

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **SUNeVision Holdings Ltd.** 新意網集團有限公司 (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



sun<sup>e</sup>vision

**新意網集團有限公司**

**SUNeVision Holdings Ltd.**

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

**(Stock Code : 8008)**

**NOTICE OF ANNUAL GENERAL MEETING  
AND PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
ADOPTION OF A NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND  
RE-ELECTION OF DIRECTORS**

---

A notice dated 30 September 2004 convening an annual general meeting of the Company to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on 28 October 2004 at 3:00 p.m. is set out on pages 18 to 22 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the accompanying proxy form will not preclude shareholders from attending and voting in person at the meeting should they so wish.

This circular will remain on the Growth Enterprise Market of the Stock Exchange website at “[www.hkgem.com](http://www.hkgem.com)” for a minimum period of 7 days from the date of publication.

Hong Kong, 30 September 2004

---

## CHARACTERISTICS OF GEM

---

**GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**

**The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.**

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
1. Introduction .....	3
2. General mandate to issue Shares .....	4
3. General mandate to repurchase Shares .....	4
4. Adoption of a new memorandum and articles of association of the Company .....	5
5. Re-election of retiring directors .....	7
6. Responsibility statement .....	7
7. Annual general meeting .....	8
8. Action to be taken .....	8
9. Right to demand a poll .....	8
10. Recommendation .....	9
 <b>Appendix I — Explanatory statement</b> .....	 10
 <b>Appendix II — Details of retiring directors proposed to be re-elected</b> .....	 13
 <b>Notice of annual general meeting</b> .....	 18

---

## DEFINITIONS

---

*In this circular, the following expressions shall have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on 28 October 2004 at 3:00 p.m.
“AGM Notice”	the notice dated 30 September 2004 convening the AGM as set out on pages 18 to 22 of this circular
“associates”	as such term is defined under the GEM Listing Rules
“Board”	the board of directors of the Company or a duly authorised committee thereof for the time being
“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 GEM
“Directors”	the directors of the Company for the time being
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as may be amended, modified or supplemented from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 September 2004, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)

---

## DEFINITIONS

---

“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the Ordinary Resolution no. 2 up to 20% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 2
“Share Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution no. 3 up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 3
“Share Repurchase Rules”	the relevant rules set out in the GEM Listing Rules to regulate the repurchase of shares by companies with primary listing of their own securities on GEM
“Shareholder(s)”	holder(s) of Share(s)
“Special Resolution”	the proposed special resolution as referred to in the AGM Notice
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	as such term is defined under the GEM Listing Rules
“substantial shareholder”	as such term is defined under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

---

## LETTER FROM THE BOARD

---



sunEvision

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

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

*Executive Directors:*

Kwok Ping Luen, Raymond  
*(Chairman and Chief Executive Officer)*  
Kwok Ping Sheung, Walter  
Kwok Ping Kwong, Thomas  
Yen Shiao Hua, Sheridan *(Managing Director)*  
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

*Non-Executive Director:*

Cheung Wing Yui

*Independent Non-Executive Directors:*

Kao Kuen, Charles  
Li On Kwok, Victor  
Fong Ching, Eddy

*Registered Office:*

P.O. Box 309, Uglan House  
South Church Street  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

*Head Office and Principal*

*Place of Business:*  
MEGATOP, Mega-iAdvantage  
399 Chai Wan Road  
Chai Wan  
Hong Kong

30 September 2004

*To the Shareholders*

Dear Sir/Madam,

**NOTICE OF ANNUAL GENERAL MEETING  
AND PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
ADOPTION OF A NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION AND  
RE-ELECTION OF DIRECTORS**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the proposed renewal of the general mandates to allot, issue and deal with Shares and to repurchase Shares, the proposed adoption of a new memorandum and articles of association of the

---

## LETTER FROM THE BOARD

---

Company and the proposed re-election of retiring directors of the Company and to seek your approval of the Ordinary Resolutions and the Special Resolution relating to these matters at the AGM.

