
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in AV Promotions Holdings Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or registered dealer in securities, through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;

(2) RE-ELECTION OF RETIRING DIRECTORS;

(3) RE-APPOINTMENT OF AUDITORS;

AND

(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company to be held at 13/F., Shing Dao Industrial Building, 232 Aberdeen Main Road, Aberdeen, Hong Kong on Monday, 22 June 2020, at 2:00 p.m. (the “AGM”) is set out on pages 15 to 19 of this circular. Whether you are able to attend the AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting at the AGM or any adjournment thereof (as the case maybe) should you so wish.

This circular will remain on “The Latest Company Announcement” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and the website of the Company at www.avpromotions.com.

27 March 2020

CHARACTERISTICS OF GEM

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held at 13/F., Shing Dao Industrial Building, 232 Aberdeen Main Road, Aberdeen, Hong Kong on Monday, 22 June 2020 at 2:00 p.m.
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 of this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	AV Promotions Holdings Limited (AV策劃推廣(控股)有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (Stock Code: 8419)
“connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 March 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

DEFINITIONS

“Macau”	the Macau Special Administrative Region of the PRC
“Memorandum of Association”	the memorandum of association of the Company, as amended from time to time
“PRC”	the People’s Republic of China, and for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares in issue up to a maximum of 10% of the aggregate number of Shares in issued as at the date of passing of the relevant resolutions at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wong Man Por (*Chairman*)
Mr. Wong Hon Po
Mr. Wong Chi Bor
Ms. Fu Bun Bun

Registered office:

PO Box 1350
Clifton House
75 Fort Street
Grand Cayman, KY1-1108
Cayman Islands

Independent Non-executive Directors:

Mr. Chen Yeung Tak
Mr. Cheung Wai Lun Jacky
Mr. Chan Wing Kee

*Principal place of business
in Hong Kong:*

13/F, Shing Dao Industrial Building
232 Aberdeen Main Road
Aberdeen
Hong Kong

27 March 2020

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with, among other things, information regarding to the resolutions to be proposed at the AGM relating to (i) the grant of general mandates to the Directors to issue and repurchase Shares; and (ii) the re-election of retiring Directors and to give you AGM notice.

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

The Company's existing mandate to issue new Shares and to repurchase existing shares was approved by the Shareholders at the annual general meeting of the Company held on 24 June 2019. Unless otherwise renewed, such general mandate will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

At the AGM, separate ordinary resolutions will be proposed in relation to the following general mandates:

- (i) to authorise the Directors to exercise the power of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the aggregate number of Shares in issue as at the date of passing the resolution;
- (ii) to authorise the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing the resolution; and
- (iii) to authorise the addition to the mandate to issue new Shares (referred to in (i) above) of those Shares repurchased by the Company pursuant to the repurchase mandate (referred to in (ii) above).

As at the Latest Practicable Date, the total number of issued Shares was 400,000,000 Shares. Assuming that there is no change in the number of issued Shares during the period from the Latest Practicable Date to the date of passing of the resolution approving the mandate to issue new Shares (referred to in (i) above), the maximum number of Shares which may be issued pursuant to the mandate would be 80,000,000 Shares, not taking into account any additional new Shares which may be issued pursuant to the mandate referred to in (iii) above. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the issued Shares as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

Assuming that there is no change in the number of Shares in issued during the period from the Latest Practicable Date to the date of passing of the resolution approving the mandate to repurchase Shares (referred to in (ii) above), the maximum number of Shares which may be repurchased pursuant to the mandate would be 40,000,000 Shares. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the issued Shares as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

In accordance with the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolution in relation to the Repurchase Mandate. This explanatory statement is set out in Appendix I to this circular.

The general mandates to issue new Shares and to repurchase Shares, if granted at the AGM, will remain in effect until 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 law or the Articles of Association to be held; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

RE-ELECTION OF THE DIRECTORS

Pursuant to the Articles 108 and 112 of the Articles of Association, Mr. Wong Man Por, Mr. Cheung Wai Lun Jacky and Mr. Chan Wing Kee will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election as Directors of the AGM.

The Board, upon the recommendation of the nomination committee of the Board, proposes Mr. Wong Man Por, Mr. Cheung Wai Lun Jacky and Mr. Chan Wing Kee, the retiring Directors, to stand for re-election as Directors at the AGM.

