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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)**

## **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 Units 1–15 & 25–27, 19/F, Oceanic Industrial Centre, 2 Lee Lok Street, Ap Lei Chau, Hong Kong on Wednesday, 31 May 2023, at 2:00 p.m. for the following purposes:

### **ORDINARY RESOLUTIONS**

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

1. To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2022.
2. (i) To re-elect Mr. Cheung Wai Lun Jacky as an independent non-executive director of the Company.  
  
(ii) To re-elect Mr. Chan Wing Kee as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2023.

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

### ORDINARY RESOLUTIONS

5. “**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;
- (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 the aggregate of 20% of the number of shares 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 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 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).”

6. “**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% of the total number of shares of Company in issue 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.”

7. “**THAT** subject to the passing of ordinary resolutions numbered 5 and 6 above, 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 5 above be and is hereby increased and extended by the addition of the aggregate number of shares in the share capital of the Company which may be repurchased by the Company pursuant to and in accordance with the mandate granted under resolution numbered 6 above, provided that such number of shares of the Company shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution.”

As special business, to consider and, if thought fit, pass the following resolutions with or without amendments as a special resolution of the Company:

### **SPECIAL RESOLUTION**

8. “**THAT**:

- (a) the proposed amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 31 March 2023, be and are hereby approved;
- (b) the second amended and restated memorandum and articles of association of the Company (the “**Second M&A**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the existing amended and restated articles of association of the Company with immediate effect; and

- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

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

Hong Kong, 31 March 2023

*Notes:*

- (1) An eligible shareholder of the Company is entitled to appoint one or more proxies (if such shareholder is the holder of two or more shares of the Company) to attend and vote in his/her stead at the AGM (or at any adjournment thereof) provided that each proxy is appointed to represent the respective number of shares of the Company held by the shareholder as specified in the relevant forms of proxy. The proxy needs not 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 thereof), 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 form of proxy for use at the AGM is enclosed. In order to be valid, the form of proxy must be received by the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at least 48 hours before the time for holding the AGM or adjourned meeting (as the case may be). If a form of proxy 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 form of proxy. In the case of a corporation, the form of proxy must either be executed under its common seal or be signed by an officer or agent duly authorised in writing. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM or adjourned meeting. In such event, his form of proxy will be deemed to be revoked.
- (4) For the purposes of determining shareholders’ eligibility to attend and vote at the AGM (or at any adjournment thereof), the register of members of the Company will be closed from Wednesday, 24 May 2023 to Wednesday, 31 May 2023 (both dates inclusive), during which period no transfer of the shares of the Company will be registered. To be eligible to attend and vote at the AGM (or at any adjournment thereof), 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 May 2023.

- (5) In relation to the proposed resolution numbered 2 above, 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 AGM. Brief biographical details of the Directors who offer themselves for re-election at the AGM are set out in Appendix II to the circular of the Company dated 31 March 2023 (the “Circular”).
- (6) An explanatory statement containing further details regarding resolution numbered 6 above is set out in Appendix I to the AGM circular.
- (7) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the AGM will be taken by poll.
- (8) Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the AGM.
- (9) 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 AGM, the AGM will be adjourned. The Company will post an announcement on the website of the Company ([www.avpromotions.com](http://www.avpromotions.com)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the adjourned meeting.

The AGM 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 AGM under bad weather conditions bearing in mind their own situations.

- (10) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.

*As at the date of this notice, 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 notice, 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 notice 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 notice misleading.*

*This notice 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](http://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](http://www.avpromotions.com).*