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

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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.** (the “Company”), a company incorporated in the Cayman Islands with limited liability, the shares of which (the “Shares”) are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“GEM”), you should at once hand this circular and the accompanying form of proxy 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.

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sun<sup>e</sup>vision

**SUNEVISION HOLDINGS LTD.**

**新意網集團有限公司**

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

**(Stock Code: 8008)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice dated 29 September 2010 convening an annual general meeting of the Company to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Monday, 1 November 2010 at 12:00 noon (the “AGM”) is set out on pages 20 to 26 of this circular. Whether or not you propose to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrars and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the AGM should they so wish.

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

Hong Kong, 29 September 2010

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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.**

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# CONTENTS

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	<i>Page</i>
<b>LETTER FROM THE BOARD</b>	
1. Introduction . . . . .	1
2. Proposed general mandate to issue shares . . . . .	2
3. Proposed general mandate to repurchase shares . . . . .	3
4. Re-election of retiring directors . . . . .	3
5. Proposed amendments to the articles of association of the Company . . .	4
6. Responsibility statement . . . . .	5
7. Annual general meeting . . . . .	5
8. Action to be taken . . . . .	5
9. Voting by poll . . . . .	6
10. Recommendation . . . . .	7
<b>APPENDIX I — EXPLANATORY STATEMENT FOR SHARE REPURCHASE MANDATE . . . . .</b>	<b>8</b>
<b>APPENDIX II — DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED . . . . .</b>	<b>13</b>
<b>NOTICE OF ANNUAL GENERAL MEETING . . . . .</b>	<b>20</b>



sunEvision

**SUNEVISION HOLDINGS LTD.**

**新意網集團有限公司**

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

**(Stock Code: 8008)**

***Executive Directors:***

Kwok Ping-luen, Raymond (*Chairman*)  
Kwok Ping-sheung, Walter  
Tsim Wing-kit, Alfred (*Chief Executive Officer*)  
Tung Chi-ho, Eric  
Wong Chin-wah  
So Wai-kei, Godwin

***Non-Executive Directors:***

Kwok Ping-kwong, Thomas  
Cheung Wing-yui  
Siu Hon-wah, Thomas  
Chan Kui-yuen, Thomas  
So Chung-keung, Alfred

***Independent Non-Executive Directors:***

Li On-kwok, Victor  
King Yeo-chi, Ambrose  
Wong Kai-man

***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

29 September 2010

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding (i) the proposed renewal of the general mandates to allot, issue and deal with Shares, repurchase Shares and extend the power of the Company to allot, issue and deal with Shares; (ii) the proposed re-election of retiring directors of the Company; and (iii) the proposed amendments to the articles of association of the Company, and to seek your approval of the resolutions relating to these matters at the AGM.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 30 October 2009, resolutions were passed giving general mandates to the directors of the Company (the “Directors”) to allot, issue and deal with Shares and to exercise the powers of the Company to repurchase Shares in accordance with the Rules Governing the Listing of Securities on GEM as may be amended, modified or supplemented from time to time (the “GEM Listing Rules”), the Hong Kong Codes on Takeovers and Mergers (the “Takeovers Code”) and 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 (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. 1 will be proposed for the shareholders of the Company (the “Shareholders”) to consider and, if thought fit, grant 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. 1 up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 1 (the “Share Issue Mandate”). In addition, the Ordinary Resolution no. 3 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. 2 up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 2, if granted.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in the Ordinary Resolutions nos. 1 and 3 as referred to in the notice dated 29 September 2010 convening the AGM as set out on pages 20 to 26 of this circular (the “Notice of AGM”) respectively. These mandates will expire upon 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 laws of the Cayman Islands to be held; and (c) the date on which the authority given under the Ordinary Resolutions nos. 1 and 3 respectively are revoked or varied by an ordinary resolution of the Shareholders.

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## LETTER FROM THE BOARD

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### 3. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, the Ordinary Resolution no. 2 will be proposed for the Shareholders to consider and, if thought fit, grant 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. 2 up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 2 (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.

