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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)

PROPOSED AMENDMENTS TO THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by AV Promotions Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”) regarding the proposed amendments to the amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”).

With effect from 1 January 2022, the Stock Exchange has amended Appendix 3 of the GEM Listing Rules to adopt a uniform set of 14 Core Standards (the “**Core Standards**”) for shareholder protection for issuers.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the Existing M&A and to adopt the second amended and restated memorandum and articles of association of the Company (the “**New M&A**”) in order to (i) conform to the Core Standards set out in Appendix 3 of the GEM Listing Rules which took effect from 1 January 2022; (ii) allow the Company to hold hybrid and electronic meetings; and (iii) reflect certain updates in relation to the applicable laws of the Cayman Islands and the GEM Listing Rules and make other housekeeping amendments (collectively, the “**Proposed Amendments**”).

The proposed adoption of the New M&A is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the upcoming annual general meeting of the Company (the “**Upcoming AGM**”). A circular containing, among other things, details of the Proposed Amendments to the Existing M&A together with the notice convening the Upcoming AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 20 March 2023

As at the date of this announcement, the executive Directors are Mr. Wong Man Por, Mr. Wong Hon Po and Mr. Wong Chi Bor, and the independent non-executive Directors are Dr. Leung Wai Cheung, Mr. Cheung Wai Lun Jacky and Mr. Chan Wing Kee.

This announcement, for which the Directors 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 the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk for at least seven days from the date of its publication and on the Company’s website at www.avpromotions.com.