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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 MAY 2023

Reference is made to the notice of the annual general meeting (the “**AGM**”) of AV Promotions Holdings Limited (the “**Company**”) dated 31 March 2023 (the “**AGM Notice**”) and the circular of the Company dated 31 March 2023 (the “**Circular**”). Unless otherwise specified in this announcement, capitalised terms used herein shall have the same meaning as those defined in the Circular.

POLL RESULTS OF THE AGM

The board (the “**Board**”) of the Company is pleased to announce that the AGM was held on 31 May 2023 and all the proposed resolutions (the “**Resolutions**”) as set out in the AGM Notice were duly passed as ordinary resolutions and special resolution of the Company by way of poll.

The poll results in respect of all the Resolutions proposed at the AGM are set out as follows:

Ordinary Resolutions		Number of votes casted (Approximate %)	
		For	Against
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.	9,560,000 (100%)	0 (0%)
2.	(i) To re-elect Mr. Cheung Wai Lun Jacky as an independent non-executive director of the Company.	9,560,000 (100%)	0 (0%)
	(ii) To re-elect Mr. Chan Wing Kee as an independent non-executive director of the Company.	9,560,000 (100%)	0 (0%)

Ordinary Resolutions		Number of votes casted (Approximate %)	
		For	Against
3.	To authorise the board of directors to fix the remuneration of the directors of the Company.	9,560,000 (100%)	0 (0%)
4.	To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration for the year ending 31 December 2023.	9,560,000 (100%)	0 (0%)
5.	To grant a general and unconditional mandate to the directors of the Company to allot, issue and deal with the unissued shares of the Company for an aggregate number not exceeding 20% of the number of issued shares of the Company.	9,140,000 (95.61%)	420,000 (4.39%)
6.	To grant a general and unconditional mandate to the directors of the Company to purchase or repurchase shares of the Company for an aggregate number not exceeding 10% of the number of the issued shares of the Company.	9,560,000 (100%)	0 (0%)
7.	To extend the general and unconditional mandate granted to the directors of the Company under resolution numbered (5) above by adding thereto the number of shares to be purchased or repurchased by the Company under resolution numbered (6) above.	9,140,000 (95.61%)	420,000 (4.39%)
Special Resolution		Number of votes casted (Approximate %)	
		For	Against
8.	To approve the adoption of the second amended and restated memorandum and articles of association of the Company and to authorise any one director or company secretary of the Company to do all things necessary to implement the adoption of the second amended and restated memorandum and articles of association.	9,560,000 (100%)	0 (0%)

The description of the Resolutions above is by way of summary only. The full text of the Resolutions is set out in the AGM Notice.

As more than 50% of the votes were cast in favour of each of the Resolutions no. 1 to 7, the Resolutions no. 1 to 7 were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of Resolution no. 8, the Resolution no. 8 was duly passed as special resolution of the Company.

As at the date of the AGM, the total number of issued shares of the Company was 400,000,000, which represented the total number of shares entitling the holders to attend and vote for or against the Resolutions at the AGM. There was no share entitling its holder to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”), and there was no share requiring the holders to abstain from voting on the Resolutions at the AGM. No Shareholder was required to abstain from voting at the AGM under the GEM Listing Rules. There was no restriction on any Shareholder to cast vote on any of the Resolutions at the AGM. No Shareholder had stated his or her intention in the Circular to vote against or to abstain from voting on any of the Resolutions at the AGM. All the Directors of the Company have attended the AGM.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

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

Hong Kong, 31 May 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.