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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.**, 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 or transfer 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: 1686)**

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

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A notice dated 21 September 2018 convening an annual general meeting of the Company to be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 26 October 2018 at 12:00 noon (“AGM”) is set out on pages 58 to 64 of this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 12:00 noon on Wednesday, 24 October 2018 or not less than 48 hours before the time for holding any adjourned AGM (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

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

Hong Kong, 21 September 2018

### **Choice of language or means of receipt of corporate communications**

This circular is now available in printed form in English and in Chinese, and on the website of the Company at [www.sunevision.com](http://www.sunevision.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

If (i) registered shareholders/noteholders, who have received or chosen to receive a printed copy of this circular, wish to receive the same in the other language to that chosen by the registered shareholders/noteholders; or (ii) registered shareholders/noteholders, who have received or chosen to receive or are deemed to have consented to receive this circular by electronic means, wish to receive a printed copy, or who for any reason have difficulty in receiving or gaining access to this circular on the Company's website, they may obtain the same free of charge by sending a request to (a) in the case of registered shareholders, the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited ("**Computershare**"), by post to 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or by email at [sunevision@computershare.com.hk](mailto:sunevision@computershare.com.hk); or (b) in the case of noteholders, the Company's registrar in respect of the convertible notes, Tricor Investor Services Limited ("**Tricor**"), by post to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong or by email at [sunevision-ecom@hk.tricorglobal.com](mailto:sunevision-ecom@hk.tricorglobal.com).

For registered shareholders/noteholders who wish to change their choice of language or means of receipt of the Company's future corporate communications free of charge, they may at any time notify (i) in the case of registered shareholders, Computershare, by post or by email (at the address or email address mentioned above); or (ii) in the case of noteholders, Tricor, by post or by email (at the address or email address mentioned above).

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 26 October 2018 at 12:00 noon or any adjourned meeting thereof;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors or a duly authorised committee thereof for the time being;
“Companies Law”	the Companies Law (2018 Revision) of the Cayman Islands (as may be amended from time to time);
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the laws of Hong Kong (as may be amended from time to time);
“Company”	SUNeVision Holdings Ltd. 新意網集團有限公司, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the main board of the Stock Exchange (Stock Code: 1686);
“Convertible Note(s)”	the convertible note(s) constituted by a deed poll dated 25 November 2010 and issued by the Company, which are convertible into Shares at the conversion price of HK\$0.10 per Share (subject to adjustment in accordance with the said deed poll) upon the exercise of the conversion rights attached to the convertible notes;
“Director(s)”	the director(s) of the Company;
“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 from time to time);
“Group”	the Company and its subsidiaries from time to time;

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	14 September 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as may be amended from time to time);
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company, adopted on 30 October 2009 and as amended from time to time;
“Noteholder(s)”	the holder(s) of the Convertible Notes;
“Restated Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company proposed to be adopted to replace the existing Memorandum and Articles of Association with immediate effect after the close of the AGM following the passing of the relevant special resolution;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (as may be amended from time to time);
“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares or to grant options and rights to subscribe for any class of Shares or to convert securities into Shares;
“Share Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares;
“Share Repurchase Rules”	the Listing Rules and the Takeovers Code;
“Shareholder(s)”	the holder(s) of the Shares;

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## DEFINITIONS

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“Share(s)”	shares of HK\$0.10 each in the capital of the Company;
“SHKP”	Sun Hung Kai Properties Limited 新鴻基地產發展有限公司, a company incorporated in Hong Kong with limited liability, the securities of which are listed on the main board of the Stock Exchange (Stock Code: 16), which is a controlling Shareholder;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs;
“Transfer of Listing”	the transfer of the listing of the Shares from GEM to the main board of the Stock Exchange on 22 January 2018; and
“%”	per cent.

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LETTER FROM THE BOARD

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**SUNEVISION HOLDINGS LTD.**

**新意網集團有限公司**

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

**(Stock Code: 1686)**

***Executive Directors:***

Kwok Ping-luen, Raymond *(Chairman)*

Fung Yuk-lun, Allen *(Vice Chairman)*

Tong Kwok-kong, Raymond

*(Chief Executive Officer)*

Tung Chi-ho, Eric

***Non-Executive Directors:***

Cheung Wing-yui *(Vice Chairman)*

Kwok Kai-wang, Christopher

David Norman Prince

Siu Hon-wah, Thomas

Chan Hong-ki, Robert

***Registered Office:***

PO 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

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

Li On-kwok, Victor

King Yeo-chi, Ambrose

Wong Kai-man

Kwok Kwok-chuen

Lee Wai-kwong, Sunny

21 September 2018

*To the Shareholders and, for information only, the Noteholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

At the annual general meeting of the Company held on 31 October 2017, resolutions were passed for approving the grant of general mandates to the Directors to allot, issue and deal with Shares and to exercise the powers of the Company to repurchase

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## LETTER FROM THE BOARD

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Shares in accordance with the relevant rules set out under the GEM Listing Rules and the Takeovers Code. Pursuant to Rule 9A.12 of the Listing Rules, these general mandates continue to be valid and remain in effect upon the Transfer of Listing, and 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.

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

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM which include, among other matters, (i) the proposed grant of the Share Issue Mandate and the Share Repurchase Mandate; (ii) the extension of the Share Issue Mandate; (iii) the proposed re-election of retiring Directors; and (iv) the proposed adoption of the Restated Memorandum and Articles of Association, and to give you notice of AGM.

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

At the AGM, Ordinary Resolution no. 5 will be proposed for the Shareholders to consider and, if thought fit, grant the Share Issue Mandate during the period as set out in Ordinary Resolution no. 5 up to 10% of the total number of Shares in issue as at the date of passing Ordinary Resolution no. 5.

As at the Latest Practicable Date, the total number of Shares in issue was 2,325,412,333 Shares. Assuming that there is no change in the total number of Shares in issue during the period from the Latest Practicable Date to the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be allotted, issued and dealt with pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 232,541,233 Shares.

In addition, Ordinary Resolution no. 7 will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding the number of Shares repurchased under a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in Ordinary Resolution no. 6 up to 10% of the total number of Shares in issue as at the date of passing Ordinary Resolution no. 6, if granted.



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## LETTER FROM THE BOARD

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Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions nos. 5 and 7 as referred to in the notice dated 21 September 2018 convening the AGM as set out on pages 58 to 64 of this circular 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, or any other applicable laws of the Cayman Islands, to be held; and (c) the date on which the authority given under Ordinary Resolutions nos. 5 and 7 respectively are revoked or varied by an ordinary resolution of the Shareholders.

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

At the AGM, Ordinary Resolution no. 6 will be proposed for the Shareholders to consider and, if thought fit, grant the Share Repurchase Mandate during the period as set out in Ordinary Resolution no. 6 up to 10% of the total number of Shares in issue as at the date of passing Ordinary Resolution no. 6. The Shares which may be repurchased pursuant to the Share Repurchase Mandate is up to 10% of the total number of Shares in issue as at the date of passing the resolution approving the Share Repurchase Mandate.

