



suneVISION

SUNEVISION HOLDINGS LTD.

新意網集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1686)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

This Form of Proxy is for use by shareholders of SUNEVISION HOLDINGS LTD. (the “Company”) at the extraordinary general meeting of the Company to be held at 4th Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Wednesday, 30 October 2019 at 12:30 p.m. (or as soon thereafter as the annual general meeting of the Company to be held at the same place and on the same date at 12:00 noon shall have been concluded or adjourned), or at any adjournment thereof (the “EGM”).

I/We ^(Note 1) _____ of _____

being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.10 each in the capital of the Company hereby appoint _____ of _____

or failing him/her, the chairman of the EGM ^(Note 3) as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM for the purpose of considering and, if thought fit, passing, with or without amendments, the resolution set out in the notice of the EGM dated 11 October 2019 ^(Note 4) as directed below or, if no such direction is given, as my/our proxy shall think fit. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 11 October 2019 (the “Circular”).

Please indicate with a “✓” in the appropriate boxes how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTION	FOR ^(Note 5)	AGAINST ^(Note 5)
(i) To approve, confirm and ratify the BI Acquisition Agreement and the transactions contemplated thereunder, and to authorise any Director to do all such further acts and things and execute such further documents on behalf of the Company to implement and/or give effect to the terms of the BI Acquisition Agreement and the transactions contemplated thereunder;		
(ii) To approve, confirm and ratify the RD Disposal Agreement and the transactions contemplated thereunder, and to authorise any Director to do all such further acts and things and execute such further documents on behalf of the Company to implement and/or give effect to the terms of the RD Disposal Agreement and the transactions contemplated thereunder; and		
(iii) To approve, confirm and ratify the MI Disposal Agreement and the transactions contemplated thereunder, and to authorise any Director to do all such further acts and things and execute such further documents on behalf of the Company to implement and/or give effect to the terms of the MI Disposal Agreement and the transactions contemplated thereunder.*		

Dated this _____ day of _____ 2019 Signature of Shareholder(s) ^(Note 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of share(s) registered in your name(s) to which this Form of Proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the EGM is preferred, please delete the words “or failing him/her, the chairman of the EGM” and insert the name and address of the proxy desired in the space provided. If no name is inserted, the chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- Notice of the EGM is contained in the Circular, which is despatched to the shareholders and the noteholders of the Company together with this Form of Proxy.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”; IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box of the resolution will entitle your proxy to vote for or against the resolution or to abstain from voting on the resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than the resolution referred to in the notice of EGM.
- This Form of Proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must be either executed under its Common Seal or under the hand of an officer or attorney or other person duly authorised.
- Where there are joint registered holders of any share in the capital of the Company, any one of such holders may vote at the EGM either in person or by proxy in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM in person or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share(s) shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose names any share stands shall be deemed joint holders thereof.
- To be valid, this Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 12:30 p.m. on Monday, 28 October 2019 or not less than 48 hours before the time for holding any adjourned EGM (as the case may be) and in default thereof this 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.
- A shareholder entitled to attend and vote at the EGM 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.
- Completion and delivery of this Form of Proxy will not preclude you from attending and voting in person at the EGM if you so wish.

* Full text of the resolution is set out in the notice of EGM which is contained in the Circular and despatched to the shareholders and the noteholders of the Company together with this Form of Proxy.

PERSONAL INFORMATION COLLECTION STATEMENT

- In this statement, “Personal Data” has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- Your supply of Personal Data to the Company is on a voluntary basis. Your Personal Data may be used by the Company or be transferred to the Company’s Hong Kong branch share registrar and transfer office for processing your appointment of proxy and instructions, and will be retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and addressed to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by post or by email at hkinfo@computershare.com.hk.

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