### **2. GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 30 October 2003, resolutions were passed giving general mandates to the Directors to allot, issue and deal with Shares and to exercise the powers of the Company to repurchase Shares in accordance with the GEM Listing Rules, the Takeovers Code and the Share Repurchase Rules. These general mandates will lapse at the conclusion of the AGM. It is therefore proposed to renew the general mandates to allot, issue and deal with Shares and to repurchase Shares at the AGM.

At the AGM, the Ordinary Resolution no. 2 will be proposed for the Shareholders to consider and, if thought fit, approve the Share Issue Mandate which will allow the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the Ordinary Resolution no. 2 up to 20% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 2. In addition, the Ordinary Resolution no. 4 will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares purchased under a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution no. 3 up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 3, if granted.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in the Ordinary Resolutions nos. 2 and 4 as referred to in the AGM Notice respectively. These mandates will expire whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, or any other applicable law of the Cayman Islands to be held; and (c) the date on which the authority given under the Ordinary Resolutions nos. 2 and 4 respectively is revoked or varied by an ordinary resolution of the Shareholders.

### **3. GENERAL MANDATE TO REPURCHASE SHARES**

At the AGM, the Ordinary Resolution no. 3 will be proposed for the Shareholders to consider and, if thought fit, approve the Share Repurchase Mandate. The Shares which may be repurchased pursuant to the Share Repurchase Mandate is up to 10% of the issued share capital of the Company on the date of passing the resolution approving the Share Repurchase Mandate.

---

## LETTER FROM THE BOARD

---

As at the Latest Practicable Date, the issued share capital of the Company comprised of 2,026,197,500 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 202,619,750 Shares.

An explanatory statement as required under the Share Repurchase Rules, giving certain information regarding the Share Repurchase Mandate, is set out in Appendix I to this circular. The Share Repurchase Mandate will expire whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, or any other applicable law of the Cayman Islands to be held; and (c) the date on which the authority given under the Ordinary Resolution no. 3 is revoked or varied by an ordinary resolution of the Shareholders.

#### **4. ADOPTION OF A NEW MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

As a result of recent amendments 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, it is proposed 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.

Apart from amending all references to “Companies Law (2002 Revision)” to read as “Companies Law (2004 Revision)”, there are no other major amendments to the memorandum of association of the Company. The major amendments to be brought about by the new articles of association of the Company are highlighted below:

##### **i. Definitions**

The new articles of association will adopt a new definition of each of the terms “Associate”, “Exchange”, “Listing Rules”, “recognized clearing house”, “share” and “subsidiary” and “holding company” and will delete the definition of the term “registration office”.



---

## LETTER FROM THE BOARD

---

### **ii. Stock**

The new articles of association will be amended such that, the Company will no longer have the right by ordinary resolution to convert any fully-paid up shares into stock or vice-versa.

### **iii. General Meetings**

The new articles of association will be amended such 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.

### **iv. Proceedings at General Meetings**

The new articles of association will be amended such that,

- (i) 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);
- (ii) 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; and
- (iii) 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.

### **v. Votes of Members**

The new articles of association will be amended such that,

- (i) 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; and
- (ii) 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.

---

## **LETTER FROM THE BOARD**

---

### **vi. Board of Directors**

The new articles of association will be amended such that,

- (i) 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
- (ii) 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 has any material interest.

### **5. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with existing Articles 99 and 116 of the articles of association of the Company, Mr. Kwok Ping Kwong, Thomas, Mr. Chan Kui Yuen, Thomas, Mr. Wong Yick Kam, Michael, Mr. So Sing Tak, Andrew, Mr. Cheung Wing Yui and Dr. Fong Ching, Eddy will retire at the AGM and, being eligible, would offer themselves for re-election.

