

CHARACTERISTICS OF GEM

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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LETTER FROM THE BOARD



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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)

Executive Directors:

Kwok Ping-luen, Raymond (*Chairman*)
Kwok Ping-sheung, Walter
Kwok Ping-kwong, Thomas
Tsim Wing-kit, Alfred (*Chief Executive 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, Uglund 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

29 September 2009

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
ADOPTION OF A NEW MEMORANDUM AND ARTICLES OF ASSOCIATION
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; (ii) the proposed re-election of retiring directors of the Company; and

LETTER FROM THE BOARD

(iii) the proposed adoption of a new memorandum and articles of association of the Company (the “New Memorandum and Articles”), and to seek your approval of the resolutions relating to these matters at the AGM.

2. PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 20 November 2008, 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 29 September 2009 convening the AGM as set out on pages 19 to 23 of this circular (the “Notice of AGM”) 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

LETTER FROM THE BOARD

of the Company, or any other applicable laws 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. PROPOSED 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 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 22 September 2009, 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 laws 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.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 116 of the Articles of Association of the Company, Mr. Kwok Ping-kwong, Thomas, Mr. Chan Kui-yuen, Thomas, Mr. Wong Yick-kam, Michael, Mr. So Chung-keung, Alfred and Mr. Tung Chi-ho, Eric will retire at the AGM. Mr. Wong Yick-kam, Michael will not offer himself for re-election whereas the other four retiring directors, 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. PROPOSED ADOPTION OF A NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

In light of the amendments to the GEM Listing Rules which came into effect on 1 January 2009, certain amendments will be made to the existing Memorandum of Association of the Company (“Memorandum”) and the existing Articles of Association of the Company (“Articles”) in order to align the provisions of the Articles with respect to the use of website and other electronic means for corporate communication with the relevant requirements of the GEM Listing Rules and to make other minor changes.

Certain amendments have also been made to the Articles pursuant to a special resolution of the Shareholders passed on 26 October 2006. In order to consolidate all the previous amendments to the Articles and the proposed amendments to the Memorandum and Articles, the Directors proposed to seek the approval of the Shareholders at the AGM to adopt a New Memorandum and Articles. The new amendments to be brought about by the New Memorandum and Articles proposed to be adopted at the AGM are set out in Appendix III to this circular.

6. 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.

LETTER FROM THE BOARD

7. ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Friday, 30 October 2009 at 12:00 noon is set out on pages 19 to 23 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, the re-election of retiring directors as the Ordinary Resolutions, and the adoption of the New Memorandum and Articles as the Special Resolution.

8. ACTION TO BE TAKEN

A form of proxy 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 form of proxy 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 form of proxy will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

9. VOTING BY 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

LETTER FROM THE BOARD

- (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.

Pursuant to Rule 17.47(4) of the GEM Listing Rule, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to Article 76 of the Articles.

An announcement on the poll results will be made by the Company after the AGM.

10. RECOMMENDATION

The Board of Directors of the Company (the “Board”) or a duly authorised committee thereof for the time being believes that the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of the retiring directors, the adoption of the New Memorandum and Articles and all other resolutions set out in the Notice of AGM 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 2009 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>
2008		
September	0.880	0.670
October	0.780	0.420
November	0.560	0.400
December	0.520	0.450
2009		
January	0.600	0.475
February	0.650	0.490
March	0.650	0.540
April	0.750	0.600
May	0.820	0.670
June	0.850	0.750
July	0.950	0.760
August	0.970	0.880
September (up to the Latest Practicable Date)	0.980	0.900

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 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:

Name	Total number of Shares	% of Shares in issue	% shareholding assuming that the Share Repurchase Mandate is exercised in full
Sunco Resources Limited ¹ ("Sunco")	1,713,613,500	84.35	93.73
Sun Hung Kai Properties Limited ² ("SHKP")	1,713,613,500	84.35	93.73
HSBC Trustee (C.I.) Limited ³ ("HSBCTCI")	1,714,683,500	84.41	93.78

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. HSBCTCI is deemed to be interested in the 1,713,613,500 Shares held by SHKP for the purpose of the SFO via its deemed interests in 1,077,423,147 shares in SHKP (Messrs. Kwok Ping-luen, Raymond, Kwok Ping-sheung, Walter and Kwok Ping-kwong, Thomas were deemed to be interested in 1,077,423,147 shares by virtue of being beneficiaries of certain discretionary trusts, which represented the same interests and were therefore duplicated amongst these three Directors 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 HSBCTCI would be increased to approximately 93.78%. 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-KWONG, THOMAS (Age: 57)