As at 24 September 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein (the “Latest Practicable Date”), the issued share capital of the Company comprised 2,031,483,833 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 203,148,383 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 upon 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 laws of the Cayman Islands to be held; and (c) the date on which the authority given under the Ordinary Resolution no. 2 is revoked or varied by an ordinary resolution of the Shareholders.

### 4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 95 and 116 of the Articles of Association of the Company, Messrs. So Wai-kei, Godwin and Siu Hon-wah, Thomas will hold office until the forthcoming AGM and will be eligible for re-election. Besides, Messrs. Tsim Wing-kit, Alfred, Cheung Wing-yui, Wong Kai-man and Professor King Yeochi, Ambrose will retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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

### 5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

As mentioned in the announcement of the Company dated 9 September 2010 (the “**Announcement**”), the board of directors of the Company (the “**Board**”) had, in order to fulfil the new public float requirement under the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) by 30 June 2011, proposed to make a bonus issue of new shares of the Company (the “**Bonus Share(s)**”), credited as fully-paid on the basis of one (1) Bonus Share for every one (1) existing share of the Company (the “**Share(s)**”) held by shareholders of the Company (the “**Shareholder(s)**”) whose names appear on the register of members of the Company on a set record date (the “**Bonus Issue**”). The Bonus Issue will be effected by way of capitalisation of an amount standing to the credit of the Company’s share premium account (the “**Share Premium Account**”). Each Shareholder will be given the option to elect to receive convertible notes (the “**Convertible Notes**”) in lieu of all (but not part of) the Shareholder’s entitlement to the Bonus Shares. The Convertible Notes will be unlisted, non-transferable and irredeemable.

Under the terms of the deed poll constituting the Convertible Notes (the “**Deed Poll**”), holders of Convertible Notes (the “**Noteholders**”) will have conversion rights entitling them to convert the Convertible Notes into an equivalent number of Shares as the number of Bonus Shares which the Noteholder would otherwise be entitled to receive under the Bonus Issue had the Shareholder not elected for the Convertible Notes. And under certain circumstances prescribed under the Deed Poll, Noteholders will also be issued further convertible notes on the same terms and conditions as the Convertible Notes with rights entitling them to convert such notes into Shares. The Company intends to capitalise amounts standing to the credit of its share premium account to pay up Shares to be issued to Noteholders upon conversion of the Convertible Notes and such further convertible notes. There is a possibility that Noteholders may have disposed of all their Shares and thus ceased to be Shareholders at the time of conversion. However, the existing Articles of Association of the Company (the “**Articles**”) do not allow the Company to use its share premium account to pay up such Shares for issuance to persons who are not Shareholders.

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## LETTER FROM THE BOARD

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In order to facilitate the issuance of the Convertible Notes, and the future issuance of new Shares or other securities to Noteholders in accordance with the Deed Poll and terms and conditions of the Convertible Notes, Special Resolution will be proposed at the AGM for Shareholders to consider and, if thought fit, approve the amendments to the Articles which would allow amounts standing to the credit of the Company's share premium account to be capitalised to pay up Shares to be issued to Noteholders upon conversion of the Convertible Notes and any further convertible notes whether or not such Noteholders are also Shareholders at the time of conversion.

### **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 for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **7. ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Monday, 1 November 2010 at 12:00 noon is set out on pages 20 to 26 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, the re-election of retiring directors as the Ordinary Resolutions, and the amendments to the articles of association of the Company as the Special Resolution.

### **8. ACTION TO BE TAKEN**

A form of proxy 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 form of proxy and return it to the Company's Hong Kong branch share registrars and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 form of proxy will not preclude Shareholders from attending and voting in person at the AGM if they so wish.



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## LETTER FROM THE BOARD

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### 9. VOTING BY POLL

Subject to the requirements under the GEM Listing Rules, Article 76 of the Articles of Association of the Company provides that 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 in the case of a corporation, by its duly authorised representative) 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 in the case of a corporation, by its duly authorised representative) 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; or
- (e) by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent (5%) or more of the total voting rights at such meeting.