Particulars of the retiring Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF THE AUDITORS

PricewaterhouseCoopers, auditors of the Company, will retire at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposes to re-appoint PricewaterhouseCoopers as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

CLOSURE OF REGISTER OF MEMBERS

In order to determine entitlement of Shareholders to the right to attend and vote at the AGM (or any adjournment thereof), the register of members of the Company will be closed from Tuesday, 16 June 2020 to Monday, 22 June 2020 (both days inclusive) during which no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 15 June 2020.

ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed, *inter alia*, (1) the grant of the general mandates to issue and repurchase Shares; (2) the re-election of retiring Directors and (3) the re-appointment of auditors of the Company are set out on pages 15 to 19 of this circular.

A proxy form for the AGM is enclosed herewith. Whether you are able to attend the AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed on it and return the completed proxy form to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so wish.

LETTER FROM THE BOARD

VOTING BY POLL

In accordance with Rule 17.47(4) of the GEM Listing Rules and the Articles of Association, all resolutions set out in the AGM Notice will be voted on by poll at the AGM. Article 79 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every fully paid Share held by that Shareholder. An announcement on the poll vote results will be made by the Company after the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. 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.

RECOMMENDATION

The Directors consider that the proposed grant of the general mandates to issue and buy-back Shares, the re-election of retiring Directors and the re-appointment of auditors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
AV Promotions Holdings Limited
Wong Man Por
Chairman

The following is the explanatory statement required to be sent to shareholders under the GEM Listing Rules to provide requisite information to you for your consideration of the Repurchase Mandate.

1. GEM LISTING RULES FOR THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies with a primary listing on GEM to repurchase their shares on GEM subject to certain restrictions.

The GEM Listing Rules provide that all proposed share repurchase by a company with a primary listing on GEM must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval of a particular transaction. Such authority may only continue in force during the period from the passing of the resolution until the earliest of: (i) the conclusion of the next annual general meeting of the company; (ii) the expiry of the period within which the next annual general meeting of the company is required by law to be held; or (iii) the passing of an ordinary resolution by shareholders in general meeting of the company revoking or varying such mandate.

2. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 400,000,000.

Subject to the passing of the relevant ordinary resolutions granting to the Director a general mandate to repurchase Shares up to an aggregate number of Shares not exceeding 10% of the number of issued Shares at the date of the passing of the relevant resolution (the “**Repurchase Mandate**”), and on the basis that no further Shares are issued or repurchased following the Latest Practicable Date and up to the date of the AGM, the Directors are authorised to repurchase Shares up to a limit of 40,000,000 Shares. The Shares bought back by the Company shall, subject to applicable laws, be automatically cancelled upon such repurchase.

3. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares on the market. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share, and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders.

4. FUNDING AND EFFECT OF REPURCHASE

The Company is empowered by the Articles of Association to repurchase its Shares. In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the GEM Listing Rules, the Memorandum of Association, the Articles of Association, the Companies Law and/or other applicable laws, rules and regulations, as the case may be.

Under the GEM Listing Rules, a listed company may not repurchase its own shares listed on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

In accordance with the Companies Law, the Memorandum of Association and the Articles of Association, Shares may only be repurchased out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or, subject to a statutory test of solvency, out of capital. The premium, if any, payable on purchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or, subject to the statutory test of solvency, out of capital. Under the Companies Law, the Shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

In the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period, there might be material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2019. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Memorandum of Association, the Articles of Association and the applicable laws of the Cayman Islands.

6. TAKEOVER CODE CONSEQUENCE

If, as a result of a share repurchase pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mega King Elite Investment Limited ("**Mega King**") holds 290,000,000 Shares, representing 72.5% of the aggregate number of Shares in issue. Mega King is wholly-owned by Jumbo Fame Company Limited ("**Jumbo Fame**"), which is in turn held by Trident Trust Company (HK) Limited (the "**Trustee**") acting as the trustee of The WMPE Family 2017 Trust. The WMPE Family 2017 Trust is an irrevocable discretionary trust set up by Mr. Wong Man Por ("**Mr. MP Wong**") as settlor (the "**Settlor**") and appointer and by the Trustee as the trustee on 10 April 2017. The beneficiaries of The WMPE Family 2017 Trust are Mr. MP Wong, Ms. Kong Suet Yau (the spouse of Mr. MP Wong) ("**Mrs. Wong**"), Mr. Wong Hin Hang (the son of Mr. MP Wong and Mrs. Wong), Ms. Wong Hin Fei (the daughter of Mr. MP Wong and Mrs. Wong), and such person as may be

