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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES AND RE-ELECTION
OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice dated 25 September 2023 convening an annual general meeting of the Company to be held at 4th Floor and 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Friday, 27 October 2023 at 12:00 noon (“AGM”) is set out on pages 19 to 24 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, 25 October 2023 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, 25 September 2023

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DEFINITIONS

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 4th Floor and 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Friday, 27 October 2023 at 12:00 noon or any adjourned meeting thereof;
“Articles of Association”	the amended and restated articles of association of the Company;
“Board”	the board of Directors or a duly authorised committee thereof for the time being;
“Company”	SUNeVision Holdings Ltd. 新意網集團有限公司, a company incorporated in the Cayman Islands with limited liability, the 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;
“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”	15 September 2023, 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 amended and restated memorandum and articles of association of the Company;
“Noteholder(s)”	the holder(s) of the Convertible Notes;
“Present”	as such term is defined under the Articles of Association;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (as may be amended from time to time);

DEFINITIONS

“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares 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;
“Share(s)”	share(s) 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 Codes: 16 (HKD counter) and 80016 (RMB counter)), which is a controlling Shareholder;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

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*)
Tung Chi-ho, Eric
Chan Man-yuen, Martin

Non-Executive Directors:

Cheung Wing-yui (*Vice Chairman*)
Kwok Kai-wang, Christopher
David Norman Prince
Siu Hon-wah, Thomas
Chan Hong-ki, Robert
Lau Yeuk-hung, Fiona

Independent Non-Executive Directors:

Li On-kwok, Victor
King Yeo-chi, Ambrose
Wong Kai-man
Lee Wai-kwong, Sunny
Cheng Ka-lai, Lily
Leong Kwok-kuen, Lincoln

Registered Office:

PO Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

Head Office and Principal

Place of Business:

Unit 3110, 31/F
Standard Chartered Tower
Millennium City 1
388 Kwun Tong Road
Kwun Tong, Kowloon
Hong Kong

25 September 2023

To the Shareholders and, for information only, the Noteholders

Dear Sir/Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE
SHARES AND RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the AGM, resolutions will be proposed to approve, inter alia, (i) the proposed grant of the Share Issue Mandate and the Share Repurchase Mandate; (ii) the extension of the Share Issue Mandate; and (iii) the proposed re-election of retiring Directors. The purpose of this circular is to give Shareholders notice of the AGM and information relating to the resolutions to be proposed.

LETTER FROM THE BOARD

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 2,339,057,333 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 233,905,733 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.

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 25 September 2023 convening the AGM as set out on pages 19 to 24 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.

LETTER FROM THE BOARD

4. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 116 of the Articles of Association, Messrs. Kwok Ping-luen, Raymond, Cheung Wing-yui, Kwok Kai-wang, Christopher, Siu Hon-wah, Thomas, Wong Kai-man and Lee Wai-kwong, Sunny will retire from office by rotation (collectively, the “**Retiring Directors**”) and, being eligible, have offered themselves for re-election 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.

The Nomination Committee of the Company (the “**Nomination Committee**”) has reviewed and is satisfied with the current structure, size and composition of the Board and the Board committees of the Company.

In accordance with the nomination policy of the Company, the Nomination Committee has also reviewed the biographies of Mr. Wong Kai-man and Mr. Lee Wai-kwong, Sunny, both being the Independent Non-Executive Directors of the Company, who will be subject to retirement and re-election at the AGM (the “**Retiring INEDs**”), and taking into consideration their knowledge, experience, capability and various diversity aspects as set out in the board diversity policy of the Company as well as their contributions to the Company over the years, the Nomination Committee is of the view that the Retiring INEDs will continue to contribute to the Board with their respective perspectives, skills and experience. In addition, none of the Retiring INEDs has any financial or family relationships with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company, which could give rise to a conflict of interest situation or otherwise affect their exercise of independent judgment. The Nomination Committee believes that the Retiring INEDs remain committed to their role as Independent Non-Executive Directors of the Company and will continue to be independent.

Each of Mr. Wong Kai-man and Mr. Lee Wai-kwong, Sunny, the Retiring INEDs, has served the Company for more than nine years during which period they have provided professional advice and insight to the Board. They have in-depth understanding of the Group’s business and operations and have also demonstrated strong independence by providing impartial views and comments at Board and Board committees meetings during their tenure of office. They have not taken part in the day-to-day management of the Company. The Nomination Committee considered that the long service of the Retiring INEDs will not affect their exercise of independent judgment and was satisfied that the Retiring INEDs have the required integrity and experience to continue fulfilling the role of Independent Non-Executive Directors.