Pursuant to Rule 17.47(4) of the GEM Listing Rule, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to Article 76 of the Articles.

An announcement on the poll results will be made by the Company after the AGM.

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## LETTER FROM THE BOARD

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### 10. RECOMMENDATION

The Board of Directors of the Company (the “Board”) or a duly authorised committee thereof for the time being 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 amendments to the articles of association of the Company and all other resolutions set out in the Notice of AGM 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 resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**SUNEVISION HOLDINGS LTD.**  
**Kwok Ping-luen, Raymond**  
*Chairman*

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 Shares on the Stock Exchange.

**2. SHAREHOLDERS’ APPROVAL**

All proposed repurchases of Shares 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 2,031,483,833 Shares in issue. Subject to the passing of the Ordinary Resolution no. 2 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 203,148,383 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 2010 in the event that the Share Repurchase Mandate is exercised in full during the proposed repurchase period. 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 were traded on GEM during the 12 months preceding the Latest Practicable Date were as follows:

	<b>Share Prices (per Share)</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2009</b>		
September	0.980	0.890
October	0.970	0.860
November	0.920	0.850
December	0.900	0.860

	Share Prices (per Share)	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
<b>2010</b>		
January	1.230	0.930
February	1.180	1.010
March	1.170	1.040
April	1.300	1.120
May	1.230	0.980
June	1.160	1.020
July	1.190	1.080
August	1.280	1.160
September (up to the Latest Practicable Date)	2.360	1.220

## 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 or, to the best of their knowledge having made all reasonable enquiries, any of their associates, as such term is defined under the GEM Listing Rules, 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 the 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 and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

The interests of substantial shareholders which fall to be disclosed to the Company under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) as at the Latest Practicable Date and their respective percentage shareholdings of the Company assuming that the Share Repurchase Mandate is exercised in full are as follows:

<b>Name</b>	<b>Total number of Shares</b>	<b>% of Shares in issue</b>	<b>% shareholding assuming that the Share Repurchase Mandate is exercised in full</b>
Sunco Resources Limited <sup>1</sup> (“Sunco”)	1,713,613,500	84.35	93.73
Sun Hung Kai Properties Limited <sup>2</sup> (“SHKP”)	1,713,613,500	84.35	93.73
HSBC Trustee (C.I.) Limited <sup>3</sup> (“HSBCTCI”)	1,714,683,500	84.41	93.78

*Notes:*

1. Sunco is the beneficial owner of the 1,713,613,500 Shares.
2. As Sunco is a wholly-owned subsidiary of SHKP, SHKP is deemed to have interest in the 1,713,613,500 Shares held by Sunco by virtue of Part XV of the SFO.
3. HSBCTCI is deemed to be interested in the 1,713,613,500 Shares held by SHKP for the purpose of Part XV of the SFO via its deemed interests in 1,081,739,328 shares in SHKP (Messrs. Kwok Ping-luen, Raymond, Kwok Ping-sheung, Walter and Kwok Ping-kwong, Thomas were deemed to be interested in 1,065,679,347 shares by virtue of being beneficiaries of certain discretionary trusts, which represented the same interests and were therefore duplicated amongst these three Directors for the purpose of Part XV of the SFO; and Messrs. Kwok Ping-luen, Raymond and Kwok Ping-kwong, Thomas were also deemed to be interested in another 16,059,981 shares by virtue of being beneficiaries of certain discretionary trusts, which represented the same interests and were therefore duplicated amongst these two Directors for the purpose of Part XV of the SFO).

