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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 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 SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice dated 29 September 2011 convening an annual general meeting of the Company to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Tuesday, 1 November 2011 at 12:00 noon (“**AGM**”) is set out on pages 17 to 21 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 registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M 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 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 or any adjournment thereof should you 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 2011

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.

Choice of language or means of receipt of corporate communications

This circular is now available in printed form in English and in Chinese, and on the website of the Company.

If (i) registered shareholders/noteholders who have received or chosen to receive a printed copy of this circular wish to receive the same in the other language to that chosen by the registered shareholders/noteholders; or (ii) registered shareholders/noteholders who have received or chosen to receive this circular by electronic means wish to receive a printed copy, or who for any reason have difficulty in receiving or gaining access to this circular on the Company's website, they may obtain the same free of charge by sending a request to (a) in the case of registered shareholders, the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited by post to 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by email at sunevision@computershare.com.hk; or (b) in the case of noteholders, the Company's registrar in respect of the convertible notes, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong or by email at sunevision-ecom@hk.tricorglobal.com.

For registered shareholders/noteholders who wish to change their choice of language or means of receipt of the Company's future corporate communications free of charge, they could at any time notify (i) in the case of registered shareholders, the Company's Hong Kong branch share registrar and transfer office by post or by email (at the address or email address mentioned above); or (ii) in the case of noteholders, the Company's registrar in respect of the convertible notes by post or by email (at the address or email address mentioned above).

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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*)
Tsim Wing-kit, Alfred (*Chief Executive Officer*)
Tung Chi-ho, Eric
Wong Chin-wah
So Wai-kei, Godwin

Non-Executive Directors:

Kwok Ping-sheung, Walter
Kwok Ping-kwong, Thomas
Cheung Wing-yui
Chan Kui-yuen, Thomas
So Chung-keung, Alfred
Siu Hon-wah, Thomas

Independent Non-Executive Directors:

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

Registered Office:

P.O. Box 309, Ugland 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 2011

To the Shareholders and, for information only, the Noteholders

Dear Sir/Madam,

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

1. INTRODUCTION

At the annual general meeting of the Company held on 1 November 2010, 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 relevant rules set out under

LETTER FROM THE BOARD

the Rules Governing the Listing of Securities on GEM as may be amended, modified or supplemented from time to time (the “**GEM Listing Rules**”), and the Codes on Takeovers and Mergers and Share Repurchases (the “**Takeovers Code**”) (together 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.

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM which includes, among other matters, (i) the proposed renewal of the general mandates to allot, issue and deal with Shares, and to repurchase Shares; (ii) the extension of the power of the Company to allot, issue and deal with Shares; and (iii) the proposed re-election of retiring Directors, and to give you notice of AGM.

2. PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the AGM, the Ordinary Resolution no. 5 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. 5 up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 5 (the “**Share Issue Mandate**”).

As at 22 September 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein (the “**Latest Practicable Date**”), the issued share capital of the Company comprised 2,329,208,031 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 Issue Mandate, the maximum number of Shares which may be allotted, issued and dealt with pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 232,920,803 Shares.

In addition, the Ordinary Resolution no. 7 will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding 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. 6 up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 6, if granted.

LETTER FROM THE BOARD

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in the Ordinary Resolutions nos. 5 and 7 as referred to in the notice dated 29 September 2011 convening the AGM as set out on pages 17 to 21 of this circular 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 laws of the Cayman Islands to be held; and (c) the date on which the authority given under the Ordinary Resolutions nos. 5 and 7 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. 6 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. 6 up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 6 (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.

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. 6 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, Messrs. Kwok Ping-luen, Raymond, Tung Chi-ho, Eric, Wong Chin-wah, Kwok Ping-sheung, Walter and Professor Li On-kwok, Victor (the “**Retiring Directors**”) will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

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. COMPETING INTERESTS

Professor Li On-kwok, Victor, an Independent Non-Executive Director of the Company, is a well recognized leader in the field of information technology development and has been appointed to various positions including consultants and directors to institutions and business entities which are engaged in research, development and relevant business. These institutions and business entities may be in competition with the Group.

Save as disclosed in this section, none of the Directors or the controlling Shareholders of the Company or their respective associates as defined in the GEM Listing Rules has any interest in any business which competes or may compete with the business of the Group.

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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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 Tuesday, 1 November 2011 at 12:00 noon is set out on pages 17 to 21 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 as ordinary resolutions.