Brief biographical details of the retiring directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **6. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules as may be amended, modified or supplemented from time to time 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, (a) the information contained in this circular is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in this circular misleading; and (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

---

## LETTER FROM THE BOARD

---

### 7. ANNUAL GENERAL MEETING

Set out on pages 18 to 22 of this circular is the AGM Notice convening the AGM at which inter alia, the Ordinary Resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of retiring Directors and the Special Resolution to approve the adoption of a new memorandum and articles of association of the Company.

### 8. ACTION TO BE TAKEN

The proxy form for use at the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying proxy form and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

### 9. RIGHT TO DEMAND A POLL

Subject to the requirements under the GEM Listing Rules, pursuant to existing Article 80 of the articles of association of the Company, 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. A poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

---

## LETTER FROM THE BOARD

---

### 10. RECOMMENDATION

The Board believes that the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of the retiring directors, the proposed adoption of a new memorandum and articles of association of the Company and all other resolutions set out in the AGM Notice are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of each of the Ordinary Resolutions and the Special Resolution to be proposed at the AGM.

By order of the Board  
**Kwok Ping Luen, Raymond**  
*(Chairman and Chief Executive Officer)*

*This Appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide all the information reasonably necessary to enable Shareholders to make an informed decision on whether to approve the Share Repurchase Mandate. For the purpose of this Appendix, the term “Shares” shall be as defined in the Code on Share Repurchases within the Takeovers Code to mean shares of all classes and securities which carry a right to subscribe for or purchase shares.*

**1. GEM LISTING RULES**

The GEM Listing Rules permit companies with a primary listing on the GEM to repurchase their securities on the Stock Exchange.

**2. SHAREHOLDERS’ APPROVAL**

All proposed repurchases of securities by a company with a primary listing on the GEM must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a particular transaction.

**3. EXERCISE OF THE SHARE REPURCHASE MANDATE**

As at the Latest Practicable Date, there were 2,026,197,500 Shares in issue. Subject to the passing of the Ordinary Resolution no. 3 and on the basis that no further Shares are issued or no Shares are repurchased prior to the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 202,619,750 Shares.

**4. REASONS FOR THE REPURCHASE OF SHARES**

The Directors believe that the Share Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

**5. FUNDING OF REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the applicable laws and regulations of the Cayman Islands and the memorandum and articles of association of the Company. It is envisaged that the funds required for any repurchase would be derived from those funds of the Company legally permitted to be utilised in this connection, including capital paid up on the Shares to be repurchased, funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares and any premium payable on a repurchase shall be provided out of funds of the Company otherwise available for dividend or distribution or sums standing to the credit of the share premium account of the Company.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the latest published audited consolidated accounts contained in the annual report for the year ended 30 June 2004 in the event that the Share Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. SHARE PRICES

The monthly highest and lowest prices at which the Shares had traded on GEM during the 12 months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2003</b>		
September	2.20	1.90
October	2.08	1.77
November	1.91	1.57
December	1.67	1.50
<b>2004</b>		
January	1.81	1.54
February	1.88	1.63
March	1.82	1.53
April	1.65	1.40
May	1.55	1.22
June	1.40	1.25
July	1.39	1.28
August	1.36	1.24
September (to the Latest Practicable Date)	1.47	1.27

## 7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws and regulations of the Cayman Islands and the memorandum and articles of association of the Company.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell Shares to the Company or its subsidiaries in the event that the Share Repurchase Mandate is approved by the Shareholders.

No connected person, as such term is defined under the GEM Listing Rules, has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so in the event that the Company is authorised to make repurchases of Shares.

## **8. THE TAKEOVERS CODE**

If as a result of repurchase of Shares by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Sunco Resources Limited, which is a substantial shareholder of the Company, held approximately 84.86% of the issued share capital of the Company. In the event that the Share Repurchase Mandate is exercised in full, the interests of Sunco Resources Limited together with its associates would be increased to approximately 94.86% of the issued share capital of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, as the minimum amount of Shares to be held by the public cannot be less than 15% of the issued share capital of the Company, the Directors will use their best endeavours to ensure that the Share Repurchase Mandate will not be exercised to the extent that the Company will infringe such minimum public float requirement.