In addition, each of the Retiring INEDs has made a confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE BOARD

Taking into consideration the above, the Board is of the view that the Retiring INEDs are independent. In addition, given the knowledge, skills and experience of the Retiring Directors and their valuable contributions to the Company over the years, the Board considers that the re-election of the Retiring Directors is in the best interests of the Company and the Shareholders as a whole. The Board has therefore accepted the nomination by the Nomination Committee and to recommend the Retiring Directors (including the Retiring INEDs) to stand for re-election by the Shareholders at the AGM.

In accordance with the Corporate Governance Code as set out in Appendix 14 to the Listing Rules, the re-election of the Retiring INEDs will be subject to separate resolutions to be approved by the Shareholders at the AGM.

5. ANNUAL GENERAL MEETING

A notice convening the AGM to be held at 4th Floor and 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Friday, 27 October 2023 at 12:00 noon is set out on pages 19 to 24 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.

6. 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, 25 October 2023 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.

7. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 76 of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, each of the resolutions to be proposed at the AGM will be voted by way of a poll.

Pursuant to Article 81(a) of the Articles of Association, on a poll every Shareholder who is Present 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.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors consider that the granting of the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions to be proposed at the AGM.

By order of the Board
SUNEVISION HOLDINGS LTD.

Bonnie Lau
Company Secretary

APPENDIX I EXPLANATORY STATEMENT FOR SHARE REPURCHASE MANDATE

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 2,339,057,333 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 233,905,733 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.

APPENDIX I EXPLANATORY STATEMENT FOR SHARE REPURCHASE MANDATE

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 2023 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 of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

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

	Share Prices (per Share)	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2022		
September	5.49	4.08
October	4.34	3.90
November	4.31	3.89
December	4.52	3.93
2023		
January	4.75	4.15
February	5.10	4.47
March	4.75	4.33
April	4.65	4.42
May	4.53	4.12
June	4.72	3.99
July	4.12	3.84
August	4.08	3.49
September (up to the Latest Practicable Date)	3.68	3.34

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.

As at the Latest Practicable Date, according to the register required to be kept by the Company under Section 336 of the SFO or other notification(s) received by the Company, Sunco Resources Limited, a wholly-owned subsidiary of SHKP, was the beneficial owner of (i) 1,720,026,500 Shares; and (ii) 1,719,427,500 underlying Shares in respect of the Convertible Notes 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 (together, the "**Sunco Interests**"). As Sunco Resources Limited is a wholly-owned subsidiary of SHKP, SHKP is deemed to have interests in the Sunco Interests for the purpose of Part XV of the SFO. As HSBC Trustee (C.I.) Limited ("**HSBC Trustee**") is entitled to control the exercise of one-third or more of the voting power at general meetings of SHKP, HSBC Trustee is also deemed to have interests in the Sunco Interests held indirectly by SHKP for the purpose of Part XV of the SFO. In addition, HSBC Trustee also has interests/deemed interests in 2,140,000 Shares for the purpose of Part XV of the SFO.

The abovementioned interests, after taking into account duplication of interests, represented approximately 73.63% of the total number of issued Shares as at the Latest Practicable Date. 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 abovementioned interests will be increased to approximately 81.81%. Such increase will not give rise to any obligation 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).

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

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

1. Kwok Ping-luen, Raymond (Age: 70)

Chairman and Executive Director

Mr. Kwok has been the Chairman and an Executive Director of the Company since 29 January 2000 and he is a director of certain subsidiaries of the Company. He holds a Master of Arts degree in Law from Cambridge University, a Master's degree in Business Administration from Harvard University, an Honorary Doctorate degree in Business Administration from Hong Kong Metropolitan University and an Honorary Doctorate degree in Laws from The Chinese University of Hong Kong.

Mr. Kwok is the chairman and managing director and a member of the executive committee of SHKP. Prior to the appointment as chairman of SHKP, Mr. Kwok had acted as vice chairman of SHKP. He is also the chairman and a non-executive director of SmarTone Telecommunications Holdings Limited, and a non-executive director of Transport International Holdings Limited and Wing Tai Properties Limited.

In civic activities, Mr. Kwok is a director of The Real Estate Developers Association of Hong Kong and a member of the council of The Chinese University of Hong Kong.

Mr. Kwok is the father of Mr. Kwok Kai-wang, Christopher (being a Non-Executive Director of the Company).

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 other Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

Mr. Kwok has entered into a service agreement with the Company for a period of three years commencing on 1 March 2003 and shall continue thereafter until terminated by either party giving to the other not less than six months' prior written notice, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. For the financial year ended 30 June 2023, Mr. Kwok is entitled to receive a director's fee of HK\$60,000 for being the Chairman 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. Kwok had other interests in 3,485,000 Shares within the meaning of Part XV of the SFO.

2. Cheung Wing-yui (Age: 73)*Vice Chairman and Non-Executive Director*

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 and Transport International Holdings Limited. Mr. Cheung was a non-executive director of SRE Group Limited (November 1999 – December 2015) and Tianjin Development Holdings Limited (September 2004 – June 2023), an independent non-executive director of Ping An Insurance (Group) Company of China, Ltd. (May 2003 – June 2009), 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 SHKP.