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, or any other applicable laws of the Cayman Islands, to be held; and (c) the date on which the authority given under Ordinary Resolution no. 6 is revoked or varied by an ordinary resolution of the Shareholders.

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

In accordance with Article 95 of the Articles of Association, Mr. Tong Kwok-kong, Raymond, who was appointed as an Executive Director and the Chief Executive Officer of the Company with effect from 19 June 2018, will hold office until the AGM and, being eligible, has offered himself for re-election thereat.

Furthermore, in accordance with Article 116 of the Articles of Association, Mr. Tung Chi-ho, Eric, Mr. Cheung Wing-yui, Mr. Wong Kai-man, Mr. Kwok Kwok-chuen and Mr. Lee Wai-kwong, Sunny will retire from office by rotation and, being eligible, have offered themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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Mr. Wong Kai-man has served as an Independent Non-Executive Director of the Company for more than nine years as referred to in Code Provision A.4.3 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules. He has met the independence guidelines set out in Rule 3.13 of the Listing Rules and has made an annual confirmation of independence pursuant thereto. The Nomination Committee of the Company considered that his long service would not affect his exercise of independent judgment and was satisfied that Mr. Wong Kai-man has the required integrity and experience to continue fulfilling the role of an Independent Non-Executive Director.

Taking the above into consideration, the Board is of the view that Mr. Wong Kai-man remains independent notwithstanding the length of his service and that he should be re-elected at the AGM.

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 ADOPTION OF RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

In order to (i) bring the Memorandum and Articles of Association in line with the relevant requirements of the Listing Rules, the Companies Law and the Companies Ordinance; (ii) reflect consequential changes in view of the Transfer of Listing; and (iii) make some other housekeeping amendments, the Board proposes to make certain amendments to the Memorandum and Articles of Association, a summary of the major changes of which are set out below:

- (i) to reflect the current requirements and provisions of the Listing Rules, including but not limited to:
  - (a) the insertion of the definition of “close associate”, and making corresponding changes to the relevant provisions (including the provision providing that a Director shall not vote (nor be counted in the quorum) on any Board resolution approving contract or arrangement or other proposal in which he or any of his close associates (or if required by the Listing Rules, his other associates) has a material interest);
  - (b) the provision that non-voting, restricted voting and limited voting shares must be designated as such;

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## LETTER FROM THE BOARD

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- (c) the provision that the register of members of the Company may be closed on 10 business days' notice (or 6 business days' notice in the case of a rights issue) being given by an announcement published on the Exchange's website (as defined in the Listing Rules); and in the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier;
  - (d) the deletion of the exception to the prohibition of a Director's right to vote on (or to be counted in the quorum in) any Board resolution of any proposal concerning any other company in which the Director or any of his associate(s) is/are interested only as an officer or executive or shareholder or in which the Director or any of his associates is/are not in aggregate beneficially interested in 5 per cent or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his associate is derived) or of the voting rights;
- (ii) to reflect consequential changes in view of the Transfer of Listing;
  - (iii) in relation to the share capital of the Company, to provide that the Board may accept the surrender of any fully paid share for no consideration;
  - (iv) in relation to the register of members and share certificates, to provide that:
    - (a) the register of members maintained by the Company in respect of its listed shares may be kept by recording the particulars required by the Companies Law in a form otherwise than legible, provided it is capable of being reproduced in a legible form; and
    - (b) each member of the Company, after allotment or lodgment of transfer, shall be entitled to receive one share certificate for all his shares of the Company of each class or several certificates each for one or more of such shares of such class upon payment of any payable fees;
  - (v) to delete the distinction between "ordinary business" and "special business" to be transacted at general meetings of the Company;
  - (vi) to align and update references to the Companies Ordinance, including to revise the relevant provisions relating to restrictions on loans by the Company to Directors and their close associates in line with the provisions of the Companies Ordinance;

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## LETTER FROM THE BOARD

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

In view of the number of proposed changes involved, the Board proposes to amend the Memorandum and Articles of Association currently in effect by deletion in their entirety and the substitution in their place of the Restated Memorandum and Articles of Association. Full terms of the proposed changes brought about by the adoption of the Restated Memorandum and Articles of Association when compared with the existing Memorandum and Articles of Association are set out in Appendix III to this circular.

Shareholders are advised that the Restated Memorandum and Articles of Association are written in English. The Chinese translation of the Restated Memorandum and Articles of Association is for reference purpose only. In case of any inconsistency between the English and Chinese versions, the English version shall prevail.

The legal advisers to the Company have confirmed that the proposed amendments to the Memorandum and Articles of Association conform with the requirements under the Listing Rules and the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments for a company listed on the Stock Exchange.

### **6. ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 26 October 2018 at 12:00 noon is set out on pages 58 to 64 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, and the re-election of retiring Directors as ordinary resolutions; and the adoption of the Restated Memorandum and Articles of Association as a special resolution.

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## LETTER FROM THE BOARD

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### 7. ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 12:00 noon on Wednesday, 24 October 2018 or not less than 48 hours before the time for holding any adjourned AGM (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

### 8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, 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 of Association.

Pursuant to Article 81(a) of the Articles of Association, on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall have one vote for each Share registered in his name in the register of members. On a poll, a Shareholder entitled to more than one vote is under no obligation to cast all his votes in the same way.

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

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

*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.*

**1. LISTING RULES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

**2. SHAREHOLDERS' APPROVAL**

All proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate to the directors of the company to make such repurchases or by specific approval of a particular transaction.

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

As at the Latest Practicable Date, there were 2,325,412,333 Shares in issue. Subject to the passing of Ordinary Resolution no. 6 and assuming that there is no change in the issued share capital of the Company prior to the AGM, the Company would be allowed under the Share Repurchase Mandate to repurchase a maximum of 232,541,233 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 and/or 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. 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 financial statements contained in the annual report for the year ended 30 June 2018 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 up to 19 January 2018 and since 22 January 2018 on the main board of the Stock Exchange during the twelve months preceding the Latest Practicable Date were as follows:

	Share Prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2017</b>		
September	5.560	4.810
October	5.500	5.150
November	6.290	5.350
December	6.140	5.680
<b>2018</b>		
January	7.080	6.030
February	6.280	5.050
March	5.470	4.880
April	4.970	4.210
May	5.030	4.550
June	5.200	4.490
July	5.740	4.500
August	6.390	5.330
September (up to the Latest Practicable Date)	6.130	4.990

**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 Listing Rules, the applicable laws and regulations of the Cayman Islands and the Memorandum and Articles of Association.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the 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 core connected person (as defined in the 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 purchases 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 a 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 the Substantial Shareholders which have been disclosed to the Company under Part XV of the SFO as at the Latest Practicable Date are as follows:

<b>Name</b>	<b>Number of Shares held</b>	<b>Number of underlying Shares held under equity derivatives</b>	<b>Total</b>	<b>% of Shares in issue</b>
Sunco Resources Limited ("Sunco") <sup>1</sup>	1,719,427,500	1,719,427,500 <sup>2</sup>	3,438,855,000	147.88
SHKP <sup>3</sup>	1,719,427,500	1,719,427,500 <sup>2</sup>	3,438,855,000	147.88



*Notes:*

1. Sunco is the beneficial owner of the 1,719,427,500 Shares and the derivative interests referred to in Note 2 below.
2. These represented the interests in the underlying Shares in respect of the Convertible Notes (which are unlisted, non-transferable, irredeemable and physically settled equity derivatives) in the amount of HK\$171,942,750 convertible into 1,719,427,500 Shares at the conversion price of HK\$0.10 per Share (subject to adjustment in accordance with the deed poll constituting the Convertible Notes dated 25 November 2010) upon the exercise of the conversion rights attached to the Convertible Notes.
3. As Sunco is a wholly-owned subsidiary of SHKP, SHKP is deemed to have interest in the 3,438,855,000 Shares (including 1,719,427,500 underlying Shares referred to in Note 2 above) held by Sunco for the purpose of Part XV of the SFO.

Assuming that there is no change in the total number of issued Shares prior to the AGM, in the event that the Share Repurchase Mandate is exercised in full, the deemed interests of SHKP in terms of the voting rights of the Company would be increased from approximately 73.94% to approximately 82.16%. 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, in view of the public float requirement under the Listing Rules which requires at least 25% of the issued share capital of the Company to be held by the public, 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 PURCHASE MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, there was no purchases of Shares made by the Company (whether on the Stock Exchange or otherwise).

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

**1. Tong Kwok-kong, Raymond (Age: 43)**

***Executive Director and Chief Executive Officer***

Mr. Tong has been an Executive Director and the Chief Executive Officer of the Company since 19 June 2018. He is also a director of certain subsidiaries of the Company. Mr. Tong completed his Management & Technology Dual-Degree Program with honors, with Bachelor of Science in Economics (in Finance) from Wharton School, and Bachelor of Science in Engineering (in Electrical Engineering) from School of Engineering and Applied Science, both from University of Pennsylvania.

Mr. Tong has over 20 years of business management and operations experience across different industries. He is a dynamic leader with broad exposure and has spearheaded growth initiatives in his different roles. Before joining the Group, he was the chief operating officer of Maxim's group, responsible for the group's overall growth and execution of Asian expansion strategy, managing information technologies and digital initiatives, and mergers and acquisitions. Prior to this, he was the chief executive officer of Pacific Coffee Company, driving the growth of the chain in Hong Kong and China. Mr. Tong also has rich experience in high-tech as well. He was for a number of years a senior director at CSMC Technologies Corporation (now known as China Resources Microelectronics Limited), a leading Chinese semi-conductor company (subsequently acquired by China Resources group), responsible for international sales and business development. Mr. Tong is an independent non-executive director of Sling Group Holdings Limited.

Mr. Tong is a member of the Young Presidents' Organization (YPO), China Pearl River Delta (PRD) Chapter.

Save as disclosed above, Mr. Tong (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Company and its subsidiaries; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company.

Mr. Tong has entered into a service agreement with the Company for a period of three years commencing on 19 June 2018 and shall continue thereafter until terminated by either party giving written notice to the other, 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. Mr. Tong is entitled to receive a director's fee of HK\$42,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year) and a projected cash emoluments of HK\$7.0 million per annum for being an Executive Director and the Chief Executive Officer of the Company. His director's fee is fixed by the Board while his annual salary is determined by the Board from time to time mainly with reference to market pay level and his contributions and is reviewed on an annual basis, and the sum of discretionary 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.

As at the latest practicable date, Mr. Tong had personal interests in share options to subscribe for 4,000,000 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**2. Tung Chi-ho, Eric (Age: 59)**

*Executive Director*

Mr. Tung has been an Executive Director of the Company since 29 January 2000. He holds a Bachelor of Arts degree in Architectural Studies and a Bachelor of Architecture degree from The University of Hong Kong. Mr. Tung is a member of The Hong Kong Institute of Architects and a registered Architect.

Mr. Tung is the chairman of iAdvantage Limited, a subsidiary of the Company and a director of certain subsidiaries of the Company. He has been with the Sun Hung Kai Properties group for more than 30 years and has been an executive director of Sun Hung Kai Properties Limited ("SHKP"), the substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), since December 2013. Mr. Tung is a member of the executive committee of SHKP and an executive director of Sun Hung Kai Real Estate Agency Limited, a subsidiary of SHKP. He served as project director for various large-scale residential, commercial and mixed developments and oversaw the completion of data centres for major tenants such as JP Morgan and ING Barings.

Save as disclosed above, Mr. Tung (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Company and its subsidiaries; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company.

Mr. Tung 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, 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. For the financial year ended 30 June 2018, Mr. Tung is entitled to receive a director's fee of HK\$36,000 for being a director of the Company. His director's fee is fixed by the Board 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 discretionary 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.

As at the latest practicable date, Mr. Tung did not have, and was not deemed to have, any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**3. Cheung Wing-yui (Age: 68)**

*Non-Executive Director and Vice Chairman*

Mr. Cheung is a Vice Chairman of the Company and has been a Non-Executive Director of the Company since 29 January 2000. He is the Chairman of the Corporate Governance Committee of the Board and is a member of each of the Audit Committee, Remuneration Committee and Nomination Committee. Mr. Cheung received a Bachelor of Commerce degree in accountancy from The University of New South Wales, Australia and is a member of the CPA Australia. He has been a practising solicitor in Hong Kong since 1979 and is a consultant of the law firm Woo Kwan Lee & Lo. Mr. Cheung was also admitted as a solicitor in the United Kingdom and as an advocate and solicitor in Singapore.

Mr. Cheung is a deputy chairman and a non-executive director of SmarTone Telecommunications Holdings Limited. He is also a non-executive director of Tai Sang Land Development Limited, Tianjin Development Holdings Limited and Transport International Holdings Limited. Mr. Cheung was a non-executive director of SRE Group Limited (November 1999 – December 2015) and an independent non-executive director of Hop Hing Group Holdings Limited (November 1989 – August 2017) and Agile Group Holdings Limited (October 2005 – February 2018). He is a non-executive director of Sun Hung Kai Properties Insurance Limited, which is a wholly-owned subsidiary of Sun Hung Kai Properties Limited, the substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Mr. Cheung is a director of The Community Chest of Hong Kong. He had held the positions of deputy chairman of the council of The Open University of Hong Kong, the deputy chairman of The Hong Kong Institute of Directors Limited, a director of Po Leung Kuk, the vice chairman of the Mainland Legal Affairs Committee of The Law Society of Hong Kong and a member of the Board of Review (Inland Revenue Ordinance).

