

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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.



SUNEVISION HOLDINGS LTD.

新意網集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1686)

CONNECTED TRANSACTIONS

**(1) CONTRACT IN RELATION TO SECURITY SYSTEM WORKS
FOR COMMUNAL AREA;**

**(2) CONTRACT IN RELATION TO PROPOSED SECURITY SYSTEM
WORKS FOR DATA HALL(S)**

AND

(3) AUTHORIZED PERSON'S CONSULTANCY SERVICES AGREEMENT

**(1) CONTRACT IN RELATION TO SECURITY SYSTEM WORKS FOR COMMUNAL
AREA**

On 17 March 2023, iAdvantage, a subsidiary of the Company, entered into the Security System Works Contract I with Lik On, pursuant to which Lik On has agreed to carry out, be responsible for and complete the Security System Works I for the Communal Area at Wan Po Road, Area 85, Tseung Kwan O, New Territories, Hong Kong, at a contract sum of HK\$34,048,000.

**(2) CONTRACT IN RELATION TO PROPOSED SECURITY SYSTEM WORKS FOR
DATA HALL(S)**

On 17 March 2023, iAdvantage entered into the Security System Works Contract II with Lik On, pursuant to which Lik On has agreed to, on iAdvantage's demand (depending on whether iAdvantage is required by its customer(s) to carry out any of the Security System Works II following negotiation between iAdvantage and its customer(s)), carry out, be responsible for and complete the Security System Works II for the Data Hall(s) at Wan Po Road, Area 85, Tseung Kwan O, New Territories, Hong Kong, at an aggregate contract sum of up to HK\$13,387,000.

(3) AUTHORIZED PERSON'S CONSULTANCY SERVICES AGREEMENT

On 17 March 2023, iAdvantage entered into the Authorized Person's Consultancy Services Agreement with SHKA&E, pursuant to which SHKA&E has agreed to carry out, be responsible for and complete the Authorized Person Works for MEGA IDC which is to be erected on the Land at a contract sum of HK\$15,400,000.

LISTING RULES IMPLICATIONS

As at the date of this announcement, SHKP is a substantial Shareholder indirectly holding an aggregate of 1,720,026,500 Shares, representing approximately 73.54% of the entire issued share capital of the Company. As such, SHKP and its associates are connected persons of the Company under the Listing Rules for so long as SHKP remains a substantial Shareholder.

Lik On is a wholly-owned subsidiary of SHKP and is therefore an associate of SHKP and a connected person of the Company. Accordingly, the entering into of the Security System Works Contracts with Lik On constitutes connected transactions of the Company under Chapter 14A of the Listing Rules.

SHKA&E is a wholly-owned subsidiary of SHKP and is therefore an associate of SHKP and a connected person of the Company. Accordingly, the entering into of the Authorized Person's Consultancy Services Agreement with SHKA&E constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the Security System Works and the Authorized Person Works are and will be carried out by the subsidiaries of SHKP engaged by the Group and in respect of the same Project, the transactions contemplated under the Security System Works Contracts would need to be aggregated with the transaction contemplated under the Authorized Person's Consultancy Services Agreement and treated as if they were one transaction pursuant to Rule 14A.81 of the Listing Rules. As all of the applicable percentage ratios in respect of the transactions contemplated under the Security System Works Contracts and the Authorized Person's Consultancy Services Agreement in relation to the Security System Works and the Authorized Person Works as aggregated are more than 0.1% but less than 5%, the transactions contemplated under the Security System Works Contracts and the Authorized Person's Consultancy Services Agreement constitute connected transactions of the Company which are subject to the reporting and announcement requirements but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

(1) CONTRACT IN RELATION TO SECURITY SYSTEM WORKS FOR COMMUNAL AREA

On 17 March 2023, iAdvantage entered into the Security System Works Contract I with Lik On, pursuant to which Lik On has agreed to carry out, be responsible for and complete the Security System Works I for the Communal Area. Principal terms of the Security System Works Contract I are summarised as follows:-

- Date** : 17 March 2023
- Parties** : (1) iAdvantage (as the employer); and
(2) Lik On (as the main contractor)
- Subject matter** : Lik On has agreed to carry out, be responsible for, and complete the Security System Works I for the Communal Area on the terms of the Security System Works Contract I.
- Contract sum** : HK\$34,048,000, being the total contract sum payable by iAdvantage to Lik On pursuant to the Security System Works Contract I.