LETTER FROM THE BOARD

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 in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M 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 or any adjournment thereof if they so wish.

9. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, 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 of Association of the Company.

Pursuant to Article 81(a) of the Articles of Association of the Company, on a poll every Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for each Share registered in his name in the Register of Members. On a poll, a Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

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

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 2,329,208,031 Shares in issue. Subject to the passing of the Ordinary Resolution no. 6 and assuming that there is no change in the issued share capital of the Company prior to the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 232,920,803 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 and/or 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 2011 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>
2010		
September	2.590	1.220
October	2.430	0.990
November	1.180	0.830
December	0.990	0.830
2011		
January	1.080	0.920
February	1.130	0.930
March	1.030	0.940
April	0.990	0.930
May	1.010	0.920
June	0.980	0.910
July	0.990	0.890
August	0.980	0.760
September (up to the Latest Practicable Date)	1.140	0.880

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 have been 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 are as follows:

Name	Number of issued Shares held	Number of underlying Shares held under equity derivatives	Total	% of Shares in issue
Sunco Resources Limited ¹ (“Sunco”)	1,719,427,500	1,719,427,500 ²	3,438,855,000	147.64
Sun Hung Kai Properties Limited ³ (“SHKP”)	1,719,427,500	1,719,427,500 ²	3,438,855,000	147.64
HSBC Trustee (C.I.) Limited ⁴ (“HSBCTCI”)	1,721,567,500	1,719,427,500 ²	3,440,995,000	147.73

Notes:

1. Sunco is the beneficial owner of the 1,719,427,500 Shares and the derivative interest referred to in Note 2 below.
2. These represented the interests in the underlying Shares in respect of the Convertible Notes (which are unlisted, non-transferable, irredeemable and physically settled equity derivatives) in the amount of HK\$171,942,750 convertible into 1,719,427,500 Shares at the conversion price of HK\$0.10 per Share (subject to adjustment in accordance with the Deed Poll constituting the Convertible Notes) upon the exercise of the conversion rights attached to the Convertible Notes.
3. As Sunco is a wholly-owned subsidiary of SHKP, SHKP is deemed to have interest in the 3,438,855,000 Shares (including 1,719,427,500 underlying Shares referred to in Note 2 above) held by Sunco for the purpose of Part XV of the SFO.
4. As HSBCTCI is entitled to control the exercise of one-third or more of the voting power at general meetings of SHKP, HSBCTCI is deemed to have interest in the 3,438,855,000 Shares (including 1,719,427,500 underlying Shares referred to in Note 2 above) held by SHKP for the purpose of Part XV of the SFO.

Assuming that there is no change in the issued share capital of the Company prior to the AGM, in the event that the Share Repurchase Mandate is exercised in full, the interests of Sunco and the deemed interests of SHKP in terms of the voting rights of the Company would be increased from approximately 73.82% to approximately 82.02% and the deemed interests of HSBCTCI in terms of the voting rights of the

Company would be increased from approximately 73.91% to approximately 82.12%. 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, in view of the public float requirement under the GEM Listing Rules which requires at least 25% of the issued share capital of the Company has to be held by the public, 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

The Company has repurchased a total of 7,706,000 Shares on GEM during the six months preceding the Latest Practicable Date. Details of the repurchases are as follows:

Date of repurchase	Number of Shares repurchased	Repurchase price per Share	
		Highest <i>HK\$</i>	Lowest <i>HK\$</i>
5 May 2011	556,000	0.940	N/A
6 May 2011	428,000	0.940	N/A
9 May 2011	515,000	0.950	N/A
12 May 2011	176,000	0.950	N/A
17 May 2011	985,000	0.970	N/A
19 May 2011	500,000	0.970	N/A
23 May 2011	200,000	0.960	N/A
24 May 2011	200,000	0.960	N/A
25 May 2011	1,000,000	0.960	0.950
26 May 2011	200,000	0.950	N/A
27 May 2011	1,000,000	0.950	0.930
30 May 2011	866,000	0.950	0.940
31 May 2011	1,000,000	0.950	N/A
2 June 2011	80,000	0.950	N/A

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: 58)

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.

Mr. Kwok is Vice Chairman and Managing Director of SHKP, a substantial shareholder of the Company within the meaning of Part XV of the SFO. He is also Chairman of SmarTone Telecommunications Holdings Limited, a Non-Executive Director of Transport International Holdings Limited and Wing Tai Properties Limited, 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, a member of the General Committee of The Hong Kong General Chamber of Commerce 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.