Mr. Cheung was awarded the Bronze Bauhinia Star (BBS) in 2013.

Mr. Cheung was awarded an honorary degree of Doctor of Business Administration from The Open University of Hong Kong in 2016.

Save as disclosed above, Mr. Cheung (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Company and its subsidiaries; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company.

There is no service contract entered into between the Company and Mr. Cheung. Mr. Cheung received an appointment letter from the Company for his appointment as a Non-Executive Director of the Company for a period not exceeding three years, 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. For the financial year ended 30 June 2018, Mr. Cheung is entitled to receive a director's fee of HK\$216,000 for being the Vice Chairman of the Company and a member of

each of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee of the Board. His director's fee is fixed by the Board 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 discretionary 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.

As at the latest practicable date, Mr. Cheung did not have, and was not deemed to have, any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**4. Wong Kai-man (Age: 68)**

*Independent Non-Executive Director*

Mr. Wong has been an Independent Non-Executive Director of the Company since 16 January 2007. He is also the Chairman of the Audit Committee and a member of each of the Remuneration Committee and Nomination Committee of the Board. Mr. Wong obtained his Bachelor of Science from The University of Hong Kong and Master of Business Administration from The Chinese University of Hong Kong. He 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 is an accountant with 32 years of experience in audit, initial public offering and computer audit.

Mr. Wong is a member of the Financial Reporting Council (FRC) and an independent non-executive director of VTech Holdings Limited. He serves in a number of government committees and the boards of certain non-governmental organisations. Mr. Wong was a non-executive director of the Securities and Futures Commission (May 2009 – May 2015) and an independent non-executive director of China Construction Bank Corporation (November 2007 – December 2013), Shangri-La Asia Limited (July 2006 – May 2015) and Great Wall Pan Asia Holdings Limited (formerly known as Armada Holdings Limited and SCMP Group Limited) (April 2007 – November 2016). He is currently a director of Victor and William Fung Foundation Limited. He was an honorary associate professor of the School of Business of The University of Hong Kong (2005 – January 2018). 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.

Mr. Wong was appointed as a Justice of the Peace in 2002, and was awarded Bronze Bauhinia Star in 2007 by the Government of Hong Kong. He was conferred honorary fellowships of Lingnan University, Hong Kong in 2007, City University of Hong Kong in 2013 and The University of Hong Kong in 2016 respectively.

Save as disclosed above, Mr. Wong (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Company and its subsidiaries; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company.

There is no service contract entered into between the Company and Mr. Wong. Mr. Wong received an appointment letter from the Company for his appointment as an Independent Non-Executive Director of the Company for a period not exceeding three years, 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. For the financial year ended 30 June 2018, Mr. Wong is entitled to receive a director's fee of HK\$192,000 for being a director of the Company and a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Board. His director's fee is fixed by the Board 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 discretionary 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.

As at the latest practicable date, Mr. Wong did not have, and was not deemed to have, any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**5. Kwok Kwok-chuen (Age: 64)***Independent Non-Executive Director*

Mr. Kwok has been an Independent Non-Executive Director of the Company since 5 May 2012. He is a member of the Corporate Governance Committee of the Board. Mr. Kwok holds a Bachelor of Social Sciences degree from The University of Hong Kong, a Master of Philosophy degree in Economics from The Chinese University of Hong Kong and a Master of Social Sciences degree in Public Administration from The University of Hong Kong.

Mr. Kwok is an independent non-executive director of DBS Bank (Hong Kong) Limited. He has been an honorary senior research fellow of the Faculty of Business and Economics, The University of Hong Kong since November 2008, after resigning from the job of Government Economist for the Hong Kong SAR Government, a post that he served from 2004 to 2008. Before joining the Hong Kong SAR Government, Mr. Kwok was the regional chief economist of Standard Chartered Bank (Hong Kong) Limited for the East Asia region. He was also a senior economist of The Hongkong and Shanghai Banking Corporation Limited.

Mr. Kwok has served on numerous committees and boards in Hong Kong. He is now a member of the Hong Kong Maritime and Port Board, a member of the Competition Commission and the chairman of its Enforcement Committee, a member of the Aviation Development and Three-runway System Advisory Committee, and a member of the Steering Committee and the Investment Committee of the HKSAR Government Scholarship Fund and a member of the Investment Committee of the Self-financing Post-secondary Education Fund.

Mr. Kwok also served as the chairman of the Hong Kong Coalition of Service Industries, the vice chairman of the Economic Policy Committee of the Hong Kong General Chamber of Commerce, and the honorary economist of the British Chamber of Commerce in Hong Kong. He was awarded the Bronze Bauhinia Star in 1999 and was appointed a Justice of the Peace in 2003 by the Government, in recognition of his long and dedicated public service.



Save as disclosed above, Mr. Kwok (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Company and its subsidiaries; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company.

There is no service contract entered into between the Company and Mr. Kwok. Mr. Kwok received an appointment letter from the Company for his appointment as an Independent Non-Executive Director of the Company for a period not exceeding three years, 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. Mr. Kwok is entitled to receive a director's fee of HK\$140,000 per annum (or a pro rata amount for the duration of his membership of the Corporate Governance Committee of the Board for an incomplete year) for being a director of the Company and a member of the Corporate Governance Committee of the Board. His director's fee is fixed by the Board 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 discretionary 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.

As at the latest practicable date, Mr. Kwok did not have, and was not deemed to have, any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**6. Lee Wai-kwong, Sunny (Age: 59)**

***Independent Non-Executive Director***

Mr. Lee has been an Independent Non-Executive Director of the Company since 1 November 2013. He holds a Bachelor's Degree and Master's Degree in Operations Research & Industrial Engineering, both from Cornell University in the USA. Mr. Lee is a Distinguished Fellow of Hong Kong Computer Society and Fellow of Hong Kong Institute of Engineers.

Mr. Lee is the vice-president (Administration) of City University of Hong Kong. He has more than 30 years of experience in business and technology management gained in both Hong Kong and overseas. Mr. Lee was the executive director of information technology (“IT”) of The Hong Kong Jockey Club (“HKJC”), where he served as member of board of management and had overall responsibility for HKJC’s IT strategy and innovation.

Prior to joining HKJC, Mr. Lee served at The Hong Kong and China Gas Company Limited (Towngas) where he was an executive committee member and held a number of key positions thereat, including chief information officer of the group and chief executive officer of two strategic diversification businesses, iCare.com Limited and Towngas Telecommunications Company Limited.

During the early 1990’s, Mr. Lee was vice president and systems director of the Bank of America in Hong Kong, where he played a key role in building up IT capabilities to support the bank’s business expansion in Asia. He has also held key IT positions in the financial, management consulting and manufacturing industries in the USA.