Lik On was selected by iAdvantage through a request for quotation process. The Security System Works Contract I Sum was the lowest among the quotations received and was based on normal commercial terms with reference to the expertise, experience and market position of Lik On, and the complexity, design, quality and quantity of the Security System Works I.

The Security System Works Contract I Sum shall be paid in cash and funded by the Group's internal resources.

- Payment terms** : iAdvantage shall make progress payments to Lik On based on project manager certificates (subject to the right on the part of iAdvantage to retain 5% of the Security System Works Contract I Sum). The total amounts retained as aforementioned shall be paid to Lik On upon the issuance of a practical completion certificate.
- Expected date of commencement and completion of the Security System Works I** : The date of commencement of the Security System Works I is expected to be in the first quarter of 2023. The Security System Works I are expected to be completed by the third quarter of 2023.

(2) CONTRACT IN RELATION TO PROPOSED SECURITY SYSTEM WORKS FOR DATA HALL(S)

On 17 March 2023, iAdvantage entered into the Security System Works Contract II with Lik On, pursuant to which Lik On has agreed to, on iAdvantage's demand (depending on whether iAdvantage is required by its customer(s) to carry out any of the Security System Works II following negotiation between iAdvantage and its customer(s)), carry out, be responsible for and complete the Security System Works II for the Data Hall(s). Principal terms of the Security System Works Contract II are summarised as follows:-

- Date** : 17 March 2023
- Parties** : (1) iAdvantage (as the employer); and
(2) Lik On (as the main contractor)
- Subject matter** : Lik On has agreed to, on iAdvantage's demand, carry out, be responsible for, and complete the Security System Works II for the Data Hall(s) on the terms of the Security System Works Contract II.
- Contract sum** : The total contract sum payable by iAdvantage to Lik On pursuant to the Security System Works Contract II will be up to HK\$13,387,000. Lik On was selected by iAdvantage through a request for quotation process. The Security System Works Contract II Sum was the lowest among the quotations received and was based on normal commercial terms with reference to the expertise, experience and market position of Lik On, and the complexity, design, quality and quantity of the Security System Works II. The Security System Works II Contract Sum shall be paid in cash and funded by the Group's internal resources.
- Payment terms** : iAdvantage shall make progress payments to Lik On based on project manager certificates (subject to the right on the part of iAdvantage to retain 5% of the Security System Works Contract II Sum). The total amounts retained as aforementioned shall be paid to Lik On upon the issuance of a practical completion certificate.
- Expected date of commencement of the Security System Works II** : The commencement of Security System Works II is subject to iAdvantage's demand (depending on whether iAdvantage is required by its customer(s) to carry out any of the Security System Works II following negotiation between iAdvantage and its customers(s)). Upon confirmation of any Security System Works II, the date of commencement will be as determined between iAdvantage and Lik On.

REASONS FOR AND BENEFITS OF ENTERING INTO THE SECURITY SYSTEM WORKS CONTRACTS

The Group's core data centre and cable landing station business is capital intensive requiring significant investment to ensure new facilities are state-of-the-art. The Security System Works, which form part of the work under the Project, requires technical expertise in the areas of construction, mechanical and electrical engineering, as well as information and communications technology. The principal activities of the SHKP Group are the development of and investment in properties for sale and rent, hotel operation, telecommunications, transport infrastructure and logistics. The SHKP Group has substantial experience, competent expertise and a proven track record in property development and construction. The principal activity of Lik On is the supply and installation of security systems and equipment, and Lik On has substantial experience, competent expertise and a proven track record in its areas of work. It is therefore in the interest of the Group to leverage on the expertise of the SHKP Group and Lik On, and to appoint Lik On to carry out, be responsible for and complete the Security System Works for the Communal Area and the Data Hall(s).

