

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement, for which the directors (the “Directors”) of SUNEVISION HOLDINGS LTD. (the “Company”) 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 (the “GEM”) 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 announcement 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 announcement misleading.*



## **SUNEVISION HOLDINGS LTD.**

**新意網集團有限公司**

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

**(Stock Code: 8008)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the Company will be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Tuesday, 1 November 2011 at 12:30 p.m. (or so soon thereafter as the annual general meeting of the Company to be convened on the same day and at the same place shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

#### **ORDINARY RESOLUTION**

**(1) “THAT:**

- (a) subject to and conditional upon (a) the passing of an ordinary resolution by the shareholders of Sun Hung Kai Properties Limited (“SHKP”, the holding company of the Company) at its general meeting (the “SHKP Meeting”) approving the adoption of the share option scheme of the Company (the “New Share Option Scheme”), the rules of which are contained in the document marked “A” produced to this meeting and for the purpose of identification signed by the chairman of the meeting; and (b) the Main Board Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting the listing of, and permission to deal in, the shares of the Company (the “Shares”) which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the New Share Option Scheme, the New Share Option Scheme be and is hereby approved and adopted which shall become effective upon fulfillment of all the conditions as set out in the New Share Option Scheme, and the directors of the Company be and are hereby authorised to do all such acts and to enter into

all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme including but without limitation:

- (i) to administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares;
  - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
  - (iii) to issue and allot from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on the Stock Exchange;
  - (iv) to make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may from time to time be issued and allotted pursuant to the exercise of the options under the New Share Option Scheme, and where any such application has been made prior to the date of passing this resolution, the same be approved, confirmed and ratified; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme; and
- (b) subject to and conditional upon the passing of an ordinary resolution by the shareholders of SHKP in the SHKP Meeting approving the termination of the existing share option scheme of the Company adopted by the Company on 3 December 2002 (the “**Existing Share Option Scheme**”), the Existing Share Option Scheme be and is hereby terminated and that such termination shall become effective when the New Share Option Scheme takes effect upon fulfillment of all the conditions as set out in the New Share Option Scheme.”

## SPECIAL RESOLUTION

(2) “**THAT:**

- (a) the existing memorandum of association of the Company be and are hereby amended in the following manner:
  - (i) by deleting the phrase “Companies Law (2009 Revision)” and substituting therefor the phrase “Companies Law (2010 Revision)” in the memorandum of association of the Company; and
  - (ii) by deleting the phrase “Section 193 of the Companies Law” in paragraph 7 of the memorandum of association of the Company and substituting therefor the phrase “Section 174 of the Companies Law (2010 Revision)”;

(b) the existing articles of association of the Company (the “**Articles of Association**”) be and are hereby amended in the following manner:

- (i) by deleting the phrase “Companies Law (2009 Revision)” and substituting therefor the phrase “Companies Law (2010 Revision)” in the Articles of Association;
- (ii) by deleting in the 8th line of Article 95 the word “filing” immediately before the words “a casual vacancy” and substituting therefor the word “filling”;
- (iii) by deleting Article 97 in its entirety and substituting therefor the following new Article 97:

“97. No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless within the seven-day period commencing on the day after the dispatch of the notice of the meeting appointed for such election (or such other period, being a period of at least seven days commencing no earlier than the day after the dispatch of the notice of such meeting and ending no later than seven days prior to the date of such meeting, as may be determined by the Directors from time to time), there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed) entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.”; and

(c) conditional upon the shares of the Company being listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and being de-listed from the Growth Enterprise Market of the Stock Exchange (“**GEM**”) and that dealings in the shares of the Company on the main board of the Stock Exchange has commenced, the Articles of Association be and are hereby amended in the following manner:

- (i) by deleting the definition of “Exchange” and “Listing Rules” in Article 2 and substituting therefor the following paragraphs:

““Exchange” shall mean The Stock Exchange of Hong Kong Limited;”;

““Listing Rules” shall mean the Rules Governing the Listing of Securities on the Exchange as amended from time to time;”;

- (ii) by deleting all references to the rule numbers of the Rules Governing the Listing of Securities on the GEM in the margin notes of the Articles of Association.”

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

Hong Kong, 7 October 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

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint another 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.
2. 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.
3. 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.
4. The Memorandum and Articles of Association of the Company are in the English language. The Chinese version of the proposed amendments to the Memorandum and Articles of Association of the Company set out in the notice above (Resolution number 2) is a translation for reference only. Should there be any discrepancies, the English version shall prevail.

*As at the date of this announcement, the Board comprises five Executive Directors, being Kwok Ping-luen, Raymond, Tsim Wing-kit, Alfred, Tung Chi-ho, Eric, Wong Chin-wah and So Wai-kei, Godwin; six Non-Executive Directors, being Kwok Ping-sheung, Walter, Kwok Ping-kwong, Thomas, Cheung Wing-yui, Chan Kui-yuen, Thomas, So Chung-keung, Alfred and Siu Hon-wah, Thomas; and three Independent Non-Executive Directors, being Li On-kwok, Victor, King Yeo-chi, Ambrose and Wong Kai-man.*

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