Mr. Lee takes time to serve in many high level governing and advisory committees in the academic, professional and community arena. He is a board director of The Hong Kong Applied Science and Technology Research Institute Company Limited (ASTRI), the board chairman of Hong Kong Education City and a council member of Hong Kong Management Association. Mr. Lee is also a past president of Hong Kong Computer Society, a past chairman of the Hong Kong Institute of IT Professional Certification, a past council member of Vocational Training Council and a past audit committee member of Hong Kong Housing Society.

Mr. Lee was a recipient of Hong Kong’s Ten Outstanding Young Digi Persons Award in 1999, Asia CIO Award in 2002 and 2007, China Top CIO Award in 2007, 2009 Asian IT Influencer recognition, 2009 China Best Value CIO Award, and 2011 Hong Kong CIO Outstanding Achievement Award. He was appointed a Justice of the Peace in 2010 and was a torchbearer of the 2008 Beijing Olympics, representing Hong Kong’s IT achievers.

Save as disclosed above, Mr. Lee (i) did not hold any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other position in the Company and its subsidiaries; and (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) of the Company.

There is no service contract entered into between the Company and Mr. Lee. Mr. Lee received an appointment letter from the Company for his appointment as an Independent Non-Executive Director of the Company for a period not exceeding three years, 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. For the financial year ended 30 June 2018, Mr. Lee is entitled to receive a director's fee of HK\$120,000 for being a director of the Company. His director's fee is fixed by the Board 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 discretionary 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.

As at the latest practicable date, Mr. Lee did not have, and was not deemed to have, any interests in the shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, there are no other matters concerning the retiring Directors proposed to be re-elected that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

*Full terms of the proposed changes brought about by the adoption of the Restated Memorandum and Articles of Association when compared with the existing Memorandum and Articles of Association are set out below:*

**Memorandum number      Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)**

4. Except as prohibited or limited by the Companies Law (~~2010~~2018 Revision) and any amendments thereto or re-enactments thereof for the time being in force and including every other law incorporated therewith or substituted therefor (the “Companies Law”), the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the

provision of advice, the management and custody of the Company's assets, the listing of the Company's shares and its administration; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.

7. ~~If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies Law (2010 Revision) and, subject to the provisions of the Companies Law and the Articles of Association, it shall have the~~The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
8. Capitalised terms that are not defined in this Memorandum of Association bear the respective meanings given to them in the Articles of Association of the Company.

<b>Article number</b>	<b>Provisions in the Amended and Restated Memorandum and Articles of Association (showing changes to the existing Memorandum and Articles of Association)</b>
2.	<p><b>Board</b> “Board” shall mean <u>the board of directors of the Company or (as the context may require) the majority of the Directors present and voting at a meeting of Directors at which a quorum is present;</u></p> <p><b><u>business day</u></b> “business day” shall mean <u>a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. Notwithstanding the foregoing, where the Exchange is closed for business of dealing in securities in Hong Kong on a day on which a black rainstorm warning or a tropical cyclone warning signal no. 8 or above is hoisted or other similar event, such day shall for the purpose of any notice served under these Articles be counted as a business day;</u></p> <p><b><u>Close Associate</u></b> “Close Associate” shall have the meaning <u>ascribed thereto in the Listing Rules;</u></p> <p><b>the Companies Law/the Law</b> “the Companies Law” or “the Law” shall mean the <u>Companies Law (2018 Revision), Cap. 22</u> of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</p> <p><b>the Companies Ordinance</b> “the Companies Ordinance” shall mean the <u>Companies Ordinance (Cap. 32622</u> of the Laws of Hong Kong) as in force from time to time;</p> <p><b>the Company’s <del>Website</del><u>website</u></b> “the Company’s <del>Website</del><u>website</u>” shall mean the <u>website of the Company, the address or domain name of which has been notified to members;</u></p> <p><b>Exchange</b> “Exchange” shall mean <u>the Growth Enterprise Market of the</u> <del>The</del> <u>Stock Exchange of Hong Kong Limited;</u></p>

<del>HK Code on Takeovers &amp; Mergers</del>	<del>“HK Code on Takeovers &amp; Mergers” shall mean the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time;</del>
<b>Listing Rules</b>	“Listing Rules” shall mean the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited as amended from time to time;
<u>Memorandum</u>	<u>“Memorandum” shall mean the memorandum of association of the Company;</u>
<b>published on the Exchange’s website</b>	“published on the Exchange’s website” shall mean published in English and Chinese on <del>the Exchange’s website</del> <u>the official website of Hong Kong Exchanges and Clearing Limited and/or the website “HKExnews” which is used for publishing issuers’ regulatory information</u> in accordance with the Listing Rules;
<u>rights issue</u>	<u>“rights issue” shall mean an offer by way of rights to existing holders of securities of the Company which enables those holders to subscribe securities in proportion to their existing holdings;</u>
<b>special resolution</b> App 413 Part B r.1	“special resolution” shall have the same meaning as ascribed thereto in the Law and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members of the Company as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given and includes a special resolution passed pursuant to Article 80;

- 6.(a)            **How class rights may be modified**  
App 3  
r.6(2)  
App ~~H~~13  
Part B  
r.2(1)
- If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Law, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.
- 6A.            **Non-voting or limited voting shares**  
App 3  
r.10
- Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares. Where the share capital of the Company includes shares with different voting rights, the words “restricted voting” or “limited voting” shall appear in the designation of each class of shares other than the class of shares with the most favourable voting rights.



7. **Company may purchase and finance the purchase of own shares and warrants**
- Subject to the Law, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire ~~all or~~ any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.
- 7A. **Surrender of shares**
- The Board may accept the surrender for no consideration of any fully paid share.

- 9.(a)                    **Redemption**                    Subject to the provisions of the Law and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
- 10.(b)                    **Certificates to be surrendered for cancellation**                    The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.
11.                        **Shares at the disposal of the Board**                    Subject to the provisions of the Law, of the Memorandum of Association of the Company, and of these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.
- 14A.                                               For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Law in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.

- 15.(a) App ~~H~~13  
Part B  
r. 3(2)
- Except when a register is closed and, if applicable, subject to the additional provisions of paragraph (d) of this Article, the principal register and any branch register shall during business hours be kept open to ~~the~~for inspection of any member without charge.
- 15.(c)
- The register may, on ~~the Company giving at least 14 days~~10 business days' notice (or 6 business days' notice in the case of a rights issue) being given by an announcement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier, in accordance with the procedures set out in this Article. If, however, there are exceptional circumstances (e.g. a black rainstorm warning or a tropical cyclone warning signal no. 8 or above is hoisted) that render the giving of such publication of announcement impossible, the Company shall comply with these requirements as soon as practicable.

- 15.(d) App ~~11~~13  
Part B  
r.3(2)
- Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open ~~to~~for inspection by a member without charge and any other person on payment of a fee of such fee amount not exceeding ~~HK\$1.00 (or such higher~~the maximum amount as may from time to time be permitted under the Listing Rules) as the Board may determine for each inspection. Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.
- 15A.
- In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.