The Directors (including the independent non-executive Directors) consider that the entering into of the Security System Works Contracts is in the ordinary and usual course of business of the Group and the Security System Works Contracts and the transactions contemplated thereunder are, considering, among other things, the pricing factor, on normal commercial terms and that the Security System Works Contracts' terms are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

(3) AUTHORIZED PERSON'S CONSULTANCY SERVICES AGREEMENT

On 17 March 2023, iAdvantage entered into the Authorized Person's Consultancy Services Agreement with SHKA&E, pursuant to which SHKA&E has agreed to carry out, be responsible for and complete the Authorized Person Works for MEGA IDC which is to be erected on the Land. Principal terms of the Authorized Person's Consultancy Services Agreement are summarised as follows:-

Date	:	17 March 2023
Parties	:	(1) iAdvantage (as the employer); and (2) SHKA&E (as the authorized person)
Subject matter	:	iAdvantage has engaged SHKA&E to carry out, be responsible for and complete the Authorized Person Works, comprising the provision of consultancy services in relation to outlined schematic proposal, project design, contract document and building construction. The engagement period of the Authorized Person Works shall be determined by iAdvantage and SHKA&E according to the commencement and completion of the Project.

Contract sum : HK\$15,400,000, being the total contract sum payable by iAdvantage to SHKA&E pursuant to the Authorized Person's Consultancy Services Agreement.

The Authorized Person Works Contract Sum was determined after arm's length negotiations with SHKA&E and based on normal commercial terms with reference to the expertise, experience and market position of SHKA&E, and the complexity, quality and quantity of the Authorized Person Works.

The Authorized Person Works Contract Sum shall be paid in cash and funded by the Group's internal resources.

Payment terms : iAdvantage shall make progress payments to SHKA&E according to the following payment schedule:-

Milestone	Percentage (%)	Amount (HK\$)
Upon confirmation of agreement	5	770,000
Upon submission of 1 st General Building Plans	10	1,540,000
Upon approval of 1 st General Building Plans by Buildings Department	10	1,540,000
Upon issuance of Main Contract	10	1,540,000
Upon award of Main Contract	10	1,540,000
Upon completion of 50% of Phase 1 works	10	1,540,000
Upon issuance of Occupation Permit for Phase 1 works	10	1,540,000
Upon completion of 50% of Phase 2 works	10	1,540,000
Upon issuance of Occupation Permit for Phase 2 works	10	1,540,000
Upon issuance of Certificate of Compliance	10	1,540,000
Upon end of Defects Liability Period	5	770,000
Total	100	15,400,000

REASONS FOR AND BENEFITS OF ENTERING INTO THE AUTHORIZED PERSON'S CONSULTANCY SERVICES AGREEMENT

The Authorized Person Works, which form part of the work under the Project, requires technical expertise in the areas of construction, compliance and contract management. The principal activities of the SHKP Group are the development of and investment in properties for sale and rent, hotel operation, telecommunications, transport infrastructure and logistics. The SHKP Group has substantial experience, competent expertise and a proven track record in property development and construction. The principal activity of SHKA&E is the provision of architectural and engineering consultancy, and SHKA&E has substantial experience, competent expertise and a proven track record in its areas of work. It is therefore in the interest of the Group to leverage on the expertise of the SHKP Group and SHKA&E, and to appoint SHKA&E to carry out, be responsible for and complete the Authorized Person Works.