In the event that the Share Repurchase Mandate is exercised in full, the interests of Sunco and the deemed interests of SHKP would be increased to approximately 93.73% and the deemed interests of HSBCTCI would be increased to approximately 93.78%. Such increase would not give rise to an obligation on them to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. In addition, 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 REPURCHASED BY THE COMPANY**

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

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

**1. SO WAI-KEI, GODWIN (AGE: 46)**

*Executive Director and Compliance Officer*

Mr. So was appointed as an Executive Director of the Company on 1 November 2009. He is a Group Financial Control Manager of Sun Hung Kai Properties Limited (“SHKP”, a substantial shareholder of the Company within the meaning of Part XV of the SFO), and a Director of Route 3 (CPS) Company Limited, Transport Infrastructure Management Limited and Hung Kai Finance Company, Limited which are the subsidiaries of SHKP. He also serves as Alternate Director to Mr. Kwok Ping-sheung, Walter of Transport International Holdings Limited. Before joining SHKP in 2002, Mr. So worked for two banks in Hong Kong holding various managerial positions in internal auditing, operation management and business planning.

Mr. So holds a Bachelor of Arts degree from the City University of Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered and Certified Accountants, the Institute of Chartered Secretaries and Administrators, the Hong Kong Institute of Chartered Secretaries, the Chartered Institute of Bankers and the Hong Kong Institute of Bankers.

Save as disclosed above, Mr. So did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the latest practicable date prior to the printing of the circular, Mr. So does not have any interests in the share 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 November 2009 and shall continue thereafter unless and until terminated by either the Company or the Director giving to the other in writing, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. According to his service agreement with the Company, there is no fixed remuneration and his director’s fee is fixed by the shareholders at the annual general meetings while his annual salary is determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and is reviewed on an annual basis, and the sum of annual management bonus, if any, is determined by the Board



at its absolute discretion having regard to the operating results of the Company, its subsidiaries and its associated companies from time to time and the performance of the Director. For the financial year ended 30 June 2010, Mr. So is entitled to receive a fee of HK\$20,000 and other emoluments of approximately HK\$8,000 for being a Director of the Company.

**2. SIU HON-WAH, THOMAS (AGE: 57)**

*Non-Executive Director*

Mr. Siu was appointed as a Non-Executive Director of the Company on 7 May 2010. He is a Non-Executive Director of SmarTone Telecommunications Holdings Limited. He is also the Managing Director of Wilson Group which is a major transport infrastructure services provider in Hong Kong. Wilson Group is a wholly-owned subsidiary of SHKP. Prior to joining Wilson Group, Mr. Siu had more than 25 years experience in telecommunications and IT sectors. His experience covers finance, business operations and development.

Mr. Siu holds a MPhil degree from University of Cambridge and a PhD degree in Information Systems. He is a Certified Public Accountant and is a member of the British Computer Society.

Save as disclosed above, Mr. Siu did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the latest practicable date prior to the printing of the circular, Mr. Siu does not have any interests in the share of the Company within the meaning of Part XV of the SFO.

Mr. Siu has not entered into any service contract with the Company. He has a fixed term of appointment as Director for a period from 7 May 2010 to 30 April 2013 and he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. His director's fee is fixed by the shareholders at the annual general meetings while his annual salary, if any, is determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and is reviewed on an annual basis, and the sum of annual management bonus, if any, is determined by the Board at its absolute discretion having regard to the operating results of the Company, its subsidiaries and its associated companies from time to time and the performance of the Director. For the financial year ended 30 June 2010, Mr. Siu is entitled to receive a fee of HK\$4,516 for being a Director of the Company.

**3. TSIM WING-KIT, ALFRED (AGE: 47)***Chief Executive Officer and Authorised Representative*

Mr. Tsim has been an Executive Director of the Company since July 2006. He was appointed as the Acting Chief Executive Officer of the Company in June 2008 and was re-designated as Chief Executive Officer on 1 December 2008. He is also a member of the Remuneration Committee and Nomination Committee of the Company. Mr. Tsim has been appointed as a Non-Executive Director of SmarTone Telecommunications Holdings Limited with effect from 18 November 2009. Prior to joining the Group in February 2000, he worked with international accounting firms, financial institution and major telecommunication operators in Hong Kong. He is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants, United Kingdom, CPA Australia, CMA Canada and The Institute of Chartered Accountants in England and Wales. Mr. Tsim holds a Bachelor of Arts degree from the City University of Hong Kong, a Master of Business Administration degree from The University of Sydney, a Master of Laws degree from the University of Wolverhampton and a Diploma in Management Accounting from The Chinese University of Hong Kong.