Executive Director

Mr. Kwok was appointed an Executive Director of the Company on 29 January 2000. Mr. Kwok is 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 SFO. He is also Chairman of Route 3 (CPS) Company Limited, Joint Chairman of IFC Development Limited and an Independent Non-Executive Director of The Bank of East Asia, Limited. Mr. Kwok holds a master’s degree in Business Administration from The London Business School, University of London, and a bachelor’s degree in Civil Engineering from Imperial College, University of London. He is a fellow of The Hong Kong Management Association.

He is Chairman of the Board of Directors of the Faculty of Business and Economics, The University of Hong Kong, and Executive Vice President and a member of the Executive Committee of The Real Estate Developers Association of Hong Kong. He also serves as a government appointed member of the Exchange Fund Advisory Committee, Construction Industry Council and the Commission on Strategic Development and a non-official member of the Provisional Minimum Wage Commission. In July 2007, the Government of the Hong Kong Special Administrative Region awarded Mr. Kwok the Silver Bauhinia Star for his distinguished community service.

In the past, Mr. Kwok served as a member of the Economic and Employment Council, the Business Advisory Group, the Land & Building Advisory Committee, the Registered Contractors’ Disciplinary Board, the General Chamber of Commerce Industrial Affairs Committee, Business Facilitation Advisory Committee and the Council for Sustainable Development. He was also Chairman of the Property Management Committee of the Building Contractors’ Association and a council member of the Hong Kong Construction Association.

He previously served as a board member of the Community Chest of Hong Kong and as a member of the Social Welfare Policies & Services Committee, and on the Council of The Open University of Hong Kong.

Mr. Kwok is an Honorary Citizen of Guangzhou and a Standing Committee Member of the Ninth Chinese People's Political Consultative Conference Shanghai Committee.

Mr. Kwok is the younger brother of Mr. Kwok Ping-sheung, Walter and the elder brother of Mr. Kwok Ping-luen, Raymond.

As at the latest practicable date prior to the printing of the circular, Mr. Kwok had other interests of 1,070,000 shares^(Note) of the Company within the meaning of Part XV of the SFO.

For the financial year ended 30 June 2009, Mr. Kwok is entitled to receive a total director's emolument of approximately HK\$30,001, including a director's fee in the amount of HK\$30,000.

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.

2. CHAN KUI-YUEN, THOMAS (Age: 63)

Executive Director

Mr. Chan has been an Executive Director of the Company since 29 January 2000. He is an Executive Director of SHKP, a substantial shareholder of the Company within the meaning of Part XV of the SFO and an Executive Director of Sun Hung Kai Real Estate Agency Limited ("SHKREAL"), a subsidiary of SHKP. He joined the Sun Hung Kai Properties Group (the "SHKP Group") in 1973 and is now responsible for land acquisitions and project planning matters. Mr. Chan graduated from the United College, The Chinese University of Hong Kong. He was awarded as Honorary University Fellowship of The Open University of Hong Kong in 2007.

As at the latest practicable date prior to the printing of the circular, Mr. Chan does not have any interests in the share of the Company within the meaning of Part XV of the SFO.

For the financial year ended 30 June 2009, Mr. Chan is entitled to receive a fee of HK\$30,000 for being a Director of the Company and other emoluments of approximately HK\$12,000.

3. SO CHUNG-KEUNG, ALFRED (Age: 60)*Executive Director*

Mr. So has been an Executive Director of the Company since 29 January 2000. He joined the SHKP Group in 1978 and is currently an Executive Director of SHKREAL, a subsidiary of SHKP. He is also a director of Sunco Resources Limited, a substantial shareholder of the Company within the meaning of Part XV of the SFO. Mr. So obtained his Estate Agent's Licence (Individual) in 1999. He received a Master of Science degree in Mathematics from the University of Toronto.

As at the latest practicable date prior to the printing of the circular, Mr. So has personal interests of 67,000 share options and family interests of 543 shares of the Company within the meaning of Part XV of the SFO.

For the financial year ended 30 June 2009, Mr. So is entitled to receive a fee of HK\$30,000 for being a Director of the Company and other emoluments of approximately HK\$12,000.