The Directors (including the independent non-executive Directors) consider that while the entering into of the Authorized Person's Consultancy Services Agreement may not be in the ordinary and usual course of business of the Group, the Authorized Person's Consultancy Service Agreement and the transaction contemplated thereunder are on normal commercial terms and that the Authorized Person's Consultancy Services Agreement's terms are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of this announcement, SHKP is a substantial Shareholder indirectly holding an aggregate of 1,720,026,500 Shares, representing approximately 73.54% of the entire issued share capital of the Company. As such, SHKP and its associates are connected persons of the Company under the Listing Rules for so long as SHKP remains a substantial Shareholder.

Lik On is a wholly-owned subsidiary of SHKP and is therefore an associate of SHKP and a connected person of the Company. Accordingly, the entering into of the Security System Works Contracts with Lik On constitutes connected transactions of the Company under Chapter 14A of the Listing Rules.

SHKA&E is a wholly-owned subsidiary of SHKP and is therefore an associate of SHKP and a connected person of the Company. Accordingly, the entering into of the Authorized Person's Consultancy Services Agreement with SHKA&E constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the Security System Works and the Authorized Person Works are and will be carried out by the subsidiaries of SHKP engaged by the Group and in respect of the same Project, the transactions contemplated under the Security System Works Contracts would need to be aggregated with the transaction contemplated under the Authorized Person's Consultancy Services Agreement and treated as if they were one transaction pursuant to Rule 14A.81 of the Listing Rules. As all of the applicable percentage ratios in respect of the transactions contemplated under the Security System Works Contracts and the Authorized Person's Consultancy Services Agreement in relation to the Security System Works and the Authorized Person Works as aggregated are more than 0.1% but less than 5%, the transactions contemplated under the Security System Works Contracts and the Authorized Person's Consultancy Services Agreement constitute connected transactions of the Company which are subject to the reporting and announcement requirements but exempt from the circular (including independent financial advice) and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Given that Messrs. Kwok Ping-luen, Raymond, Fung Yuk-lun, Allen, Tung Chi-ho, Eric, Kwok Kai-wang, Christopher and Chan Hong-ki, Robert are directors of both the Company and SHKP, and that Mr. Chan Hong-ki, Robert is a director of both the Company and SHKA&E, they are regarded as materially interested in the Security System Works Contracts and Authorized Person’s Consultancy Services Agreement and they have therefore abstained from voting on the Board resolutions approving the Security System Works Contracts and Authorized Person’s Consultancy Services Agreement. As Mr. Cheung Wing-yui is a consultant of the firm of solicitors which provides professional services to the Company in relation to the Security System Works Contracts and Authorized Person’s Consultancy Services Agreement, he has also abstained from voting on the Board resolutions approving the Security System Works Contracts and Authorized Person’s Consultancy Services Agreement to avoid potential conflicts of interests. Likewise, as Mr. David Norman Prince, Mr. Siu Hon-wah, Thomas and Ms. Lau Yeuk-hung, Fiona hold certain posts in the SHKP Group, they have also abstained from voting on the Board resolutions approving the Security System Works Contracts and Authorized Person’s Consultancy Services Agreement to avoid potential conflicts of interests.

GENERAL INFORMATION

The principal activity of the Company is investment holding. The Group’s principal business activities include the provision of data centre, facilities management and value-added services, installation and maintenance services.

The principal activity of Lik On is the supply and installation of security systems and equipment.

The principal activity of SHKA&E is the provision of architectural and engineering consultancy.