appointed as additional member or members of the class of eligible beneficiaries pursuant to a trust deed dated 10 April 2017 entered into by Mr. MP Wong as the settlor and the appointer and by the Trustee as the trustee (“**Trust Deed**”). By virtue of the SFO, each of Jumbo Fame and the Trustee to be interested in all the Shares held by Mega King. Mrs. Wong is the spouse of Mr. MP Wong and is deemed or taken to be interested in all the Shares held by Mega King for the purpose of the SFO. Based on such interests, in the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted at the AGM, the interests in the aggregate number of Shares in issue would be increased from 72.5% to 82.5% of the issued share capital of the Company. Such increase would not give rise to any general offer obligation under the Takeovers Code as the existing aggregate shareholding of Mega King already exceeds 50% of the issued share capital of the Company.

Nevertheless, the Directors have no present intention to exercise the Repurchase Mandate and will not effect repurchases to such an extent which will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% as required by the GEM Listing Rules.

As at the Latest Practicable Date, the Directors are not aware of any consequence which the exercise in full of the Repurchase Mandate would have under the Takeovers Code.

7. SHARE REPURCHASED BY THE COMPANY

The Company has not repurchased any Shares during the six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise)

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), presently intend to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate in the event that the Repurchase Mandate is approved by Shareholders.

No core connected persons (as defined in the GEM Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them, to the Company in the event that the Repurchase Mandate is approved by Shareholders.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
April	0.355	0.305
May	0.355	0.300
June	0.315	0.25
July	0.295	0.255
August	0.26	0.218
September	0.285	0.210
October	0.385	0.25
November	0.35	0.28
December	0.38	0.295
2020		
January	0.43	0.31
February	0.50	0.40
March (up to the Latest Practicable Date)	0.51	0.455

The following are the particulars of the retiring Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

Mr. Wong Man Por (黃文波), aged 62, is the chairman, executive Director and compliance officer of the Company. He was first appointed as a Director on 23 February 2017 and was redesignated as an executive Director on 5 December 2017. Mr. MP Wong is the founder of the Group and also the director of various subsidiaries of the Company. His main responsibilities are to formulate our strategic vision, direction and goals and to monitor, evaluate and develop the business of the Group.

Mr. MP Wong established AV Promotions Limited (“AVP”) with Mrs. Wong in 1991 and has been the director of AVP since then. Mr. MP Wong started his career in the visual, lighting and audio solutions industry as a frontline technician and has accumulated extensive knowledge in the field of audio-visual services industry. He has expertise in audio-visual consultation, design, integration and installation of audio-visual solution. In the past 25 years, he has led the Group from a small-scale start-up audio-visual solutions company in Hong Kong and presently into the reputable audio-visual solutions company that renders audio-visual and lighting advice and support in concerts, award ceremonies, exhibitions, conventions and various forms of corporate events in Hong Kong, the PRC and Macau.

Mr. MP Wong is the brother of Mr. Wong Hon Po and Mr. Wong Chi Bor, who are also the executive Directors, and is the brother-in-law of Ms. Yau Lai Ling, the General Manager of the Company. As at the Latest Practicable Date, Mr. MP Wong is interested in 290,000,000 Shares held through The WMPE Family 2017 Trust (representing 72.50% of Shares in issue) within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. MP Wong has, and is deemed to have interests in the shares and the underlying shares of the equity derivative of the associated corporations. Details are set out in the section headed “Report of the Board of Directors” of the Annual Report 2019 (Pages 41 to 52) of the Company.

Save as disclosed above, Mr. MP Wong did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. MP Wong does not have any other relationships with any Directors, senior management, substantial or controlling shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. MP Wong has entered into a service agreement with the Company on 1 December 2017. Mr. MP Wong’s directorship in the Company shall be for a term of three years commencing on the Listing Date and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. Mr. MP Wong’s directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. MP Wong is entitled to an

annual basic salary of HK\$2,400,000 for acting as the executive Director and a bonus for each financial year of the Company, which is at the discretion of the Board. The annual emolument of Mr. MP Wong and his discretionary bonus would be determined with reference to various factors such as duties and level of responsibilities of Mr. MP Wong, the available information in respect of companies of comparable business or scale, the performance of Mr. MP Wong and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

As at the Latest Practicable Date, there is no other matter concerning the re-election of Mr. MP Wong that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules, nor is there other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Cheung Wai Lun Jacky (張偉倫), aged 46, joined our Group and was appointed as an Independent Non-executive Director on 1 December 2017. Mr. Cheung is primarily responsible for overseeing our Group with an independent perspective and judgment.

