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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: 1686)**

### **PROPOSED ADOPTION OF RESTATED MEMORANDUM AND ARTICLES**

The Board announces that, in order to (i) bring the Memorandum and Articles in line with the relevant requirements of the Listing Rules, the Companies Law and the Companies Ordinance; (ii) reflect consequential changes in view of the Transfer of Listing; and (iii) make some other housekeeping amendments, and in view of the number of proposed changes involved, the Board proposes to seek approval of the Shareholders by special resolution to amend the Memorandum and Articles currently in effect by deletion in their entirety and the substitution in their place of the Restated Memorandum and Articles.

The proposed adoption of the Restated Memorandum and Articles is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. A circular containing, among other things, full terms of the proposed changes brought about by the adoption of the Restated Memorandum and Articles when compared with the existing Memorandum and Articles together with a notice convening the Annual General Meeting will be despatched to the Shareholders in due course.

The board of directors (the “**Board**”) of SUNeVision Holdings Ltd. (the “**Company**”) announces that, in order to (i) bring the Memorandum and Articles of Association of the Company (the “**Memorandum and Articles**”) in line with the relevant requirements of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Companies Law (2018 Revision) of the Cayman Islands (the “**Companies Law**”) and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”); (ii) reflect consequential changes in view of the transfer of the listing of the shares of the Company from the Growth Enterprise Market to the Main Board of the Stock Exchange on 22 January 2018 (the “**Transfer of Listing**”); and (iii) make some other housekeeping amendments, and in view of the number of proposed changes involved, the Board proposes to seek approval of the shareholders of the Company (the “**Shareholders**”) by special resolution to amend the Memorandum and Articles currently in effect by deletion in their entirety and the substitution in their place of the amended and restated memorandum and articles of association (the “**Restated Memorandum and Articles**”). A summary of the major changes brought about by the adoption of the Restated Memorandum and Articles are set out below:

- (i) to reflect the current requirements and provisions of the Listing Rules, including but not limited to:
  - (a) the insertion of the definition of “close associate”, and making corresponding changes to the relevant provisions (including the provision providing that a director of the Company (the “**Director**”) shall not vote (nor be counted in the quorum) on any Board resolution approving contract or arrangement or other proposal in which he or any of his close associates (or if required by the Listing Rules, his other associates) has a material interest);
  - (b) the provision that non-voting, restricted voting and limited voting shares must be designated as such;
  - (c) the provision that the register of members of the Company may be closed on 10 business days’ notice (or 6 business days’ notice in the case of a rights issue) being given by an announcement published on the Exchange’s website (as defined in the Listing Rules); and in the event that there is an alteration of book closure dates, the Company shall give at least 5 business days’ notice before the announced closure, or the new closure, whichever is earlier;
  - (d) the deletion of the exception to the prohibition of a Director’s right to vote on (or to be counted in the quorum in) any Board resolution of any proposal concerning any other company in which the Director or any of his associate(s) is/are interested only as an officer or executive or shareholder or in which the Director or any of his associates is/are not in aggregate beneficially interested in 5 per cent or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his associate is derived) or of the voting rights;
- (ii) to reflect consequential changes in view of the Transfer of Listing;
- (iii) in relation to the share capital of the Company, to provide that the Board may accept the surrender of any fully paid share for no consideration;
- (iv) in relation to the register of members and share certificates, to provide that:
  - (a) the register of members maintained by the Company in respect of its listed shares may be kept by recording the particulars required by the Companies Law in a form otherwise than legible, provided it is capable of being reproduced in a legible form; and
  - (b) each member of the Company, after allotment or lodgment of transfer, shall be entitled to receive one share certificate for all his shares of the Company of each class or several certificates each for one or more of such shares of such class upon payment of any payable fees;
- (v) to delete the distinction between “ordinary business” and “special business” to be transacted at general meetings of the Company;

- (vi) to align and update references to the Companies Ordinance, including to revise the relevant provisions relating to restrictions on loans by the Company to Directors and their close associates in line with the provisions of the Companies Ordinance;
- (vii) to provide that the Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands;
- (viii) to provide that the Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law) upon such terms as the Directors may determine; and
- (ix) to make other house-keeping amendments, including consequential amendments in line with the above amendments to the Memorandum and Articles.

The proposed adoption of the Restated Memorandum and Articles is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on Friday, 26 October 2018 (the “**Annual General Meeting**”).

A circular containing, among other things, full terms of the proposed changes brought about by the adoption of the Restated Memorandum and Articles when compared with the existing Memorandum and Articles together with a notice convening the Annual General Meeting will be despatched to the Shareholders in due course.

By Order of the Board  
**SUNEVISION HOLDINGS LTD.**  
**Lee Kok-ming**  
*Company Secretary*

Hong Kong, 5 September 2018

*As at the date of this announcement, the Board comprises four Executive Directors, being KWOK Ping-luen, Raymond, FUNG Yuk-lun, Allen, TONG Kwok-kong, Raymond and TUNG Chi-ho, Eric; five Non-Executive Directors, being CHEUNG Wing-yui, KWOK Kai-wang, Christopher, David Norman PRINCE, SIU Hon-wah, Thomas and CHAN Hong-ki, Robert; 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.*