Save as disclosed above, Mr. Kwok 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 does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Kwok has other interests in 3,485,000 shares of the Company within the meaning of Part XV of the SFO (Of these Shares, Messrs. Kwok Ping-luen, Raymond and Kwok Ping-kwong, Thomas are deemed to be interested in 2,140,000 Shares by virtue of being beneficiaries of a certain discretionary trust, which represent the same interests and are therefore duplicated amongst these two Directors for the purpose 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. According to his service agreement with the Company, there is no fixed remuneration and his director's fee is fixed by the Shareholders at the annual general meetings while his annual salary is determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and is reviewed on an annual basis, and the sum of annual management bonus, if any, is 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 Director. Mr. Kwok is entitled to receive a total director's emolument of approximately HK\$40,001, including a director's fee in the amount of HK\$40,000, for the financial year ended 30 June 2011.

2. TUNG CHI-HO, ERIC (AGE: 52)

Executive Director

Mr. Tung has been an Executive Director of the Company since 29 January 2000. He has been with the Sun Hung Kai Properties Group for 24 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 Sun Hung Kai Real Estate Agency Limited, a subsidiary of SHKP, and is also the Chairman of iAdvantage Limited, a subsidiary of the Company. 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 Buildings Department. He is a graduate of the Architectural Programme of The University of Hong Kong.

Save as disclosed above, Mr. Tung 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 does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tung does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Tung 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 his service agreement with the Company, there is no fixed remuneration and his director's fee is fixed by the shareholders at the annual general meetings while his annual salary is determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and is reviewed on an annual basis, and the sum of annual management bonus, if any, is 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 Director. For the financial year ended 30 June 2011, 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.

3. WONG CHIN-WAH (AGE: 62)

Executive Director

Mr. Wong has been an Executive Director of the Company since 29 January 2000 and is the Chief Executive Officer of Sunevision Super e-Technology Services Limited ("**Super e-Technology**", a subsidiary of the Company). His experience in infrastructure network technology commenced in early 1993 when he was appointed as Chief Executive Officer of Super e-Technology. 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, a subsidiary of SHKP, 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.

Save as disclosed above, Mr. Wong 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 does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Wong does not have any interests in the Shares 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. According to his service agreement with the Company, there is no fixed remuneration and his director's fee is fixed by the shareholders at the annual general meetings while his annual salary is determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and is reviewed on an annual basis, and the sum of annual management bonus, if any, is 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 Director. For the financial year ended 30 June 2011, Mr. Wong 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. KWOK PING-SHEUNG, WALTER (AGE: 60)

Non-Executive Director

Mr. Kwok was appointed an Executive Director of the Company on 29 January 2000 and became a Non-Executive Director of the Company with effect from 10 March 2011. 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 Fellow of the Hong Kong Institution of Engineers. He is an Honorary Fellow of the School of Accountancy of The Central University of Finance and Economics, Honorary Trustee of Tongji University and Nanjing University. He was Chairman and Chief Executive of SHKP from 1990 to 2008. He is a Non-Executive Director of SHKP and Transport International Holdings Limited and Director of Wilson Parking (Holdings) Limited and Hung Cheong Import & Export Company, Limited.

He is also a Director of The Real Estate Developers Association of Hong Kong 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 committee member of the French Asian Art Society, the Chevalier of the Légion d'Honneur Club Hong Kong Chapter,

Honorary President of The Association for the Promotion of Global Chinese Traders Fraternity Ltd. and Honorary Chairman of The Association of Global Chinese Art Collectors Fraternity. Mr. Kwok is the elder brother of Mr. Kwok Ping-kwong, Thomas and Mr. Kwok Ping-luen, Raymond.

Save as disclosed above, Mr. Kwok 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 does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. By letter dated 25 October 2010, Mr. Kwok informed the Company that his “beneficial interests in the SHKP (including the cessation of the questioned 11,743,800 shares on 23 September 2009 and the additional acquisition of the questioned 4,316,181 shares on 26 April 2010) and SUNeVision shares are still under dispute”.