Prior to joining our Group, Mr. Cheung has been a consultant of Loeb & Loeb LLP (formerly known as Pang & Co. in association with Loeb & Loeb LLP), a law firm in Hong Kong, since April 2015. Mr. Cheung served as a solicitor in D.S. Cheung & Co., a law firm in Hong Kong, in June 2013 and was further promoted to a partner in July 2014. Mr. Cheung had been a senior associate in Mayer Brown JSM for the periods from November 2008 to September 2012, and from September 2001 to December 2007.

Mr. Cheung has been appointed as an independent non-executive director of Century Group International Holdings Limited (世紀集團國際控股有限公司) (stock code: 2113) since September 2016, and an independent non-executive director of Kin Pang Holdings Limited (建鵬控股有限公司) (stock code: 1722) since November 2017.

Mr. Cheung is a practising solicitor in Hong Kong and was admitted as a solicitor of the High Court of Hong Kong in November 1998. He obtained a Postgraduate Certificate in Laws and a degree of Bachelor of Laws from The University of Hong Kong in June 1996 and November 1995 respectively.

Save as disclosed above, Mr. Cheung did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Cheung does not have any other relationships with any Directors, senior management, substantial or controlling shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Cheung has entered into a service agreement with the Company on 1 December 2017. Mr. Cheung's directorship in the Company shall be for a term of three years commencing on the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Cheung's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Cheung is entitled to an annual basic salary of HK\$150,000 for acting as the independent non-executive director of the Company. The annual emolument of Mr. Cheung and his discretionary bonus would be determined with reference to various factors such as duties and level of responsibilities of Mr. Cheung, the available information in respect of companies of comparable business or scale, the performance of Mr. Cheung and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

As at the Latest Practicable Date, there is no other matter concerning the re-election of Mr. Cheung that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules, nor is there other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Chan Wing Kee (陳榮基), aged 61, is our Independent Non-executive Director and was appointed to our Board on 1 December 2017. Mr. Chan has over 20 years of experience in the exhibition industry. From November 1991 until July 1996, he was the director of operations (Asia Pacific) Reed Exhibitions Pte Ltd. From August 1996 until June 2005, he was the director of operations of Hong Kong Convention and Exhibition Centre. From November 2006 until November 2007, he was the executive director (Event Management) of Venetian Macau Resort Hotel. From January 2008 to January 2009, he was the Director of Venues (Asia) of Live Nation (HK) Limited. From June 2009 until June 2015, he was the general manager of Guangzhou Nan Fung Exhibition Co., Ltd.

From November 2015 until present, Mr. Chan is the general manager of Zhengzhou International Convention and Exhibition Centre.

Mr. Chan was invited by the Egyptian Government to act as one of the International Consultants for the Cairo Expo City Project on design development, international tendering process, evaluation of design proposals and appointment of architect and designer.

Mr. Chan obtained a Master Degree in Business Administration (MBA) from the University of Western Ontario, Canada in October 2000.

Save as disclosed above, Mr. Chan did not hold any directorships in any listed public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Chan does not have any other relationships with any Directors, senior management, substantial or controlling shareholders of the Company nor any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Chan has entered into a service agreement with the Company on 1 December 2017. Mr. Chan's directorship in the Company shall be for a term of three years commencing on the Listing Date and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Mr. Chan's directorship is also subject to the retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles. Mr. Chan is entitled to an annual basic salary of HK\$150,000 for acting as the independent non-executive director of the Company. The annual emolument of Mr. Chan and his discretionary bonus would be determined with reference to various factors such as duties and level of responsibilities of Mr. Chan, the available information in respect of companies of comparable business or scale, the performance of Mr. Chan and the Group's performance for the financial year concerned and the prevailing market conditions and based on the recommendation from the remuneration committee of the Company.

