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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 **SV Vision Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of **SV Vision Limited** collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to **SV Vision Limited**. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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# SVVISION

## SV Vision Limited

### 華美樂樂有限公司

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

(Stock Code: 8429)

## PROPOSED CHANGE OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

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A notice convening the extraordinary general meeting of SV Vision Limited to be held at Flat B, 9/F, Safety Godown Industrial Building, 56 Ka Yip Street, Chai Wan, Hong Kong on Friday, 9 December 2022 at 3:00 p.m. is set out on pages 6 to 7 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude shareholders from attending and voting at the meeting, or any adjourned meeting, should they so wish.

### PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 epidemic, the following precautionary measures will be implemented at the extraordinary general meeting of the Company (“EGM”):

- (1) Compulsory temperature screening/checks
- (2) Submission of Health Declaration Form
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the EGM venue, at the absolute discretion of the Company as permitted by law.

**For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the EGM by appointing the Chairperson/Chairman of the EGM as their proxy and to return their proxy forms by the time specified above, instead of attending the EGM in person.**

This circular will remain on the website of The Stock Exchange of Hong Kong Limited at <https://www.hkexnews.hk> on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at <https://svvision.io>.

21 November 2022

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless otherwise defined or the context otherwise requires, the following terms or expressions shall have the following meanings:*

“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be held at Flat B, 9/F, Safety Godown Industrial Building, 56 Ka Yip Street, Chai Wan, Hong Kong, on Friday, 9 December 2022 at 3:00 p.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors of the Company
“Company”	SV Vision Limited 華美樂樂有限公司, an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (stock code: 8429)
“Director(s)”	the director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 November 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Mazars”	Mazars CPA Limited, the new auditor of the Company proposed to be appointed at the EGM
“Moore”	Moore Stephens CPA Limited

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	registered holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**SVISION**

**SV Vision Limited**

**華美樂樂有限公司**

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

**(Stock Code: 8429)**

*Executive Director:*

Ms. Woo Chan Tak Chi Bonnie

*(Chairperson and Chief Executive Officer)*

*Non-executive Director:*

Mr. Chow Sai Yiu Evan

*Independent non-executive Directors:*

Mr. Ip Arnold Tin Chee

Mr. Hung Alan Hing Lun

Mr. Man Ka Ho Donald

*Registered office:*

Windward 3

Regatta Office Park

PO Box 1350

Grand Cayman

KY1-1108

Cayman Islands

*Headquarters and principal place of  
business in Hong Kong:*

Flat B, 9/F

Safety Godown Industrial Building

56 Ka Yip Street

Chai Wan

Hong Kong

21 November 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding an ordinary resolution to be proposed at the EGM and to give you notice of the EGM. The resolution to be proposed at the EGM will be for the purpose of approving the change of auditor of the Company.

**PROPOSED CHANGE OF AUDITOR**

Reference is made to the announcement of the Company dated 4 November 2022 in relation to the proposed change of auditor.

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## LETTER FROM THE BOARD

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Moore has resigned as auditor of the Company with effect from 4 November 2022 as the Company could not reach a consensus with Moore on the audit fee for the financial year ending 31 December 2022. With the recommendation from the Audit Committee, the Board proposes to appoint Mazars as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the Articles of Association, the proposed appointment of Mazars as the auditor of the Company will be subject to approval by the Shareholders at the EGM.

The Board further confirmed that Moore has not yet commenced any audit work on the consolidated financial statements of the Group for the year ending 31 December 2022. The Board believes that the change of auditor will not have any impact on the annual audit of the Company for the year ending 31 December 2022.

In this connection, Moore has confirmed in writing that there are no matters in connection with its resignation that need to be brought to the attention of the Shareholders. The Board and the Audit Committee confirm that there are no matters in respect of the change of auditor that need to be brought to the attention of the Shareholders.

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

At the EGM, an ordinary resolution will be proposed to approve the change of auditor of the Company. The notice of the EGM is set out on pages 6 to 7 of this circular.

For determining the eligibility to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 6 December 2022 to Friday, 9 December 2022, both dates inclusive, during which period no transfer of Shares could be registered for determination of entitlement of the Shareholders to attend and vote at the EGM. In order to qualify for attending and voting in the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 5 December 2022.

### **FORM OF PROXY**

A form of proxy is enclosed for use at the EGM. Such form of proxy is also published on the websites of the Stock Exchange at <https://www.hkexnews.hk> and the Company at <https://svvision.io>. Whether or not you intend to attend the EGM, you are required 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, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM if they so wish and in such event the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### VOTING BY WAY OF POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairperson of the meeting will therefore demand a poll for every resolution put to the vote of the EGM pursuant to Article 72 of the Articles of Association and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM.

### ACTION TO BE TAKEN

A proxy form for use at the EGM is enclosed herein. Whether or not you intend to attend the EGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM, or any adjourned meeting, should you so wish.

### RECOMMENDATION

The Directors believe that the proposed change of auditor is in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors recommend that all the Shareholders should vote in favour of the ordinary resolution approving the proposed change of auditor at the EGM.

By order of the Board  
**SV Vision Limited**  
**Woo Chan Tak Chi Bonnie**  
*Chairperson and Chief Executive Officer*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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# SVISION

## SV Vision Limited

### 華美樂樂有限公司

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

**(Stock Code: 8429)**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of SV Vision Limited (the “**Company**”) will be held at Flat B, 9/F, Safety Godown Industrial Building, 56 Ka Yip Street, Chai Wan, Hong Kong, on Friday, 9 December 2022 at 3:00 p.m. for the following purpose:

### **ORDINARY RESOLUTION**

To consider and appoint Mazars CPA Limited as the new auditor of the Company to fill the vacancy following the resignation of Moore Stephens CPA Limited and to hold office until the conclusion of the forthcoming annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix their remuneration.

By order of the Board

**SV Vision Limited**

**Woo Chan Tak Chi Bonnie**

*Chairperson and Chief Executive Officer*

Hong Kong, 21 November 2022

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if a member who is the holder of two or more shares of the Company) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 6 December 2022 to Friday, 9 December 2022, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 5 December 2022.
4. As at the date of this notice, the Board comprises of Ms. Woo Chan Tak Chi Bonnie as executive Director; Mr. Chow Sai Yiu Evan as non-executive Director; and Mr. Ip Arnold Tin Chee, Mr. Hung Alan Hing Lun and Mr. Man Ka Ho Donald as independent non-executive Directors.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 epidemic, the following precautionary measures will be implemented at the extraordinary general meeting of the Company (“EGM”):

- (1) Compulsory temperature screening/checks
- (2) Submission of Health Declaration Form
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks

Attendees who do not comply with the precautionary measures referred to in (1) to (3) above may be denied entry to the EGM venue, at the absolute discretion of the Company as permitted by law.

**For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the EGM by appointing the Chairperson/Chairman of the EGM as their proxy and to return their proxy forms by the time specified above, instead of attending the EGM in person.**