Mr. Cheung is currently a member of Sponsorship & Development Fund Committee and a court member of Hong Kong Metropolitan University, and an honorary council member of The Hong Kong Institute of Directors Limited. He is also a director of The Community Chest of Hong Kong. Mr. Cheung had held the positions of deputy chairman of the council and a co-deputy chairman of Sponsorship & Development Fund Committee of Hong Kong Metropolitan University, 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, a member of the Board of Review (Inland Revenue Ordinance) and the fourth vice president & Admissions, Budgets and Allocations Committee chairman of The Community Chest of Hong Kong.

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

Mr. Cheung was awarded an honorary degree of Doctor of Business Administration from Hong Kong Metropolitan University 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 Listing Rules) of the Company.

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

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, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. For the financial year ended 30 June 2023, Mr. Cheung is entitled to receive a director's fee of HK\$270,000 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 within the meaning of Part XV of the SFO.

3. **Kwok Kai-wang, Christopher (Age: 37)**

Non-Executive Director

Mr. Kwok has been a Non-Executive Director of the Company since 1 February 2017. He holds a Bachelor of Science Degree in Chemistry from Harvard University and a Master's degree in Business Administration from Stanford Graduate School of Business. Mr. Kwok is an executive director and a member of the executive committee of SHKP. He joined the SHKP group in 2011 and is primarily responsible for the leasing of residential, retail and commercial properties of the SHKP group in Hong Kong and on the mainland. Besides, he assumes the overall responsibilities for the property business in Northern China. Mr. Kwok also assists Mr. Kwok Ping-luen, Raymond (“**Mr. Raymond Kwok**”, the chairman and managing director of SHKP as well as the Chairman and an Executive Director of the Company) in all other non-property businesses of the SHKP group. He has been appointed as a non-executive director of Transport International Holdings Limited with effect from 15 June 2023. Mr. Kwok is a son of Mr. Raymond Kwok.

In addition, Mr. Kwok is a member of the General Committee of the Employers' Federation of Hong Kong and an advisor and a member of the Development Committee of Our Hong Kong Foundation. He is also a member of the Beijing Municipal Committee of the Chinese People's Political Consultative Conference and a vice-chairman of Greater Bay Area Homeland Youth Community Foundation. Mr. Kwok was appointed as a Justice of the Peace in July 2023.

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

Mr. Kwok resigned as a director of Aberdeen Dining Corporation Limited (“ADCL”) on 26 October 2018. ADCL was incorporated in Hong Kong and was engaged in catering business. Mr. Kwok held an indirect minority interest of approximately 5.135% in ADCL. He had always been a passive investor in ADCL and had not participated in the daily running and operation of ADCL. By a special resolution dated 15 February 2017, the shareholders of ADCL resolved that ADCL could not, by reason of its liabilities (i.e. the total outstanding liabilities of ADCL (other than those due to its shareholders and related companies) amounted to approximately HK\$20,000,000 as at 15 February 2017), continue its business and that it was advisable to wind-up the same, and accordingly that ADCL be wound up voluntarily. ADCL was dissolved on 20 December 2019.

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 other Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) 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 a Non-Executive Director of the Company, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. For the financial year ended 30 June 2023, Mr. Kwok is entitled to receive a director’s fee of HK\$45,000 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. Kwok had other interests in 13,272,658 Shares within the meaning of Part XV of the SFO.

4. **Siu Hon-wah, Thomas (Age: 70)**

Non-Executive Director

Mr. Siu has been a Non-Executive Director of the Company since 7 May 2010. He holds a MPhil degree from University of Cambridge and a PhD degree in Information Systems. Mr. Siu is a Certified Public Accountant and is a member of the British Computer Society.

Mr. Siu is a non-executive director of SmarTone Telecommunications Holdings Limited. He was the managing director of Wilson group (until June 2018), which is a major transport infrastructure services provider in Hong Kong and is wholly-owned by SHKP, and is currently a senior consultant of Wilson group. Prior to joining Wilson group, Mr. Siu had more than 25 years of experience in telecommunications and IT sectors. His experience covers finance, business operations and development.

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

Save as disclosed above, Mr. Siu (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 Listing Rules) of the Company.

There is no service contract entered into between the Company and Mr. Siu. Mr. Siu received an appointment letter from the Company for his appointment as a Non-Executive Director of the Company, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. For the financial year ended 30 June 2023, Mr. Siu is entitled to receive a director's fee of HK\$45,000 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. Siu did not have, and was not deemed to have, any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

5. **Wong Kai-man (Age: 73)**

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.