Save as disclosed above, Mr. Tsim did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the latest practicable date prior to the printing of the circular, Mr. Tsim does not have any interests in the share of the Company within the meaning of Part XV of the SFO.

Mr. Tsim has not entered into any service agreement with the Company and has no fixed term of director's service but he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. His director's fee is fixed by the shareholders at the annual general meetings while his annual salary is determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and is reviewed on an annual basis, and the sum of annual management bonus, if any, is determined by the Board at its absolute discretion having regard to the operating results of the Company, its subsidiaries and its associated companies from time to time and the performance of the Director. For the financial year ended 30 June 2010, Mr. Tsim is entitled to receive a fee of HK\$35,000 for being a Director of the Company and other emoluments of approximately HK\$2,946,920.

**4. CHEUNG WING-YUI (AGE: 60)***Non-Executive Director*

Mr. Cheung has been a Non-Executive Director of the Company since 29 January 2000. He is a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Cheung is also a Non-Executive Director of SmarTone Telecommunications Holdings Limited, SRE Group Limited, Tai Sang Land Development Limited and Tianjin Development Holdings Limited and an Independent Non-Executive Director of Agile Property Holdings Limited and Hop Hing Group Holdings Limited. He resigned as Non-Executive Director of Taifook Securities Group Limited on 1 October 2007 and Independent Non-Executive Director of Ching Hing (Holdings) Limited on 25 July 2007. He retired as Independent Non-Executive Director of Ping An Insurance (Group) Company of China, Ltd on 3 June 2009.

He is a member of the Board of Review (Inland Revenue Ordinance), a Director and Executive Committee Member of The Community Chest, Deputy Chairman of the Council of The Open University of Hong Kong. He had held the position of the Deputy Chairman of The Hong Kong Institute of Directors, a Director of Po Leung Kuk and Vice Chairman of the Mainland Legal Affairs Committee of the Law Society of Hong Kong.

Mr. Cheung received a Bachelor of Commerce Degree in accountancy from the University of New South Wales, Australia and is a member of the Australian Society of CPAs. He has been a practising solicitor in Hong Kong since 1979 and is a Consultant of the law firm Woo, Kwan, Lee & Lo. He was also admitted as a solicitor in the United Kingdom and as an advocate and solicitor in Singapore.

Save as disclosed above, Mr. Cheung did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company other than his position as a non-executive director of Hung Kai Finance Company, Limited, a wholly owned subsidiary of SHKP, the Company's controlling shareholder. As at the latest practicable date prior to the printing of the circular, Mr. Cheung does not have any interests in the share of the Company within the meaning of Part XV of the SFO.

Mr. Cheung has not entered into any service agreement with the Company. He has a fixed term of appointment as Director for a period from 1 January 2009 to 31 December 2011 and he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. His director's fee is fixed by the shareholders at the annual general meetings while his annual salary, if any, is determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and is reviewed on an annual basis, and the sum of annual management bonus, if any, is determined by the Board at its absolute discretion having regard to the operating results of the Company, its subsidiaries and its associated companies from time to time and the performance of the Director. For the financial year ended 30 June 2010, Mr. Cheung is entitled to receive a fee of HK\$120,000 for being a Director of the Company.

**5. WONG KAI-MAN (AGE: 60)**

*Independent Non-Executive Director*

Mr. Wong was appointed as Independent Non-Executive Director of the Company on 16 January 2007. He is also the Chairman of the Audit Committee and a member of the Remuneration Committee and Nomination Committee of the Company. He is an accountant with 32 years of audit, initial public offer and computer audit experience. He was a member of the Growth Enterprise Market Listing Committee of The Stock Exchange of Hong Kong Limited from 1999 to 2003. Mr. Wong was an audit partner of PricewaterhouseCoopers, Hong Kong before his retirement on 30 June 2005 and is currently a director of two charity foundations: Victor & William Fung Foundation Limited and Li & Fung (1906) Foundation Limited. Mr. Wong was appointed as a Non-Executive Director of Securities and Futures Commission on 26 May 2009. He is an Independent Non-Executive Director of Shangri-La Asia Limited, SCMP Group Limited and China Construction Bank Corporation. He serves in a number of government committees and the boards of certain non-governmental organisations.