Mr. Kwok received an appointment letter from the Company for his appointment as a Non-Executive Director of the Company for a period from 10 March 2011 to 28 February 2014, 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. He is entitled to a fee of HK\$30,000 per annum (or a pro rata amount for the duration of this directorship for an incomplete year) and other emoluments to be determined by the Board from time to time. His director’s fee is fixed by the shareholders at the annual general meetings while his annual salary, if any, is determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and is reviewed on an annual basis, and the sum of annual management bonus, if any, is 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 Director. 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, for the financial year ended 30 June 2011.

5. LI ON-KWOK, VICTOR (AGE: 56)
Independent Non-Executive Director

Professor Li has been an Independent Non-Executive Director of the Company since 29 January 2000. He is also the Chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee of the Company. Professor Li is an Independent Non-Executive Director of China.com Inc.. He is the

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.

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

Professor Li has not entered into any service agreement with the Company. He has a fixed term of appointment as Director for a period from 1 January 2009 to 31 December 2011 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. His director’s fee is fixed by the shareholders at the annual general meetings while his annual salary, if any, is determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and is reviewed on an annual basis, and the sum of annual management bonus, if any, is 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 Director. For the financial year ended 30 June 2011, Professor Li is entitled to receive a fee of HK\$120,000 for being a Director of the Company.

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 Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

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 Tuesday, 1 November 2011 at 12:00 noon for the following purposes:

1. To receive and consider the audited financial statements, the Directors’ report and the independent auditor’s report for the year ended 30 June 2011;
2. To declare a final dividend;
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;

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. “**THAT:**
 - (A) subject to paragraph (C) 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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options under any share option scheme of the Company or similar arrangement for the time being adopted by the Company in accordance with the applicable rules of the Stock Exchange for the grant or issue 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; or (v) a special authority granted by the shareholders of the Company in general meeting, shall not exceed 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 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 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.

NOTICE OF ANNUAL GENERAL MEETING

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

6. **“THAT:**

- (A) subject to paragraph (B) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company (the “Shares”) on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 The Stock Exchange of Hong Kong Limited 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 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 date of passing this resolution until whichever is the earliest of:

NOTICE OF ANNUAL GENERAL MEETING

- (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 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.”
7. “**THAT** subject to the passing of the Ordinary Resolutions nos. 5 and 6 set out in the notice convening this meeting, the general unconditional mandate granted to the Directors of the Company to exercise the powers of the Company to allot, issue and deal with Shares referred to in the Ordinary Resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to the Ordinary Resolution no. 6 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the Ordinary Resolution no. 6.”.

By order of the Board
SUNEVISION HOLDINGS LTD.
Ng Wai-yee, Betty
Company Secretary

Hong Kong, 29 September 2011

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. (a) In order to determine entitlements to attend and vote at the AGM, the Register of Members will be closed on Monday, 31 October 2011 and Tuesday, 1 November 2011 during which no transfer of Shares will be effected.
 - (i) In the case of Shares, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops No. 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 28 October 2011.
 - (ii) In the case of convertible notes of the Company, as announced by the Company in its final results announcement dated 12 September 2011, in order to be entitled to attend and vote at the AGM, the notice of conversion accompanied by the relevant note certificate and payment of the necessary amount should have been surrendered to and deposited with the Company's registrar in respect of the convertible notes, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong for conversion into Shares not later than 4:30 p.m. on Thursday, 15 September 2011.
- (b) In addition, the Register of Members of the Company will be closed on Wednesday, 9 November 2011. On the assumption that the resolution for declaring the final dividend is duly passed at the AGM:
 - (i) in the case of the Shares, in order to determine entitlement to the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops No. 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 8 November 2011; and
 - (ii) in the case of convertible notes of the Company, in order to determine entitlement to receive the relevant payments under the convertible notes, the noteholders shall remain to be registered on the Register of Noteholders of the Company on 9 November 2011.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or persons (who must be individual) as his or her proxy or proxies to attend and, on a poll, vote instead of him or her. A proxy need not be a shareholder of the Company.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M 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.
5. With reference to Resolution 3 above, Messrs. Kwok Ping-luen, Raymond, Tung Chi-ho, Eric, Wong Chin-wah, Kwok Ping-sheung, Walter and Professor Li On-kwok, Victor will retire and being eligible, will offer themselves for re-election at the Annual General Meeting. Their details are set out in Appendix II to the circular dated 29 September 2011.
6. With reference to Resolutions No. 5, 6 and 7 above, the Directors wish to state that they have no immediate plans to repurchase any Shares or issue any new securities pursuant to the relevant mandate.