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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of SUNEVISION HOLDINGS LTD. (the “**Company**”) will be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 24 June 2014 at 3:00 p.m. for the purposes:

1. To consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(a) “**THAT:**

- (i) the agreement dated 16 May 2014 entered into between the Company and Sun Hung Kai Properties Limited (“**SHKP**”) in respect of the Networking Arrangement (as defined and more particularly described in the circular to the shareholders of the Company dated 6 June 2014 (the “**Circular**”)) (the “**Networking Agreement**”, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), and the transactions pursuant thereto and the annual cap in relation to the Networking Arrangement of HK\$65,000,000 for each of the three financial years ending 30 June 2017, be and are hereby approved;
- (ii) the entering into, execution, performance and implementation of the Networking Agreement by the directors of the Company (the “**Directors**”) for and on behalf of the Company be and are hereby approved, confirmed and ratified; and
- (iii) the Directors be and are hereby authorised for and on behalf of the Company to sign, seal, deliver, execute and perfect all such documents and to do all such deeds, acts, matters and things as they may in their discretion consider necessary, desirable or expedient to implement, or give effect to, or otherwise for the purposes of, or as contemplated under, or is otherwise in connection with, the Networking Agreement.”

(b) “**THAT:**

- (i) the agreement dated 16 May 2014 entered into between the Company and SHKP in respect of the Maintenance Arrangement (as defined and more particularly described in the Circular) (the “**Maintenance Agreement**”, a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification), and the transactions pursuant thereto and the annual cap in relation to the Maintenance Arrangement of HK\$64,400,000 for each of the three financial years ending 30 June 2017, be and are hereby approved;
- (ii) the entering into, execution, performance and implementation of the Maintenance Agreement by the Directors for and on behalf of the Company be and are hereby approved, confirmed and ratified; and
- (iii) the Directors be and are hereby authorised for and on behalf of the Company to sign, seal, deliver, execute and perfect all such documents and to do all such deeds, acts, matters and things as they may in their discretion consider necessary, desirable or expedient to implement, or give effect to, or otherwise for the purposes of, or as contemplated under, or is otherwise in connection with, the Maintenance Agreement.”

(c) “**THAT:**

- (i) the agreement dated 16 May 2014 entered into between the Company and SHKP in respect of the Networking Sub-Contracting Arrangement (as defined and more particularly described in the Circular) (the “**Networking Sub-Contracting Agreement**”, a copy of which has been produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification), and the transactions pursuant thereto and the annual cap in relation to the Networking Sub-Contracting Arrangement of HK\$12,000,000 for each of the three financial years ending 30 June 2017, be and are hereby approved;
- (ii) the entering into, execution, performance and implementation of the Networking Sub-contracting Agreement by the Directors for and on behalf of the Company be and are hereby approved, confirmed and ratified; and
- (iii) the Directors be and are hereby authorised for and on behalf of the Company to sign, seal, deliver, execute and perfect all such documents and to do all such deeds, acts, matters and things as they may in their discretion consider necessary, desirable or expedient to implement, or give effect to, or otherwise for the purposes of, or as contemplated under, or is otherwise in connection with, the Networking Sub-contracting Agreement.”

(d) “**THAT:**

- (i) the agreement dated 16 May 2014 entered into between the Company and SHKP in respect of the Maintenance Sub-Contracting Arrangement (as defined and more particularly described in the Circular) (the “**Maintenance Sub-Contracting Agreement**”, a copy of which has been produced to the meeting marked “D” and signed by the chairman of the meeting for the purpose of identification), and the transactions pursuant thereto and the annual cap in relation to the Maintenance Sub-Contracting Arrangement of HK\$5,900,000 for each of the three financial years ending 30 June 2017, be and are hereby approved;
- (ii) the entering into, execution, performance and implementation of the Maintenance Sub-Contracting Agreement by the Directors for and on behalf of the Company be and are hereby approved, confirmed and ratified; and
- (iii) the Directors be and are hereby authorised for and on behalf of the Company to sign, seal, deliver, execute and perfect all such documents and to do all such deeds, acts, matters and things as they may in their discretion consider necessary, desirable or expedient to implement, or give effect to, or otherwise for the purposes of, or as contemplated under, or is otherwise in connection with, the Maintenance Sub-Contracting Agreement.”

(e) “**THAT:**

- (i) the agreement dated 16 May 2014 entered into between the Company and SHKP in respect of the HK Lease Arrangements (as defined and more particularly described in the Circular) (the “**HK Leasing Agreement**”, a copy of which has been produced to the meeting marked “E” and signed by the chairman of the meeting for the purpose of identification), and the transactions pursuant thereto and the annual cap in relation to the HK Lease Arrangements of HK\$74,970,000 for each of the three financial years ending 30 June 2017, be and are hereby approved;
- (ii) the entering into, execution, performance and implementation of the HK Leasing Agreement by the Directors for and on behalf of the Company be and are hereby approved, confirmed and ratified; and
- (iii) the Directors be and are hereby authorised for and on behalf of the Company to sign, seal, deliver, execute and perfect all such documents and to do all such deeds, acts, matters and things as they may in their discretion consider necessary, desirable or expedient to implement, or give effect to, or otherwise for the purposes of, or as contemplated under, or is otherwise in connection with, the HK Leasing Agreement.”

2. To re-elect retiring Directors.

By order of the Board
SUNEVISION HOLDINGS LTD.
So Wai-kei, Godwin
Director and Company Secretary

Hong Kong, 6 June 2014

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

Notes:

1. Any shareholder of the Company entitled to attend and vote at the extraordinary general meeting (the “EGM”) of the Company is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. 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 of the EGM or any adjournment thereof.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof; and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. With reference to Resolution no. 2 above, Messrs. Lee Wai-kwong, Sunny and Fung Yuk-lun, Allen (who were appointed as independent non-executive Director and non-executive Director of the Company with effect from 1 November 2013 and 1 January 2014 respectively) will hold office until the EGM and shall be eligible for re-election thereat. Details of the retiring Directors are set out in Appendix II to the circular dated 6 June 2014.

As at the date of this announcement, the Board comprises five Executive Directors, being Kwok Ping-luen, Raymond, Yan King-shun, Peter, Tung Chi-ho, Eric, Wong Chin-wah and So Wai-kei, Godwin; four Non-Executive Directors, being Cheung Wing-yui, Siu Hon-wah, Thomas, Tsim Wing-kit, Alfred and Fung Yuk-lun, Allen; and five Independent Non-Executive Directors, being Li On-kwok, Victor, King Yeo-chi, Ambrose, Wong Kai-man, Kwok Kwok-chuen and Lee Wai-kwong, Sunny.

This announcement 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.

This notice is in English and Chinese. In case of any inconsistency, the English version shall prevail.