## **9. SHARE REPURCHASES BY THE COMPANY**

During the six months preceding the Latest Practicable Date, there was no repurchase of Shares by the Company on GEM.

---

## APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

---

*The details of the retiring directors proposed to be re-elected at the AGM are set out as follows:*

### **KWOK Ping Kwong, Thomas (Age 52), Executive Director**

Mr. Kwok was appointed a director of the Company on 29 January 2000. Mr. Kwok is Vice Chairman & Managing Director of Sun Hung Kai Properties Limited (“SHKP”). He is also Chairman of Route 3 (CPS) Company Limited, Joint Chairman of IFC Development Limited, and an independent non-executive director of The Bank of East Asia, Limited. Mr. Kwok holds a Master’s degree in Business Administration from The London Business School, University of London and a Bachelor’s degree in Civil Engineering from Imperial College, University of London.

He is Chairman of the board of directors of the Faculty of Business and Economics of the University of Hong Kong and Executive Vice President of The Real Estate Developers Association of Hong Kong. He also serves as a government appointed member of the Exchange Fund Advisory Committee, the Economic and Employment Council, the Provisional Construction Industry Co-ordination Board and the Council for Sustainable Development.

In the past he served as a member of the Business Advisory Group, the Land & Building Advisory Committee, the Registered Contractors’ Disciplinary Board and the General Chamber of Commerce Industrial Affairs Committee. He was also Chairman of the Property Management Committee of the Building Contractors’ Association and a Council Member of the Hong Kong Construction Association.

He previously served as a board member of the Community Chest of Hong Kong, as a member of the Social Welfare Policies & Services Committee, and on the Council of The Open University of Hong Kong.

Mr. Kwok is an Honorary Citizen of Guangzhou and a Standing Committee Member of the Ninth Chinese People’s Political Consultative Conference Shanghai Committee.

Mr. Kwok is the younger brother of Mr. Kwok Ping Sheung, Walter, an executive director of the Company and the elder brother of Mr. Kwok Ping Luen, Raymond, the Chairman and Chief Executive Officer of the Company.

He has interests in 1,070,000<sup>1</sup> shares and 456,667 share options of the Company, and also has personal interest of 1,901,281 shares, child under 18 or spouse interest of 304,065 shares and others interest of 1,076,372,214<sup>2</sup> shares and 75,000 share options of SHKP, within the meaning of Part XV of the SFO.



---

**APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED**

---

*Notes:*

1. Of these Shares, Messrs. Kwok Ping Sheung, Walter, Kwok Ping Kwong, Thomas and Kwok Ping Luen, Raymond were deemed to be interested in 1,070,000 shares, which represented the same interests and were therefore duplicated amongst these three Directors for the purpose of the SFO.
2. Of these shares in SHKP, Messrs. Kwok Ping Sheung, Walter, Kwok Ping Kwong, Thomas and Kwok Ping Luen, Raymond were deemed to be interested in 1,056,338,347 shares, which represented the same interests and were therefore duplicated amongst these three Directors for the purpose of the SFO.

Mr. Kwok also had interests in shares of the following associated corporations:

Name of Associated Corporation	Personal	Attributable		Actual holding through corporation	Actual % interests in issued shares
		Attributable holding through corporation	% of shares in issue through corporation		
Superindo Company Limited	10	—	—	—	10
Super Fly Company Limited	10	—	—	—	10
Splendid Kai Limited	—	2,500*	25	1,500	15
Hung Carom Company Limited	—	25*	25	15	15
Tinyau Company Limited	—	1*	50	1	50
Open Step Limited	—	8*	80	4	40

*\*Note:*

Messrs. Kwok Ping Sheung, Walter, Kwok Ping Kwong, Thomas and Kwok Ping Luen, Raymond were deemed to be interested in these shares, which represented the same interests and were therefore duplicated amongst these three Directors for the purpose of the SFO. Those shares were held by corporations in which they were entitled to control the exercise of one third or more of the voting rights in the general meetings of those corporations.