Mr. Wong obtained his Bachelor of Science in Physics from The University of Hong Kong and Master of Business Administration from The Chinese University of Hong Kong and is a fellow of the Association of Chartered Certified Accountants, United Kingdom and a fellow of the Hong Kong Institute of Certified Public Accountants.

Mr. Wong was appointed as a Justice of the Peace in 2002 and was awarded Bronze Bauhinia Star in 2007 by the Government of the Hong Kong Special Administrative Region and awarded an honorary fellow of Lingnan University of Hong Kong.

Save as disclosed above, Mr. Wong did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the latest practicable date prior to the printing of the circular, Mr. Wong does not have any interests in the share of the Company within the meaning of Part XV of the SFO.

Mr. Wong has not entered into any service agreement with the Company. He has a fixed term of appointment as Director for a period from 1 January 2010 to 31 December 2012 and he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. His director's fee is fixed by the shareholders at the annual general meetings while his annual salary, if any, is determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and is reviewed on an annual basis, and the sum of annual management bonus, if any, is determined by the Board at its absolute discretion having regard to the operating results of the Company, its subsidiaries and its associated companies from time to time and the performance of the Director. For the financial year ended 30 June 2010, Mr. Wong is entitled to receive a fee of HK\$120,000 for being a Director of the Company.

**6. KING YEO-CHI, AMBROSE (AGE: 75)**  
*Independent Non-Executive Director*

Professor King was appointed as an Independent Non-Executive Director of the Company on 1 January 2007. He is also the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. He is the Emeritus Professor of Sociology at The Chinese University of Hong Kong.

He has been the head of New Asia College (1977-1985), Chair Professor of Sociology (1983-2004), Pro-Vice-Chancellor (1989-2002) and Vice-Chancellor (2002-2004) at The Chinese University of Hong Kong. In addition, he has been the Visiting Fellow at the Centre of International Studies, MIT (1976) and Visiting Professor at University of Heidelberg (1985) and University of Wisconsin (1986). He was elected as Academician, Academia Sinica, Taipei (1994).

Professor King received his BA from National Taiwan University (1957), MA from National Cheng Chi University (1959), and PhD from the University of Pittsburgh (1970).

Professor King has held many advisory positions to the Hong Kong Government such as Independent Commission Against Corruption, The Law Reform Commission, Central Policy Unit, University Grants Committee — Research Grants Council. He is a member of the Board of Directors of Chiang Ching-kuo Foundation for International Scholarly Exchange. Professor King was appointed the Non-Official Justice of Peace in 1994. He was awarded the Silver Bauhinia Star of the Hong Kong Special Administrative Region and the Doctor of Literature, *honoris causa* of the Hong Kong University of Science and Technology in 1998 and the Doctor of Laws, *honoris causa* of The Chinese University of Hong Kong in 2005.

Save as disclosed above, Professor King did not hold any other directorships in the last three years in any other public companies, the securities of which are listed in Hong Kong or overseas and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the latest practicable date prior to the printing of the circular, Professor King has personal interests of 500 shares of the Company within the meaning of Part XV of the SFO.

Professor King has not entered into any service agreement with the Company. He has a fixed term of appointment as Director for a period from 1 January 2010 to 31 December 2012 and he is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. His director's fee is fixed by the shareholders at the annual general meetings while his annual salary, if any, is determined by the Board from time to time with reference to his contribution in terms of time, effort and his expertise and is reviewed on an annual basis, and the sum of annual management bonus, if any, is determined by the Board at its absolute discretion having regard to the operating results of the Company, its subsidiaries and its associated companies from time to time and the performance of the Director. For the financial year ended 30 June 2010, Professor King is entitled to receive a fee of HK\$120,000 for being a Director of the Company.