4. TUNG CHI-HO, ERIC (Age: 50)*Executive Director*

Mr. Tung has been an Executive Director of the Company since 29 January 2000. He has been with the SHKP Group for 22 years. He served as Project Director for various large-scale residential, commercial and mixed developments and oversaw the completion of data centres for major tenants such as JP Morgan and ING Barings. He is an Executive Director of SHKREAL, a subsidiary of SHKP, and is also the Chairman of iAdvantage Limited. Mr. Tung is a member of the Hong Kong Institute of Architects and is a Registered Architect in Hong Kong and an Authorised Person (List One) with the Building Department. He is a graduate of the Architectural Programme of The University of Hong Kong.

As at the latest practicable date prior to the printing of the circular, Mr. Tung does not have any interests in the share of the Company within the meaning of Part XV of the SFO.

For the financial year ended 30 June 2009, Mr. Tung is entitled to receive a fee of HK\$30,000 for being a Director of the Company and other emoluments of approximately HK\$12,000.

Save as disclosed above, all the retiring directors did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and do not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Each of the retiring directors 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. According to their service agreements with the Company, there are no fixed remuneration and their directors' fees are fixed by the shareholders at the annual general meetings while their annual salaries are determined by the Board from time to time with reference to their contributions in terms of time, effort and their expertise and are reviewed on an annual basis, and the sum of annual management bonus, if any, are 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 and the performance of the Directors.

Save as disclosed above, there are no other matters concerning the retiring directors that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Set out below are the new amendments to be brought about by the New Memorandum and Articles proposed to be adopted at the AGM:

1. MEMORANDUM**(a) Clause 2 of the Memorandum**

The existing Clause 2 of the Memorandum will be deleted and substituted therefor by the following new Clause 2:

“2. The Registered Office of the Company shall be at the offices of Maples Corporate Services Limited, P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands or at such other place in the Cayman Islands as the Board may from time to time decide.”; and

(b) Clause 4 of the Memorandum

The existing Clause 4 of the Memorandum will be amended such that the words “(2004 Revision)” appear in the first line of Clause 4 will be replaced by the words “(2009 Revision)”.

2. ARTICLES**(a) Article 2 of the Articles**

The existing Article 2 will be amended such that:

- (i) the words “(2004 Revision)” appear in the definition of “the Companies Law/ the Law” will be replaced by the words “(2009 Revision)”;
- (ii) the following new definition and marginal note will be added immediately after the definition of “the Company’s Website”:

**“Corporate
Communication**

“Corporate Communication” shall mean any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors’ report, its annual accounts together with a copy of the auditor’s report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) the quarterly report; (d) a notice of meeting; (e) a listing document; (f) a circular; and (g) a proxy form, with the meaning ascribed thereto under the Listing Rules;”;

- (iii) the definition of “electronic” will be deleted in its entirety and substituted therefor by the following new definition of “electronic”:

““electronic” shall have the meaning given to it in the Electronic Transactions Law;”;

- (iv) the following new definition and marginal note will be added immediately after the definition of “electronic”:

“electronic means “electronic means” includes sending or otherwise making available to the intended recipients of the communication in electronic format;”;

- (v) the following new definition of “Electronic Transactions Law” and the marginal note will be added immediately after the definition of “Electronic Signature”:

“Electronic Transactions Law “Electronic Transactions Law” means the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;”;

- (vi) the word “daily” will be added immediately after the word “published” appears in the penultimate line of the definition of “published in the newspapers”;

- (vii) the following new definition and marginal note will be added immediately after the definition of “published in newspapers”:

“published on the Exchange’s website “published on the Exchange’s website” shall mean published in English and Chinese on the Exchange’s website in accordance with the Listing Rules;”;

(b) Article 15. (c) of the Articles

The existing Article 15. (c) will be amended such that the first sentence of Article 15. (c) will be deleted in its entirety and substituted therefor by the following:

“The register may, on the Company giving at least 14 days’ notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the

newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).”;

(c) Article 28 of the Articles

The existing Article 28 will be deleted in its entirety and substituted therefor by the following new Article 28:

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

(d) Article 44 of the Articles

The existing Article 44 will be deleted in its entirety and substituted therefor by the following new Article 44:

“44. The registration of transfers may, on the Company giving at least 14 days’ notice by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register may, subject to the requirements in Article 15. (c), be closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).”;

