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*This announcement for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*



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

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

**PROPOSED ADOPTION OF A NEW  
MEMORANDUM AND ARTICLES OF ASSOCIATION**

In view of recent changes to the securities laws of Hong Kong and the GEM Listing Rules and to update the existing memorandum and articles of association of the Company in line with current practice, certain amendments will need to be made to the existing memorandum and articles of association of the Company. In view of the substantial number of amendments, the Board proposes that a new memorandum and articles of association, consolidating all the proposed amendments and which complies with all current applicable laws and regulations and in line with current practice, be adopted to replace the existing memorandum and articles of association of the Company with effect from the date of passing of the relevant special resolution at the AGM.

A circular containing inter alia, particulars of the proposed amendments to the memorandum and articles of association of the Company will be despatched to the shareholders of the Company as soon as practicable.

In view of recent changes to the securities laws of Hong Kong and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”) which became effective on 31 March 2004 subject to certain transitional arrangements and to update the existing memorandum and articles of association of the Company certain amendments will need to be made to the existing memorandum and articles of association of the Company. The board of directors (the “Board”) of SUNeVision Holdings Ltd. 新意網集團有限公司 (the “Company”) propose to amend the memorandum and articles of association of the Company and propose to seek the approval of the shareholders of the Company for such proposal at the annual general meeting of the Company to be held at 53/F., Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on 28 October 2004 at 3:00 p.m. (the “AGM”). In view of the substantial number of amendments, the Board proposes that a new memorandum and articles of association, consolidating all the proposed amendments and which complies with all current applicable laws and regulations and in line with current practice, be adopted to replace the existing memorandum and articles of association of the Company with effect from the date of passing of the relevant special resolution at the AGM.

The new memorandum and articles of association of the Company will incorporate amendments including, inter alia, the following provisions:

- (a) the adoption of a new definition of each of the terms “Associate”, “Exchange”, “Listing Rules”, “recognized clearing house” “share” and “subsidiary” and “holding company” and deletion of the definition of the term “registration office”;

- (b) to provide that the Company will no longer have the right by ordinary resolution to convert any fully-paid up shares of the Company into stock or vice-versa;
- (c) to provide that within 21 days of the date when the Board receives deposit of the requisition of an extraordinary general meeting, it shall duly convene the meeting to be held within a further 21 days;
- (d) to provide that the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative);
- (e) to provide that if at an adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, the member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy shall be a quorum;
- (f) to provide 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 or otherwise required under the GEM Listing Rules;
- (g) to provide that notwithstanding anything contained in the articles of association, where more than one proxy is appointed by a recognized clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands;
- (h) to provide that where the Company has knowledge that any member is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted;
- (i) to provide that the minimum seven-day period for lodgment by a member of the Company to nominate a director shall commence no earlier than the day after the despatch of the notice of the meeting appointed for the election to the office of director and ending no later than seven days prior to the date of such meeting; and
- (j) to provide that a director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his associates (as such term is defined in the GEM Listing Rules) has any material interest.

A special resolution in relation to the adoption of a new memorandum and articles of association of the Company will be proposed at the AGM for the shareholders of the Company to consider and, if thought fit, approve such adoption. A circular containing inter alia, particulars of the proposed major amendments to the memorandum and articles of association of the Company, together with a notice convening the AGM will be despatched to shareholders of the Company as soon as practicable.

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

Hong Kong, 20 September 2004

As at the date of this announcement, the Board comprises of twelve executive Directors, namely KWOK Ping Luen Raymond, KWOK Ping Sheung, Walter, KWOK Ping Kwong, Thomas, YEN Shiao Hua, Sheridan, CHAN Kui Yuen, Thomas, WONG Yick Kam, Michael, LEUNG Kui King, Donald, SO Chung Keung, Alfred, TUNG Chi Ho, Eric, WONG Chin Wah, TUNG Yiu Kwan, Stephen, SO Sing Tak, Andrew; one non-executive Director, namely CHEUNG Wing Yui; and three independent non-executive Directors, namely, KAO Kuen, Charles, LI On Kwok, Victor and FONG Ching, Eddy.

*This announcement will remain on the GEM website at <http://www.hkgem.com> for a minimum period of seven days from the date of publication.*