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## **SUN HING VISION GROUP HOLDINGS LIMITED**

**新興光學集團控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 125)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Sun Hing Vision Group Holdings Limited (the “**Company**”) will be held at Jasmine Room, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 22 August 2014 at 10:00 a.m. for the following purposes:

**As ordinary business:**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 March 2014.
2. To re-elect Mr. Tsang Wing Leung, Jimson as executive Director.
3. To re-elect Mr. Chan Chi Sun as executive Director.
4. To re-elect Ms. Ma Sau Ching as executive Director.
5. To authorise the Board to fix the directors’ remuneration.
6. To re-appoint auditors and authorise the Board to fix their remunerations.
7. To declare a final dividend and a final special dividend for the year ended 31 March 2014.

\* *For identification purposes only*

**As special businesses:**

8. To consider and, if thought fit, pass with or without modifications, the following resolution as an Ordinary Resolution:

**ORDINARY RESOLUTION**

A. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) of this Resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company or securities convertible into such shares, options, warrants or similar rights to subscribe for any shares in the Company, and to make and grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the directors of the Company during the Relevant Period to make and grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to the shares of the Company issued as a result of a Rights Issue (as defined in paragraph (d) of this Resolution) or pursuant to the exercise of options under any existing share option scheme or similar arrangement or any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of the dividend on the shares of the Company in accordance with the Company’s Bye-laws, shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the end of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law of Bermuda to be held; or
- (iii) revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of shares in the capital of the Company open for a period fixed by the directors of the Company to the holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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 any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

B. “**THAT**:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) of this Resolution) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange on which the securities of the Company may be listed as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company to be repurchased by the Company pursuant to the approval mentioned in paragraph (a) of this Resolution during the Relevant Period shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution the expression “Relevant Period” shall have the same meaning as assigned to it under Ordinary Resolution 8A(d) of this notice.”

C. “**THAT** conditional upon Resolutions 8A and 8B being passed, the aggregate nominal amount of shares in the capital of the Company which is repurchased by the Company under the authority granted to the directors as mentioned in Resolution 8B above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to Resolution 8A, provided that the amount of share capital repurchased by the Company shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”

9. To consider and, if thought fit, pass with or without modifications, the following resolution as Ordinary Resolution:

“**THAT:**

- (a) conditional upon the Stock Exchange granting the approval for the listing of, and permission to deal in any Shares to be issued pursuant to the exercise of the options under the new share option scheme referred to in the circular of the Company dated 21 July 2014, the terms of which are set out in the printed document produced to the meeting and marked “A” and signed by the chairman of the meeting for purposes of identification (the “**New Share Option Scheme**”), the New Share Option Scheme be and are hereby approved and adopted to be the new share option scheme of the Company, and the Board be and is authorised to do and take all such acts or steps and to enter into all such transactions and arrangements as they may consider necessary or expedient to implement and to give effect to the New Share Option Scheme;
- (b) the directors of the Company be and are hereby authorised to grant options in accordance with the terms of the New Share Option Scheme, and to allot, issue and deal with the shares in the Company pursuant to the exercise of any option granted under the New Share Option Scheme provided that the number of options granted thereunder shall be subject to a maximum limit as set out in the New Share Option Scheme, and to take all necessary actions incidental thereof as the directors of the Company deem fit; and
- (c) conditional upon the New Share Option Scheme becoming unconditional, the existing share option scheme of the Company (the “**Existing Share Option Scheme**”) which was adopted by the Company on 6 September 2004 be terminated with effect from the adoption of the New Share Option Scheme provided that any options granted under the Existing Share Option Scheme prior to the date of its termination (if any) shall continue to be valid and exercisable in accordance with the Existing Share Option Scheme and the provision of the Existing Share Option shall remain in full force and effect to the extent necessary to give effect to the exercise of such options.”

By Order of the Board  
**Lee Kar Lun, Clarence**  
*Secretary*

Hong Kong, 21 July 2014

*Principal Office:*  
1001C, 10th Floor  
Sunbeam Centre  
27 Shing Yip Street  
Kwun Tong  
Kowloon  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy does not need not be a member of the Company.
2. A form of proxy is enclosed. 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 certified copy of such power or authority, must be deposited at the Company's Branch Share Registrar in Hong Kong, Union Registrars Limited, 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment hereof.
3. The register of members of the Company will be closed from 19 August 2014 to 22 August 2014, both days inclusive, during which period no transfer of shares will be effected for determining the shareholders who are entitled to attend and vote at the meeting. In order to be eligible to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Union Registrars Limited, 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 p.m. on 18 August 2014.
4. The register of members of the Company will be closed from 29 August 2014 to 3 September 2014, both days inclusive, during which period no transfer of shares will be effected for determining the shareholders who are entitled for the proposed final dividend and final special dividend for the year ended 31 March 2014. In order to qualify for the proposed final dividend and final special dividend for the year ended 31 March 2014, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Union Registrars Limited, 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 p.m. on 28 August 2014.
5. With reference to the Ordinary Resolutions sought in items 8A and 8B of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new shares or to repurchase any existing shares of the Company. The explanatory statement required by the Listing Rules of the Stock Exchange in connection with the repurchase mandate is despatched to shareholders together with this notice.

*As at the date of this announcement, the Board comprises five executive directors, namely Mr. Ku Ngai Yung, Otis, Mr. Ku Ka Yung, Mr. Tsang Wing Leung, Jimson, Mr. Chan Chi Sun and Ms. Ma Sau Ching, and three independent non-executive directors, namely Mr. Lo Wa Kei, Roy, Mr. Lee Kwong Yiu and Mr. Wong Che Man, Eddy.*