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

Mr. Wong is an independent non-executive director of VTech Holdings Limited. He has served 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 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 and Li & Fung Foundation Limited. He was an honorary associate professor of the School of Business of The University of Hong Kong (2005 – January 2018) and a member of the Growth Enterprise Market Listing Committee of The Stock Exchange of Hong Kong Limited (1999 – 2003) and Accounting and Financial Reporting Council (formerly known as Financial Reporting Council (FRC)) (December 2014 – September 2021). 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 Listing Rules) 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, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. For the financial year ended 30 June 2023, Mr. Wong is entitled to receive a director's fee of HK\$240,000 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 within the meaning of Part XV of the SFO.

6. Lee Wai-kwong, Sunny (Age: 64)***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 is an independent non-executive director, a member of the nominations committee and the chairman of the technology advisory panel of MTR Corporation Limited. Mr. Lee is also an independent non-executive director, a member of each of audit committee, nomination and remuneration committee, risk committee, strategy and budget committee as well as sustainability committee of BOC Hong Kong (Holdings) Limited and its principal operating subsidiary, Bank of China (Hong Kong) Limited. 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 had 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 the board chairman of Hong Kong Applied Science and Technology Research Institute Company Limited (ASTRI) 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, a past audit committee member of Hong Kong Housing Society and a past board chairman of Hong Kong Education City.

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 awarded the Bronze Bauhinia Star (BBS) in 2022. Mr. Lee was a torchbearer of the 2008 Beijing Olympics, representing Hong Kong's IT achievers.

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

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 Listing Rules) 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, subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. For the financial year ended 30 June 2023, Mr. Lee is entitled to receive a director's fee of HK\$150,000 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 within the meaning of Part XV of the SFO.

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.

NOTICE OF ANNUAL GENERAL MEETING



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 4th Floor and 53rd Floor, Sun Hung Kai Centre, 30 Harbour Road, Hong Kong on Friday, 27 October 2023 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 2023;
2. To declare a final dividend;
3. (i) (a) To re-elect Mr. Kwok Ping-luen, Raymond as Director;
(b) To re-elect Mr. Cheung Wing-yui as Director;
(c) To re-elect Mr. Kwok Kai-wang, Christopher as Director;
(d) To re-elect Mr. Siu Hon-wah, Thomas as Director;
(e) To re-elect Mr. Wong Kai-man as Director; and
(f) To re-elect Mr. Lee Wai-kwong, Sunny as Director;
(ii) 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;

NOTICE OF ANNUAL GENERAL MEETING

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

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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

(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.

“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

NOTICE OF ANNUAL GENERAL MEETING

(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).”

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

Hong Kong, 25 September 2023

Registered Office:

PO Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Head Office and Principal Place of Business:

Unit 3110, 31/F, Standard Chartered Tower
Millennium City 1, 388 Kwun Tong Road
Kwun Tong, Kowloon
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. (a) In order to determine entitlements of the shareholders of the Company (the “**Shareholders**”) to attend and vote at the annual general meeting of the Company to be held on Friday, 27 October 2023 (the “**AGM**”), the register of members of the Company (the “**Register of Members**”) will be closed from Tuesday, 24 October 2023 to Friday, 27 October 2023, 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 Friday, 20 October 2023; 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for conversion into Shares not later than 4:30 p.m. on Thursday, 7 September 2023.
- (b) In addition, the Register of Members will be closed on Thursday, 2 November 2023. 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, 1 November 2023. Shares will be traded ex-dividend as from Tuesday, 31 October 2023; 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, 2 November 2023.
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.
3. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 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, 25 October 2023 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.
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, Messrs. Kwok Ping-luen, Raymond, Cheung Wing-yui, Kwok Kai-wang, Christopher, Siu Hon-wah, Thomas, Wong Kai-man and 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 retiring Directors seeking re-election at the AGM are set out in Appendix II to the circular of the Company dated 25 September 2023 (the “**Circular**”).

NOTICE OF ANNUAL GENERAL MEETING

6. With reference to Ordinary Resolution no. 6 above, an explanatory statement containing the information regarding the granting of an authority for the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, is set out in Appendix I to the Circular.
7. Attendees of the AGM are reminded to follow any precautionary measures that may be imposed in accordance with prevailing guidelines published by the Hong Kong Government and regulatory authorities. As a courtesy to other attendees, we recommend that any person who feels unwell or has any symptoms of COVID-19 should avoid attending the AGM. Shareholders are reminded that physical attendance at the AGM is not necessary for the purpose of exercising their voting rights. Shareholders may (as indicated in note 2 above) appoint proxies to vote on their behalf.
8. If a black rainstorm warning signal is in force or a tropical cyclone warning signal no. 8 or above is hoisted, or “extreme conditions” announced by the Hong Kong Government is in force 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 and the website of Hong Kong Exchanges and Clearing Limited at 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.