16. **Share certificates**  
App 3  
r.1(1)
- Every person whose name is entered as a member in the register shall be entitled to receive, within ~~the~~any relevant time limit as prescribed in the Law or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 43, after allotment or lodgment of transfer ~~(, or within such other period as the conditions of issue shall provide),~~ one certificate for all his shares of each class or several certificates each for one or more of such shares of such class upon payment of such sum (if any) as the Board shall determine provided that such sum shall not exceed the maximum amount as prescribed by the Exchange from time to time in the Listing Rules, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balancee (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. ~~All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.~~
17. **Share certificates to be sealed**  
App 3  
r.2(1)
- Every certificate for shares or debentures or representing any other form of security of the Company ~~shall~~must be issued under the seal of the Company, which ~~shall~~may only be affixed with the authority of the Board, or be executed under signature of appropriate officials with statutory authority.

21.           **Company's lien**           The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all ~~moneys~~monies, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a member (whether solely or jointly with others) for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether such person is a member of the Company or not.
22.           **Sale of shares subject to lien**           The Company may sell in such manner as the Board thinks fit any ~~share~~share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of 14 days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the shares or the person, of which the Company has notice, entitled to the shares by reason of such holder's death, mental disorder or bankruptcy.

23.           **Application of  
proceeds of  
such  
sale**           The net proceeds of such sale by the Company after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale and upon surrender, if required by the Company, for cancellation of the certificate for the ~~shares~~ shares sold) be paid to the holder immediately before such sale of the ~~shares~~ shares. For giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
30.           **Liability of  
joint holders**           The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other ~~moneys~~ monies due in respect thereof.
36.           **Payment of  
calls in  
advance**  
App 3  
r.3(1)           The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the ~~moneys~~ monies so advanced the Company may pay interest at such rate (if any) as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.

37. **Form of transfer**  
~~App 3~~  
~~r.1(4)~~
- Transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.
- 38A.
- Notwithstanding Articles 37 and 38, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.
41. **Requirements as to transfer**
- The Board may also decline to register any transfer of any share unless:
- ⋮
- App 3  
r.1(3)
- (d) in the case of a transfer to joint holders, the number of joint holders to which the share is to be transferred does not exceed four; and
- App 3  
r.1(2)
- (e) the shares concerned are free of any lien in favour of the Company; and
- App 3  
r.1(1)
- (f) a fee of such amount not exceeding the maximum amount as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.



43. **Certificate to be given up on transfer**
- Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and, upon receipt of such sum (if any) as the Board shall determine provided that such sum shall not exceed the maximum amount as prescribed by the Exchange from time to time in the Listing Rules, a new certificate shall be issued ~~without charge~~ to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him ~~without charge upon receipt of such sum (if any) as the Board shall determine provided that such sum shall not exceed the maximum amount as prescribed by the Exchange from time to time in the Listing Rules.~~ The Company shall also retain the instrument(s) of transfer.
44. **When transfer books and register may close**  
App ~~H~~<sup>13</sup>  
Part B  
r.3(2)
- The registration of transfers may, on ~~the Company giving at least 14 days~~<sup>10 business days</sup> notice (or 6 business days' notice in the case of a rights issue) being given by advertisement an announcement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register may, subject to the requirements in Article 15(c), be closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary

resolution determine provided that such period shall not be extended beyond 60 days in any year). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. a black rainstorm warning or a tropical cyclone warning signal no. 8 or above is hoisted) that render the giving of such publication of announcement impossible, the Company shall comply with these requirements as soon as practicable.

53. **Arrears to  
be paid  
notwithstanding  
forfeiture**

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding this, remain liable to pay to the Company all ~~moneys~~monies which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding 15 per cent per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares forfeited, at the date of forfeiture. For the purposes of this Article any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that time has not yet arrived, be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.

- 59.(a) The Company may from time to time by ordinary resolution:
- ⋮
- (iii) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Law, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.
66. **When annual general meeting to be held**  
App 4+13  
Part B  
r.3(3)  
r.4(2)
- The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So long as the first annual general meeting of the Company is held within 15 months from the date of its incorporation, it need not be held in the year of its incorporation. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.

- 69.(a)            **Notice of meetings**  
App 4+13  
Part B  
r.3(1)
- An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by not less than 21 days' notice in writing and any ~~other~~ extraordinary general meeting called that do not require the passing of a special resolution shall be called by not less than 14 days' notice in writing. The Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting ~~and in the case of special business (as defined in Article 71) the general nature of that business.~~ The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.
71.                **Special business**
- ~~All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:~~
- ~~(a) the declaration and sanctioning of dividends;~~
- ~~(b) the consideration and adoption of the accounts and balance sheets and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;~~
- ~~(c) the election of Directors in place of those retiring;~~

- ~~(d) the appointment of Auditors;~~
- ~~(e) the fixing of, or the determining of the method of fixing of, the remuneration of the Directors and of the Auditors;~~
- ~~(f) the granting of any mandate or authority to the Directors to offer, allot, grant options over, or otherwise dispose of the unissued shares of the Company representing not more than 20 per cent (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (g) of this Article; and~~
- ~~(g) the granting of any mandate or authority to the Directors to repurchase securities of the Company.~~

Intentionally deleted

76. **Right to demand a poll and what is to be evidence of the passing of a resolution where poll not demanded**

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 Listing Rules. A poll may be demanded by:

⋮

~~App 11  
Part B  
r.2(3)~~

- (b) at least five members present in person or by proxy and entitled to vote; or

81. **Votes of members**  
Members
- (a) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. Notwithstanding anything contained in these Articles, 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. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.
- App 3  
r.14
- (b) Where the Company has knowledge that any member is, under the 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.
86. **Proxies**  
App 4+13  
Part B  
r.2(2)
- Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).

89. **Form of proxy**  
App 3  
r.11(1)
- Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form that complies with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favour of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates.
- 92.(a) **Corporations/  
clearing houses  
acting by  
representatives  
at meetings**  
App. ~~4~~13  
Part B  
r.2(2)
- Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being present at any meeting in person.
- 92.(b) App ~~4~~13  
Part B  
r.6
- If a recognized clearing house (or its nominee(s)) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative(s), at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognized clearing house (or its nominee(s)) which he represents as that recognized clearing house (or its nominee(s)) could exercise as if such person were an individual member of

the Company holding the number and class of shares specified in such authorization, including the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.