Save as disclosed above, there are no other matters concerning the retiring directors that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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sunEvision

### SUNEVISION HOLDINGS LTD.

### 新意網集團有限公司

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

**(Stock Code: 8008)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of SUNeVision Holdings Ltd. (the “Company”) will be held at 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Monday, 1 November 2010 at 12:00 noon for the following purposes:

1. To receive and consider the audited financial statements, the report of the Directors and Independent Auditor’s Report for the year ended 30 June 2010;
2. To declare a final dividend as recommended by the Directors;
3. To re-elect retiring directors and to authorise the board of Directors to fix the Directors’ remuneration;
4. To re-appoint auditor and to authorise the board of Directors to fix their remuneration;
5. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**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 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 (the “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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 10% 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 laws of the Cayman Islands to be held; and



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).”

2. **“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 (the “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;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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:

- (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 laws 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.”

3. “**THAT** subject to the passing of the Ordinary Resolutions nos. 1 and 2 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. 1 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. 2 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. 2.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. As special business, to consider and, if thought fit, pass the following resolution as a special resolution, with or without modifications:

### SPECIAL RESOLUTION

“**THAT** the existing Article 138 of the Articles of Association of the Company be amended by its deletion in its entirety and by the substitution of the following therefor:

- “138. (a) The Board may, subject to authorisation by an ordinary resolution of the members, at any time capitalise any sum standing to the credit of any of the Company’s reserve accounts or funds (including the share premium account and capital redemption reserve fund) or any sum standing to the credit of the profit and loss account or otherwise available for distribution, and such sums shall accordingly be available for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid to and amongst such members in proportion aforesaid or partly in one way and partly in the other (in each case, a “**Capitalisation**”); Provided always that the Company shall be entitled to allow any member to elect to receive, in lieu of any or all such shares, debentures or other securities to be paid up and issued upon any such Capitalisation, an instrument entitling such member to be issued with shares, debentures or other securities (of an equivalent number subject to adjustment and otherwise on such terms as the Board considers fit) at a point of time subsequent to such Capitalisation (a “**Convertible Instrument**”), and the election of any such member to receive a Convertible Instrument in lieu of shares, debentures or other securities shall not prejudice or invalidate such Capitalisation.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) Without limiting the generality of Article 138(a), any sum standing to the credit of any of the Company's reserve accounts or funds (including the share premium account and capital redemption reserve fund) or any sum standing to the credit of the profit and loss account or otherwise available for distribution, may be used and applied by the Company to pay up in full unissued shares, debentures or other securities of the Company to be allotted and issued credited as fully paid to any person upon the conversion of (i) any Convertible Instrument issued pursuant to Article 138(a) (irrespective of whether such person being issued with such shares, debentures or other securities upon such conversion is a member of the Company), and (ii) any further or additional convertible instruments issued to any person by virtue or as a consequence of their rights as a holder of any Convertible Instrument issued pursuant to Article 138(a).””

By order of the Board  
**SUNEVISION HOLDINGS LTD.**  
**Chan Kin-chu, Harry**  
*Company Secretary*

Hong Kong, 29 September 2010

***Registered Office:***

P.O. Box 309, Uglan House  
Grand Cayman, KY1-1104  
Cayman Islands

***Head Office and Principal Place of Business:***

MEGATOP, MEGA-iAdvantage  
399 Chai Wan Road  
Chai Wan  
Hong Kong

*Notes:*

1. The Register of Members will be closed from Monday, 25 October 2010 to Monday, 1 November 2010 (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 registrars and transfer office, Computershare Hong Kong Investor Services Limited at Shops No. 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 22 October 2010.
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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 notorially certified copy of that power of attorney or authority must be deposited with the Company's Hong Kong branch share registrars and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
  
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.