Mr. Kwok has entered into a service agreement with the Company for a period of three years commencing on 1 March 2003 and shall continue thereafter until terminated by either party giving to the other not less than six months' prior written notice. A director's fee in the amount of HK\$20,000 was paid for his services for the year ended 30 June 2004, together with a salary in the nominal amount of HK\$1.00. The above fee was determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

**CHAN Kui Yuen, Thomas (Age 58), Executive Director**

Mr. Chan was appointed a director of the Company on 29 January 2000 and is an executive director of SHKP. Mr. Chan graduated from the United College, The Chinese University of Hong Kong. He joined SHKP in 1973 and is now responsible for their land acquisitions and project planning matters.

---

**APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED**

---

Mr. Chan does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. He has 520,000 share options of the Company, and also has child under 18 or spouse interest of 66,000 shares, corporate interest of 126,500 shares and 225,000 share options of SHKP, within the meaning of Part XV of the SFO.

Mr. Chan has entered into a service agreement with the Company for a period of three years commencing on 1 March 2003 and shall continue thereafter until terminated by either party giving to the other not less than six months' prior written notice. A director's fee and annual salary in the respective amount of HK\$20,000 and HK\$12,000 were paid for his services for the year ended 30 June 2004. The above fee and salary were determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

**WONG Yick Kam, Michael (Aged 52), Executive Director**

Mr. Wong was appointed a director of the Company on 29 January 2000. He was appointed an executive director of SHKP in 1996 and is currently responsible for their strategic planning, corporate development, infrastructure projects, financial investments and relations with the investment community. Mr. Wong is also Deputy Chairman of RoadShow Holdings Limited, and a non-executive director of SmarTone Telecommunications Holdings Limited and USI Holdings Limited. He obtained his Bachelor's and Master's degrees in Business Administration from The Chinese University of Hong Kong.

Mr. Wong does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. He has personal interest of 100,000 shares and 420,000 share options of the Company, and also has personal interest of 70,904 shares and 225,000 share options of SHKP, within the meaning of Part XV of the SFO.

Mr. Wong has entered into a service agreement with the Company for a period of three years commencing on 1 March 2003 and shall continue thereafter until terminated by either party giving to the other not less than six months' prior written notice. A director's fee and annual salary in the respective amount of HK\$20,000 and HK\$12,000 were paid for his services for the year ended 30 June 2004. The above fee and salary were determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

**SO Sing Tak, Andrew (Age 39), Executive Director**

Mr. So Sing Tak, Andrew was appointed a director of the Company on 26 March 2002 and has been with the SHKP group since July 2001, as Special Assistant to the Vice Chairman and Managing Director of SHKP, and involved in developing SHKP's IT-related businesses and formulating growth strategies for the Company.

---

**APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED**

---

Mr. So holds both a BA from Harvard University and MBA from Harvard Business School, and has over thirteen years' experience in management and technology consulting, having worked extensively in the USA, UK, Hong Kong and elsewhere in Asia, formulating and executing strategies for companies in diverse industries.

Prior to joining the SHKP group, Mr. So was Senior Vice President and Managing Director — Greater China, with Digitas Asia Limited, a subsidiary of a Nasdaq-listed systems integrator and web solutions provider headquartered in Boston, Massachusetts. He set up Digitas' first office in Asia to serve global and local clients. Before that, Mr. So held the position of Managing Director — Telecommunications with Scient, a technology solutions provider based in San Francisco, where he led business development and solution delivery for Asian Telecom and Internet clients. He has also worked for the international consulting and systems integration firms, Accenture and Cap Gemini, in the USA and Europe.