98.                   **Register of Directors and notification of changes to Registrar**
- The Company shall keep at its registered office a register of directors and officers containing their names ~~and~~, addresses ~~and~~ ~~occupations~~ and any other particulars required by the Law and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Law.
- 100.(a)           **Alternate Directors**
- A Director may at any time by notice in writing delivered to the registered office of the Company, the principal office of the Company in Hong Kong or at a meeting of the Board, appoint any person (including another Director) to be his alternate Director in his place during his absence and may in like manner at any time determine such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved, provided that the Board may not withhold approval of any such appointment where the proposed appointee is a Director.
- 102.(b)           App ~~H~~13  
Part B  
r.5(4)
- Payment to any Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must first be approved by the Company in general meeting.



106. The office of a Director shall be vacated:  
⋮  
App ~~11~~13 (vii) if he shall be removed from office by an  
Part B ordinary resolution ~~of the members of the~~  
r.5(1) ~~Company~~ under Article 99(a).
- App 3  
r.4(3)
- 107.(a)(i) **Directors may contract with Company**  
App ~~11~~13 No Director or proposed Director shall be  
Part B disqualified by his office from contracting with the  
r.5(3) Company either as vendor, purchaser or otherwise  
nor shall any such contract or any contract or  
arrangement entered into by or on behalf of the  
Company with any person, company or partnership  
of or in which any Director shall be a member or  
otherwise interested be capable on that account of  
being avoided, nor shall any Director so contracting  
or being any member or so interested be liable to  
account to the Company for any profit so realised  
by any such contract or arrangement by reason only  
of such Director holding that office or the fiduciary  
relationship thereby established, provided that  
such Director shall, if his interest in such contract  
or arrangement is material, declare the nature of  
his interest at the earliest meeting of the Board  
at which it is practicable for him to do so, either  
specifically or by way of a general notice stating  
that, by reason of the facts specified in the notice,  
he is to be regarded as interested in any contracts  
of a specified description which may subsequently  
be made by the Company.

- 107.(c)      **Director may not vote where he has a material interest**  
App 3  
r.4(1)
- A Director shall not be entitled to vote on (nor shall he be counted in the quorum in) 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~~Close Associates (or, if required by the Listing Rules, his other Associates) has any material interest, and if he shall do so his vote shall not be counted nor shall he be counted in the quorum present at the meeting, but this prohibition shall not apply to any of the following matters, namely:
- Director may vote in respect of certain matters**  
App 3  
Note 51
- (i) the giving of any security or indemnity either:-
- (aa) to the Director or any of his Close Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
- (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his Close Associates has/have himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his Close Associates is/are or is/are to be interested as a participant in the underwriting or sub underwriting of the offer;

~~(iii) any proposal concerning any other company in which the Director or any of his Associates is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his Associates is/are beneficially interested in the shares of that company, provided that the Director and any of his Associates is/are not, in aggregate, beneficially interested in 5 per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;~~

~~(iv)~~(iii) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:-

(aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his Close Associates may benefit;

(bb) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their Close Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his Close Associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

(v)(iv) any contract or arrangement in which the Director or any of his Close Associates is/ are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

The references to “Close Associate” in paragraph (c) of this Article shall be changed to “Associate” where the transaction or arrangement is a connected transaction under Chapter 14A of the Listing Rules.

107.(e)

**Who to decide whether a Director may vote**

If any question shall arise at any meeting of the Board as to the materiality of a Director’s interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where asuch question relates to the interest of the Chairman, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the Chairman) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.

- 107.(f) ~~A company shall be deemed to be a company in which a Director and / or his Associate(s) own(s) 5 per cent. or more if and so long as (but only if and so long as) he and / or his Associate(s) is / are (either directly or indirectly) the holder(s) of or beneficially interested in 5 per cent. or more of any class of the equity share capital of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights available to members of such company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his Associate(s) is in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his Associate(s) is / are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital rights.~~
- 107.(g) ~~Where a company in which a Director and / or his Associate(s) own(s) 5 per cent. or more is materially interested in a transaction, then that Director and / or his Associate(s) shall also be deemed materially interested in such transaction.~~
- 112.(a) **General powers of Company vested in Board** Subject to any exercise by the Board of the powers conferred by Articles 113 to 115, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Law expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Law and ~~of~~ these Articles and to any regulation from time to time made by the Company

in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

112.(c) App H13  
Part B  
r.5 (2)

The Company shall not make any loan, directly or indirectly, to a Director or his Close Associates if and to the extent it would be prohibited by the Companies Ordinance as Except as would, if the Company were a company incorporated in Hong Kong, ~~be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law, the Company shall not directly or indirectly:~~

- ~~(i) make a loan, to a Director or his Associates or a director of any holding company of the Company;~~
- ~~(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director;  
or~~
- ~~(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.~~

120. **Convening of  
board meeting**

A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram at the address or telephone, facsimile or telex number from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine ~~provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong.~~

129. **Directors’ resolutions** Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 100(c)) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.
132. **Custody and use of seal** The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to or imprinted on certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed or on which the seal is imprinted as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to or imprinted on that instrument with the authority of the Directors previously given.

134.           **Cheques and banking arrangements**           All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for ~~moneys~~moneys paid to the Company shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.
- 146.(a)       **Retention of dividends, etc.**           The Board may retain any dividends or other ~~moneys~~moneys payable on or in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
150.           **Receipt for dividends by joint holders of share**           If two or more persons are registered as joint holders of any shares, any one of such persons may give effectual receipts for any dividends, interim and special dividends or bonuses and other ~~moneys~~moneys payable or rights or property distributable in respect of such shares.
156.           **Accounts to be kept**  
App ~~11~~13  
Part B  
r.4(1)           The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the Law.
158.           **Inspection by members**           The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to ~~the~~the inspection ~~of~~by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Law or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.



- 159.(a)           **Annual profit and loss account and balance sheet**  
App ~~H~~13  
Part B  
r.4(2)
- The Board shall, ~~commencing with the first annual general meeting~~ cause to be prepared and to be laid before the members of the Company at every annual general meeting a profit and loss account for the period, in the case of the first account, since the incorporation of the Company and, in any other case, since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up and a Directors' report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company's affairs as at the end of such period, an Auditors' report on such accounts prepared pursuant to Article 160 and such other reports and accounts as may be required by law.
- 159.(b)           **Annual report of Directors and balance sheet to be sent to members etc.**  
App ~~H~~13  
Part B  
r.3(3)  
App 3  
r.5
- Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.
160.               **Auditors**  
App ~~H~~13  
Part B  
r.4(2)
- The Auditors shall audit the profit and loss account and balance sheet of the Company in each year and shall prepare a report thereon to be annexed thereto. Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the members, make a report on the accounts of the Company in general meeting during their tenure of office.