(e) Article 126. (b) of the Articles

The existing Article 126. (b)(iv) to (vii) will be amended such that the existing Article 126. (b)(iv) to (vii) will be re-numbered to Article 126. (b)(i) to (iv);

(f) **Article 163 of the Articles**

- (A) The heading above the existing Article 163 will be deleted in its entirety and substituted therefor by the new heading “**Corporate Communication**”;
- (B) The existing Article 163. (a) and marginal note will be deleted in their entirety and substituted therefor by the following new Article 163. (a) and new marginal note:

**“Service of Corporate
Communication**

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r.7(1)

163. (a) Except as otherwise provided in these Articles, any Corporate Communication may be served by the Company or by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means, including but not limited to by transmitting it to any electronic mail number or address or website supplied by the member to the Company, or by making it available for examination by the member using electronic means, including the posting of such notice or document on the Company’s websites or web pages, provided that if any such notice or document is to be sent or made available to any member by using electronic means, the Company must first have received from the relevant member either (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed consent, in the manner specified in the Listing Rules and have otherwise complied with the relevant requirements of the Listing Rules, to receive or otherwise have made available to him such notice or document by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all Corporate Communication shall be given to the joint holder first named in the register of members.”;

(C) The existing Article 163. (b) will be deleted in its entirety and substituted therefor by the following new Article 163. (b) and new marginal note:

“Members may require printed copy of notice (b) Notwithstanding any election by a member from time to time to receive any Corporate Communication through electronic means, such member or document, who for any reason have difficulty in receiving or gaining access to the Corporate Communication will promptly upon request be sent the Corporate Communication in printed form free of charge.”;

(g) Article 164 of the Articles

The existing Article 164 will be amended such that the second sentence of Article 164 will be deleted in its entirety and substituted therefor by the following:

“Any member who has not given an express positive confirmation in writing to the Company or is not deemed to have given an express confirmation in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address.”;

(h) Article 165 of the Articles

The existing Article 165 will be amended such that the last sentence of Article 165 will be deleted in its entirety and substituted therefor by the following:

“Any notice or document sent or made available by using electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.”; and

(i) Article 178 of the Articles

The following new heading and Article 178 together with its marginal note will be added after the existing Article 177:

“Electronic Transactions Law

Non-application of section 8 of the Electronic Transactions Law 178. Section 8 of the Electronic Transactions Law shall not apply.”

NOTICE OF ANNUAL GENERAL MEETING



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 Friday, 30 October 2009 at 12:00 noon for the following purposes:

1. To receive and consider the audited financial statements, the report of the Directors and Independent Auditor’s Report for the year ended 30 June 2009;
2. To declare a final dividend as recommended by the Directors;
3. To re-elect retiring directors and to authorise the board of Directors to fix the Directors’ remuneration;
4. To re-appoint auditor and to authorise the board of Directors to fix their remuneration;
5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

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,

NOTICE OF ANNUAL GENERAL MEETING

bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (B) the approval in paragraph (A) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power after the end of the Relevant Period;

- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iii) any scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and

- (D) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

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 laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.

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

2. “**THAT:**

- (A) subject to paragraph (B) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company (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;

NOTICE OF ANNUAL GENERAL MEETING

(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 laws 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.”

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** the new memorandum and articles of association of the Company, in the form produced to this meeting and marked “A” and signed by the Chairman of this meeting for identification purpose, be and are hereby approved and adopted with immediate effect as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company.”

By order of the Board
SUNEVISION HOLDINGS LTD.
Chan Kin-chu, Harry
Company Secretary

Hong Kong, 29 September 2009

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 Friday, 23 October 2009 to Friday, 30 October 2009 (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 Shops No. 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 22 October 2009.
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.



sunEvision

SUNEVISION HOLDINGS LTD.

新意網集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8008)

29 September 2009

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 Communication in the printed form. Please be advised that the Corporate Communication in Website Form or in other language will be available upon request.

If you wish to receive Corporate Communication 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 Communication as well as the public announcement are made available on the website of the Company at www.sunevision.com. If you choose to receive the Corporate Communication 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 Communication of SUNeVision Holding Ltd. **in Website Form instead of printed form.**

(My/Our email address is: _____)

Signature _____

Name of Shareholder _____

Date _____

Contact Phone No. _____