Mr. So does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. He has 800,000 share options of the Company, within the meaning of Part XV of the SFO.

Mr. So has entered into a service agreement with the Company for a period of three years commencing on 1 March 2003 and shall continue thereafter until terminated by either party giving to the other not less than six months' prior written notice. A director's fee and annual salary in the respective amount of HK\$20,000 and HK\$12,000 were paid for his services for the year ended 30 June 2004. The above fee and salary were determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

**CHEUNG Wing Yui (Age 54), Non-Executive Director and Audit Committee Member**

Mr. Cheung was appointed a director of the Company on 29 January 2000. Mr. Cheung is currently a director of eight other publicly listed companies, namely Ching Hing (Holdings) Limited, Hop Hing Holdings Limited, SmarTone Telecommunications Holdings Limited, Tai Sang Land Development Limited, Tai Fook Securities Group Limited, Tianjin Development Holdings Limited, Ping An Insurance (Group) Company of China, Ltd. and Shanghai Real Estate Limited. He is the Vice Chairman of the Mainland Legal Affairs Committee of the Law Society of Hong Kong and is a Council Member of The Open University of Hong Kong. Mr. Cheung received a Bachelor of Commerce degree in accountancy from the University of New South Wales, Australia. Mr. Cheung is a certified practising accountant of the Australian Society of CPAs. He has been a practising solicitor in Hong Kong since 1979 and is a partner of the law firm Woo, Kwan, Lee & Lo. He was admitted as a solicitor in the United Kingdom and as an advocate and solicitor in Singapore.

---

**APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED**

---

Mr. Cheung does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

The term of office of Mr. Cheung is for a period of three years up to 31 December 2005. A director's fee of HK\$80,000 per annum and an additional audit committee member fee of HK\$40,000 per annum will be paid for his services. The above fees are determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

**FONG Ching, Eddy (Age 57), Independent Non-Executive Director and Audit Committee Member**

Dr. Fong was appointed a director of the Company on 20 September 2004. He is a certified public accountant and was formerly a senior partner of an international accounting firm. He graduated from the University of Kent in the United Kingdom and was also conferred as Honorary Doctor of Civil Law in 1997. Currently, Dr. Fong is an independent non-executive director of China Resources Power Holdings Company Limited and a non-executive director of Li Ning Company Limited, both being companies listed on the Stock Exchange.

Apart from pursuing a professional career, Dr. Fong is active in public and community service in Hong Kong. He was appointed as a Justice of the Peace in 1996 and awarded Silver Bauhinia star in 2000 by the Government of the Hong Kong. At present, Dr. Fong is a non-executive director of the Mandatory Provident Fund Schemes Authority, Member of the Advisory Committee of the Securities and Futures Commission, Council member of The Open University of Hong Kong and Member of the General Committee of the Federation of Hong Kong Industries.

Dr. Fong does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

The term of office of Dr. Fong is for a period from 20 September 2004 up to 30 June 2006. A director's fee of HK\$80,000 per annum and an additional audit committee member fee of HK\$40,000 per annum will be paid for his services. The above fees are determined and approved by the Board with reference to his contribution in terms of time, effort and his expertise and will be reviewed on an annual basis.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



sunEvision

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

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

**(Stock Code : 8008)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of SUNeVision Holdings Ltd. 新意網集團有限公司 (the “Company”) will be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Thursday, 28 October 2004 at 3:00 p.m. for the following purposes:

- I. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 30 June 2004;
- II. To declare a final dividend;
- III. To re-elect retiring directors of the Company and to fix the director’s remuneration;
- IV. To re-appoint auditors of the Company and authorise the directors of the Company to fix their remuneration; and
- V. As special business, for considering and, if thought fit, passing the following resolution as a special resolution of the Company:

#### **SPECIAL RESOLUTION**

1. “**THAT** the new memorandum and articles of association of the Company, in the form produced to the meeting, be and are hereby approved and adopted with immediate effect in replacement of the existing memorandum and articles of association of the Company.”
- VI. As special business, for considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company, with or without modifications:

#### **ORDINARY RESOLUTIONS**

2. “**THAT** :
  - (A) subject to paragraph (C) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange

---

## NOTICE OF ANNUAL GENERAL MEETING

---

of Hong Kong Limited, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (B) the approval in paragraph (A) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iii) any scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and
- (D) for the purpose of this resolution :

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, or any other applicable law of the Cayman Islands to be held; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of options, warrants or other securities giving the rights to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares, or any class of Shares, whose name appears on the register (and where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of Shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company). ”

3. **“THAT :**

- (A) subject to paragraph (B) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company (“Shares”) on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM”) or on any other stock exchange on which the Shares may be listed and recognised by The Securities and Futures Commission of Hong Kong and GEM for this purpose, subject to and in accordance with the rules and regulations of The Securities and Futures Commission of Hong Kong, The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (B) the aggregate nominal amount of Shares which the Company is authorised to repurchase pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (C) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, or any other applicable law of the Cayman Islands to be held; and
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
4. “**THAT** subject to the passing of the Ordinary Resolutions nos. 2 and 3 set out in the notice convening this meeting, the general unconditional mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with shares referred to in the Ordinary Resolution no. 2 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to the Ordinary Resolution no. 3 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the Ordinary Resolution no. 3.”

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

Hong Kong, 30 September 2004

*Registered Office:*

P.O. Box 309, Uglan House  
South Church Street  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

*Head Office and Principal*

*Place of Business:*  
MEGATOP, Mega-iAdvantage  
399 Chai Wan Road  
Chai Wan  
Hong Kong



---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. The Register of Members will be closed from Thursday, 21 October 2004 to Thursday, 28 October 2004 (both days inclusive). In order to establish entitlements to the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on Wednesday, 20 October 2004.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint a person or persons 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.
3. 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 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting and in default thereof the form or 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.
4. 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.



sunEvision

新意網集團有限公司  
SUNeVision Holdings Ltd.

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

30 September 2004

Dear Sir or Madam,

Pursuant to our letter dated 20 January 2003 and your subsequent reply to us/the default arrangement as mentioned therein (as appropriate), we send you herewith the Corporate Communications in the printed form as you so directed. You are however advised that the Corporate Communications prepared in Website form and in other language will be available upon request.

If you wish to receive Corporate Communications still in printed form but in other language, please send your notification of new choice to our Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited (“Registrar”), by using the attached pre-paid envelope\*.

Both the English and Chinese versions of the Corporate Communications as well as the public announcements are made available on our website www.sunevision.com. Shareholders who choose to receive the Website form may sign and return the attached reply slip and supply their email address using the attached pre-paid envelope\* to our Registrar. The Registrar will then send you an email notification on the same day each time the Corporate Communication is posted on our website.

The altered choice shall become effective 10 business days from the date of receipt of your notification by our Registrar. **PLEASE IGNORE THIS LETTER if you do not have intention to change the choice of form and/or language as previously conveyed to us.** Should you have any query relating to this letter, please call the Company’s hotline at 2828 8648.

Yours faithfully,

William TAM Sai-ming  
Company Secretary

\* Postage pre-paid is only applicable to shareholders of a registered address within Hong Kong.



REPLY SLIP

**PLEASE IGNORE THIS LETTER** if your choice of form and/or language remains the same as previously conveyed to us.

To: Computershare Hong Kong Investor Services Limited

I/We would like to receive the Corporate Communications of the Company **in Website form instead of printed form.**

(My/Our email address is: \_\_\_\_\_)

Signature \_\_\_\_\_

Name of Shareholder \_\_\_\_\_

Date \_\_\_\_\_

Contact Phone No. \_\_\_\_\_