The principal activities of the SHKP Group are the development of and investment in properties for sale and rent, hotel operations, telecommunications, transport infrastructure and logistics.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:-

“associate”	has the meaning ascribed to it under the Listing Rules
“Authorized Person’s Consultancy Services Agreement”	the agreement constituted by a fee proposal dated 24 November 2022 issued by SHKA&E and a purchase order dated 3 March 2023 issued by iAdvantage and accepted by SHKA&E on 17 March 2023 in relation to the Authorized Person Works
“Authorized Person Works”	authorized person works for the Project, comprising the provision of consultancy services in relation to outlined schematic proposal, project design, contract document and building construction
“Authorized Person Works Contract Sum”	HK\$15,400,000, being the total contract sum payable by iAdvantage to SHKA&E pursuant to the Authorized Person’s Consultancy Services Agreement
“Board”	the board of Directors

“Company”	SUNeVision Holdings Ltd. 新意網集團有限公司, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1686)
“Communal Area”	the communal area of Tower A of MEGA IDC and campus boundary of MEGA IDC
“connected person”	has the meaning ascribed to it under the Listing Rules
“Data Hall(s)”	data hall(s) of Tower A (7 floors in total) of MEGA IDC
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“iAdvantage”	iAdvantage Limited 互聯優勢有限公司, a company incorporated in Hong Kong with limited liability and a subsidiary of the Company
“Land”	a piece of land located at Wan Po Road, Area 85, Tseung Kwan O, New Territories, Hong Kong and registered in the Land Registry as Tseung Kwan O Town Lot No. 131
“Lik On”	Lik On Security Limited 力安護衛有限公司, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of SHKP
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MEGA IDC”	the high-tier data centre (consisting of two towers, Tower A and Tower B) to be erected on the Land, with a maximum gross floor area of approximately 1.2 million square feet
“Project”	the development of the site and the construction of MEGA IDC on the Land
“Security System Works”	collectively, the Security System Works I and the Security System Works II
“Security System Works I”	security system works, including the supply and installation of CCTV and access control systems in the Communal Area
“Security System Works II”	proposed security system works, including the supply and installation of CCTV and access control systems in the Data Hall(s) on iAdvantage’s demand

“Security System Works Contract I”	the contract constituted by a quotation dated 5 December 2022 issued by Lik On and a purchase order dated 8 March 2023 issued by iAdvantage and accepted by Lik On on 17 March 2023 in relation to the Security System Works I for the Communal Area
“Security System Works Contract II”	the contract constituted by a quotation dated 15 December 2022 issued by Lik On and a letter agreement dated 9 March 2023 issued by Lik On and accepted by iAdvantage on 17 March 2023 in relation to the Security System Works II for the Data Hall(s)
“Security System Works Contracts”	collectively, the Security System Works Contract I and the Security System Works Contract II
“Security System Works Contract I Sum”	HK\$34,048,000, being the contract sum payable by iAdvantage to Lik On pursuant to the Security System Works Contract I
“Security System Works Contract II Sum”	the total aggregate contract sum payable by iAdvantage to Lik On pursuant to the Security System Works Contract II of up to HK\$13,387,000
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“SHKA&E”	Sun Hung Kai Architects and Engineers Limited 新鴻基建築設計有限公司, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of SHKP
“SHKP”	Sun Hung Kai Properties Limited 新鴻基地產發展有限公司, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 16), which is a controlling Shareholder
“SHKP Group”	SHKP and its subsidiaries and associates from time to time, but excluding the Group
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board
SUNEVISION HOLDINGS LTD.
Bonnie Lau
Company Secretary

Hong Kong, 17 March 2023

As at the date of this announcement, the Board comprises five Executive Directors, being Kwok Ping-luen, Raymond, Fung Yuk-lun, Allen, Tong Kwok-kong, Raymond, Tung Chi-ho, Eric and Chan Man-yuen, Martin; six Non-Executive Directors, being Cheung Wing-yui, Kwok Kai-wang, Christopher, David Norman Prince, Siu Hon-wah, Thomas, Chan Hong-ki, Robert and Lau Yeuk-hung, Fiona; and six Independent Non-Executive Directors, being Li On-kwok, Victor, King Yeo-chi, Ambrose, Wong Kai-man, Lee Wai-kwong, Sunny, Cheng Ka-lai, Lily and Leong Kwok-kuen, Lincoln