161.           **Appointment  
and  
remuneration  
of Auditors**
- The Company shall at ~~any~~every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.
- 163.(a)       **Service of  
Corporate  
Communication**  
App 3  
r.7(1)
- Except as otherwise provided in these Articles, any Corporate Communication may be served by the Company or by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means, including but not limited to by transmitting it to any electronic mail number or address or website supplied by the member to the Company, or by making it available for examination by the member using electronic means, including the posting of such notice or document on the Company's websites or web pages, provided that if any such notice or document is to be sent or

made available to any member by using electronic means, the Company must first have received from the relevant member either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules and have otherwise complied with the relevant requirements of the Listing Rules, to receive or otherwise have made available to him such notice or document by such electronic means, or (in the case of notice) by advertisement published in the newspapers or in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all Corporate Communication shall be given to the joint holder first named in the register of members.

173.           **Distribution of  
assets in  
liquidation**

If the Company shall be wound up, and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. ~~And if~~ if in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

177.           **Amendment of  
Memorandum  
and Articles**  
App ~~H~~H13  
Part B r.1

Subject to the Law, the Company may at any time and from time to time by special resolution alter or amend ~~its~~the Memorandum of ~~Association~~ and ~~these~~ Articles of Association in whole or in part.

179.                    **Transfer by  
way of  
Continuation**                    The Company shall, subject to the provisions of the Companies Law and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
180.                    **Mergers and  
Consolidations**                    The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Law) upon such terms as the Directors may determine.

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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: 1686)**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of SUNeVision Holdings Ltd. (the “**Company**”) will be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Friday, 26 October 2018 at 12:00 noon for the following purposes:

1. To receive and consider the audited consolidated financial statements, the Directors’ report and the independent auditor’s report for the year ended 30 June 2018;
2. To declare a final dividend;
3. To re-elect retiring Directors and to authorise the board of Directors to fix the Directors’ remuneration;
4. To re-appoint Deloitte Touche Tohmatsu as auditor and to authorise the board of Directors to fix its remuneration;

To consider and, if thought fit, pass the following resolutions (with or without modifications):

#### **ORDINARY RESOLUTIONS**

5. “**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 allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements, options and rights to subscribe for, or to convert securities into, Shares (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 during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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(B) the number of additional Shares 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 exercise of any options under any share option scheme of the Company or similar arrangement for the time being and from time to time adopted by the Company in accordance with the applicable rules of The Stock Exchange of Hong Kong Limited for the grant or issue of Shares or rights to acquire Shares (including, without limitation, any share option scheme to be adopted by the Company at or after this annual general meeting); 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 10% of the total number of Shares in issue at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution) and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly; and

(C) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing 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
- (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.

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## NOTICE OF ANNUAL GENERAL MEETING

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“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 (and where appropriate, to holders of other securities of the Company entitled to the offer), whose name appears on the register 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).”

6. **“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 Stock Exchange of Hong Kong Limited 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 The Stock Exchange of Hong Kong Limited 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 applicable) 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 maximum number 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 total number of Shares in issue at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution), and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(C) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing 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
- (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.”

7. “**THAT** subject to the passing of Ordinary Resolutions nos. 5 and 6 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 Ordinary Resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to Ordinary Resolution no. 6 set out in the notice convening this meeting, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing Ordinary Resolution no. 6 (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this resolution).”



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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

8. “**THAT:**

- (A) the amended and restated memorandum and articles of association of the Company, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the memorandum and articles of association of the Company, in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company with immediate effect after the close of this meeting; and
- (B) any director or the company secretary of the Company be and is hereby authorised to do all such acts as he deems fit to effect the adoption of the amended and restated memorandum and articles of association of the Company and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws and regulations in the Cayman Islands and Hong Kong.”

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

Hong Kong, 21 September 2018

***Registered Office:***

PO 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

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. (a) In order to determine entitlements of the shareholders of the Company to attend and vote at the annual general meeting of the Company to be held on Friday, 26 October 2018 (the “AGM”), the register of members of the Company (the “**Register of Members**”) will be closed from Tuesday, 23 October 2018 to Friday, 26 October 2018, both dates inclusive, during which no transfer of shares of the Company (the “**Shares**”) will be effected.
  - (i) In the case of the Shares, all transfer documents accompanied by the relevant share certificates must be lodged for registration 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, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 22 October 2018; and
  - (ii) In the case of convertible notes of the Company, in order to be entitled to attend and vote at the AGM, the notice of conversion accompanied by the relevant note certificate and payment of the necessary amount should have been surrendered to and deposited with the Company’s registrar in respect of the convertible notes, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for conversion into Shares not later than 4:30 p.m. on Wednesday, 5 September 2018.
- (b) In addition, the Register of Members will be closed on Thursday, 1 November 2018. On the assumption that the resolution for declaring the final dividend is duly passed at the AGM:
  - (i) in the case of the Shares, in order to determine entitlement to the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration 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, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 31 October 2018. Shares will be traded ex-dividend as from Tuesday, 30 October 2018; and
  - (ii) in the case of convertible notes of the Company, in order to determine entitlement to receive the relevant payments under the convertible notes, the noteholders shall remain to be registered on the register of noteholders of the Company on Thursday, 1 November 2018.
2. A shareholder entitled to attend and vote at the AGM is entitled to appoint a person or persons (who must be individual) 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 notorially certified copy of that power of attorney or authority must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 12:00 noon on Wednesday, 24 October 2018 or not less than 48 hours before the time for holding any adjourned AGM (as the case may be) 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. Delivery of an instrument appointing a proxy will not preclude a shareholder from attending and voting in person at the AGM or any adjournment thereof; in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. With reference to Ordinary Resolution no. 3 above, Mr. Tong Kwok-kong, Raymond, who was appointed as an Executive Director and the Chief Executive Officer of the Company with effect from 19 June 2018, will hold office until the AGM and, being eligible, has offered himself for re-election thereat.

Mr. Tung Chi-ho, Eric, Mr. Cheung Wing-yui, Mr. Wong Kai-man, Mr. Kwok Kwok-chuen and Mr. Lee Wai-kwong, Sunny will retire from office by rotation and, being eligible, have offered themselves for re-election at the AGM.

The requisite details of the above six retiring Directors seeking re-election at the AGM are set out in Appendix II to the circular of the Company dated 21 September 2018.

6. With reference to Ordinary Resolutions nos. 5, 6, and 7 above, the Directors wish to state that they have no immediate plans to issue any new securities (other than pursuant to the exercise of share options granted by the Company) or repurchase any Shares pursuant to the relevant mandates.
7. With reference to Special Resolution no. 8, the amended and restated memorandum and articles of association of the Company are written in English. The Chinese translation of the amended and restated memorandum and articles of association of the Company is for reference purpose only. In case of any inconsistency between the English and Chinese versions, the English version shall prevail.
8. If a black rainstorm warning signal is in force or a tropical cyclone warning signal no. 8 or above is hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon on the day of the AGM, the AGM will be adjourned. The Company will publish an announcement on its website at [www.sunevision.com](http://www.sunevision.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the date, time and venue of the adjourned meeting.

Shareholders should decide on their own whether they would attend the AGM under bad weather conditions having regard to their own situations and, if they choose to do so, they are advised to exercise care and caution.

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