As at the Latest Practicable Date, there is no other matter concerning the re-election of Mr. Chan that needs to be brought to the attention of the Shareholders pursuant to Rule 17.50(2)(w) of the GEM Listing Rules, nor is there other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of shareholders of AV Promotions Holdings Limited (the “Company”) will be held at 13/F., Shing Dao Industrial Building, 232 Aberdeen Main Road, Aberdeen, Hong Kong on Monday, 22 June 2020, at 2:00 p.m. for the following purposes:

1. To receive, consider and approve the audited financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2019;
2. To re-elect directors and to authorise the board of directors of the Company (the “Board”) to fix the directors’ remuneration;
3. To re-appoint Messrs. PricewaterhouseCoopers as the auditors of the Company and to authorise the Board to fix its remuneration;

as special business, to consider and, if thought fit, pass with or without modification and the following resolutions as ordinary resolutions of the Company:

4. **“THAT:**
 - (a) subject to paragraphs (b) and (c) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company, and to allot, issue or grant securities convertible into shares in the share capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such power, be and is hereby generally and unconditionally approved;
 - (b) such mandate shall not extend beyond the Relevant Period (as defined hereinafter) save that the Directors may during the Relevant Period make or grant offers, agreements, rights and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined hereinafter);
 - (ii) any warrants, options or similar rights to subscribe for (a) any new shares of the Company or (b) any securities convertible into new shares of the Company for cash consideration;
 - (iii) the exercise of the subscription rights under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company;

shall not exceed 20% of the aggregate number of shares of the Company in issue as at the date of passing of this Resolution; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by applicable laws or the Articles of Association of the Company (the **“Articles of Association”**) to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the Directors 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

NOTICE OF ANNUAL GENERAL MEETING

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 outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong.”

5. **“THAT:**

(a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of the Company on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on GEM or of any other stock exchange (as applicable) as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent of the total number of issued shares of Company at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiry of the period within which the next annual general meeting of the Company is required by applicable laws or the Articles of Association to be held; or

(iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”

6. **“THAT** subject to the passing of ordinary resolutions numbered 4 and 5 set out in the notice of the Meeting, the aggregate number of shares of the Company that may be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under resolution numbered 4 set out in the notice of the Meeting be and is hereby increased and extended by the addition of the aggregate number of shares in the capital of the Company which may be repurchased by the Company pursuant to and in accordance with the mandate granted under

NOTICE OF ANNUAL GENERAL MEETING

resolution numbered 5 set out in the notice of the Meeting, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution.”

By order of the Board
AV Promotions Holdings Limited
Wong Man Por
Chairman

Hong Kong, 27 March 2020

Notes:

- (1) An eligible shareholder is entitled to appoint one or more proxies to attend, speak and vote in his/her stead at the AGM (or at any adjournment of it) provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant proxy forms. The proxy does not need to be a shareholder of the Company.
- (2) Where there are joint registered holders of any shares, any one of such persons may vote at the AGM (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (3) A proxy form for use at the AGM is enclosed.
- (4) In order to be valid, the completed proxy form must be received by the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong at least 48 hours before the time appointed for holding the Meeting or adjourned meeting (as the case may be). If a proxy form is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company’s branch share registrar and transfer office in Hong Kong together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
- (5) For the purposes of determining shareholders’ eligibility to attend, speak and vote at the AGM (or at any adjournment of it), the register of members of the Company will be closed from Tuesday, 16 June 2020 to Monday, 22 June 2020 (both dates inclusive), during which period no transfer of shares of the Company will be registered. To be eligible to attend, speak and vote at the above meeting (or at any adjournment of it), all properly completed transfer documents accompanied by the relevant share certificate must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 15 June 2020.
- (6) In relation to the proposed resolution numbered 2 above, Mr. Wong Man Por, Mr. Cheung Wai Lun Jacky and Mr. Chan Wing Kee will retire by rotation and, being eligible, have offered themselves for re-election at the Meeting. Brief biographical details of the Directors who offer themselves for re-election at the Meeting are set out in Appendix II to the circular of the Company dated 27 March 2020 (the “Circular”).
- (7) Detailed information on other business to be transacted at the AGM is set out in the Circular.
- (8) As set out in the Letter from the Board included in the circular, each of the resolutions set out in this notice should be voted on by poll.
- (9) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

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- (10) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of the Company (www.avpromotions.com) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

As at the date of this notice, the Directors are:

Executive Directors

Mr. Wong Man Por (*Chairman*); Mr. Wong Hon Po; Mr. Wong Chi Bor; and Ms. Fu Bun Bun

Independent Non-executive Directors

Mr. Chen Yeung Tak; Mr. Cheung Wai Lun Jacky; and Mr. Chan Wing Kee

This notice will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the website of the Company at www.avpromotions.com.