

These Procedures are prepared in English. In the event that there is any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.



AV PROMOTIONS HOLDINGS LIMITED

AV策劃推廣(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8419)

Procedures for Shareholders to propose a person for election as a Director

1. Provisions in the Company's Articles

1.1 Article 113 of the Articles of Association of the Company (the “**Articles**”) provides that no person, other than a retiring director, shall, unless recommended by the board of directors for election, be eligible for election to the office of director at any general meeting, unless notice in writing of the intention to propose that person for election as a director and notice in writing by that person of his/her willingness to be elected shall have been lodged at the head office or the registration office of the Company. The period for lodgment of the notices required under Article 113 will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

2. Requirements under the GEM Listing Rules

2.1. Pursuant to Rules 17.46A and 17.46B of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), the Company shall, upon receipt of the written notice (the “**Notice**”) from a shareholder of the Company (the “**Shareholder**”) proposing a person (the “**Candidate**”) for election as a director of the Company (the “**Director**”) at the general meeting, publish an announcement or a supplementary circular and include therein the biographical details of the Candidate as required under Rule 17.50(2) of the GEM Listing Rules when the Notice is received by the Company after publication of the notice of the general meeting. The said announcement or supplementary circular shall be published not less than 10 business days before the date of the relevant general meeting.

3. Procedures for Shareholders to Propose a Candidate for Election as a Director

- 3.1. If a Shareholder, who is duly qualified to attend and vote at any general meeting, wishes to propose a Candidate for election as a Director at a general meeting, he/she must deposit the Notice at the Company's headquarter and principal place of business in Hong Kong at 6th Floor, Leader Centre, 37 Wong Chuk Hang Road, Aberdeen, Hong Kong.
- 3.2. The Notice must include the biographical details of the Candidate as required by Rule 17.50(2) of the GEM Listing Rules and be signed by the Shareholder concerned. The Notice must also be accompanied by a written notice (the “**Consent**”) signed by the Candidate confirming his/her consent to accept the nomination, the accuracy and completeness of his/her biographical details to be disclosed under Rule 17.50(2) of the GEM Listing Rules and his/her consent to the disclosure by the Company of his/her biographical details in accordance with the requirements of the GEM Listing Rules.
- 3.3. The minimum length of the period during which the Notice and the Consent may be given to the Company shall be at least seven days and that the period for lodgment of the Notice and the Consent shall commence on the day after the despatch of the notice of the general meeting and end no later than seven days prior to the date of such general meeting.
- 3.4. In order to allow the Shareholders to have sufficient time to consider the proposal of election of the Candidate as a Director, Shareholder who wishes to make the proposal is urged to submit and lodge the Notice and the Consent as early as practicable.

Date: 1 December 2017