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



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)

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITORS; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at Units 1–15 & 25–27, 19/F, Oceanic Industrial Centre, 2 Lee Lok Street, Ap Lei Chau, Hong Kong on Friday, 30 May 2025, at 2:00 p.m. is set out on pages 19 to 23 of this circular.

A form of proxy for use by the shareholders of the Company at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM and/or vote at the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not less than 48 hours before the time for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case maybe) should you so wish.

This circular will remain on “Latest Listed Company Information” page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its posting and the website of the Company at www.avpromotions.com.

25 April 2025

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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

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, unless otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Units 1–15 & 25–27, 19/F, Oceanic Industrial Centre, 2 Lee Lok Street, Ap Lei Chau, Hong Kong on Friday, 30 May 2025 at 2:00 p.m. or any adjournment thereof (as the case may be)
“AGM Notice”	the notice convening the AGM set out on pages 19 to 23 of this circular
“Articles of Association”	the second amended and restated memorandum and articles of association of the Company adopted on 31 May 2023, as amended, supplemented or modified from time to time
“associate(s)” or “close associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Companies Act”	the Companies Act (2023 Revision) 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, the Shares of which are listed and traded on GEM (Stock Code: 8419)
“core connected person”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company from time to time
“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

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with the Shares for an aggregate number not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	17 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Macau”	the Macau Special Administrative Region of the PRC
“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 proposed to be granted to the Directors to exercise all powers of the Company to purchase or repurchase the Shares for an aggregate number not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution 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 the 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 of Hong Kong, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“treasury Shares”

the Shares bought back and held by the Company in treasury (if any), as authorised by the laws and regulations of the Cayman Islands and the Articles of Association, which for the purpose of the GEM Listing Rules, include Shares repurchased by the Company and held or deposited in CCASS for sale on the Stock exchange

“%”

per cent



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 and Chief Executive Officer)

Mr. Wong Chi Bor

Independent non-Executive Directors:

Dr. Leung Wai Cheung

Mr. Chan Wing Kee

Ms. Soon Yuk Tai

Registered Office:

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

Principal Place of Business

in Hong Kong:

Units 1-15 & 25-27, 19/F

Oceanic Industrial Centre

2 Lee Lok Street

Ap Lei Chau

Hong Kong

25 April 2025

To the Shareholders,

Dear Sir or Madam,

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITORS; AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with, among other things, information regarding the ordinary resolutions to be proposed at the AGM and to enable you to make an informed decision on whether to vote for or against these resolutions relating to (i) the grant of general mandates to the Directors to issue and repurchase Shares; (ii) the re-election of retiring Directors; and (iii) the re-appointment of auditors, and to give you notice of the AGM.

LETTER FROM THE BOARD

PROPOSED GRANTING OF ISSUE MANDATE

The Company's existing mandate to allot, issue and otherwise deal with the Shares was approved by its then Shareholders at the annual general meeting of the Company held on 31 May 2024. Unless otherwise renewed, the existing mandate to allot, issue and otherwise deal with the Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate, pursuant to which the Directors are authorised to exercise all powers of the Company to allot, issue and otherwise deal with (including but not limited to the resale of treasury Shares) new Shares for an aggregate number not exceeding 20% of the total number of Shares in issue (excluding treasury Shares, if any) as at the date of the passing of the relevant resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition of those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and 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 relevant resolution approving the Issue Mandate, the maximum number of Shares which may be allotted and issued pursuant to the Issue Mandate would be 80,000,000 new Shares, being 20% of the issued share capital of the Company as at the date of the AGM.

The Directors wish to state that they have no immediate plan to issue and new Shares pursuant to the Issue Mandate.

The Board notes that with effect from 11 June 2024, the GEM Listing Rules was amended to introduce flexibility for listed companies to cancel shares bought back and/or to adopt a framework to (i) allow shares bought back to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the GEM Listing Rules, if the Company buys back Shares pursuant to the general mandate, the Company may cancel the Shares bought back and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the Share repurchase. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 5 of the notice to the AGM and made in accordance with the GEM Listing Rules and applicable laws and regulations of the Cayman Islands.

LETTER FROM THE BOARD

The Issue Mandate, 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 (the “**Relevant Period**”).

PROPOSED GRANTING OF REPURCHASE MANDATE

The Company’s existing mandate to repurchase existing Shares was approved by its then Shareholders at the annual general meeting of the Company held on 31 May 2024. Unless otherwise renewed, the existing mandate to repurchase existing Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate, pursuant to which the Directors are authorised to exercise all powers of the Company to purchase or repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding treasury Shares, if any) as at the date of the passing of the relevant resolution. The Repurchase Mandate allows the Company to make repurchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and 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 relevant resolution approving the Repurchase Mandate, the maximum number of Shares which may be purchased or repurchased pursuant to the Repurchased Mandate would be 40,000,000 Shares, being 10% of the issued share capital of the Company (excluding treasury shares, if any) as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 108(a) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election.

LETTER FROM THE BOARD

Article 108(b) of the Articles of Association further provides that the Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself or herself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Further, pursuant to Article 112 of the Articles of Association, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at the an annual general meeting.

Accordingly, Mr. Wong Man Por (“**Mr. MP Wong**”), Mr. Chan Wing Kee (“**Mr. Chan**”) and Ms. Soon Yuk Tai (“**Ms. Soon**”) will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election as Directors at the AGM.

RECOMMENDATION OF THE NOMINATION COMMITTEE

On 31 March 2025, the nomination committee of the Board (the “**Nomination Committee**”), having reviewed the composition of the Board, nominated Mr. MP Wong, Mr. Chan and Ms. Soon to the Board for it to recommend to Shareholders for re-election at the AGM. The nominations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and duration of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, details of which are set out in the annual report of the Company for the year ended 31 December 2024. The Nomination Committee had also taken into account of the respective contributions of Mr. MP Wong, Mr. Chan and Ms. Soon to the Board and their commitment to their roles. The Nomination Committee was satisfied with the independence of Mr. Chan and Ms. Soon having regard to the independence criteria as set out in Rule 5.09 of the GEM Listing Rules.

Each of Mr. Chan and Ms. Soon, who is proposed to be re-elected as an independent non-executive Director, confirmed to the Company that he or she did not, as at the Latest Practicable Date, hold seven or more directorship in any listed companies.

LETTER FROM THE BOARD

On 31 March 2025, the Board accepted the Nomination Committee's nominations and recommended Mr. MP Wong, Mr. Chan and Ms. Soon to stand for re-election by Shareholders at the AGM. The Board considers that the re-election of Mr. MP Wong, Mr. Chan and Ms. Soon as Directors is in the best interest of the Company and Shareholders as a whole. Further information about the Board's composition and diversity (including their gender, age, expertise, skills and qualifications) and Directors' attendance record at Board and the committee meetings are disclosed in the corporate governance report of the annual report of the Company for the year ended 31 December 2024.

The biographical background of the retiring Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular. Save as disclosed above and in Appendix II in relation to the re-election of Directors, there are no other matters which needs to be brought to the attention of the Shareholders.

RE-APPOINTMENT OF AUDITORS

HLB Hodgson Impey Cheng Limited ("HLB"), 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 HLB as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

AGM AND PROXY ARRANGEMENT

The notice convening the AGM at which ordinary resolutions will be proposed, *inter alia*, (1) the grant of the Issue Mandate and the Repurchase Mandate; (2) the re-election of the retiring Directors; and (3) the re-appointment of auditors of the Company are set out on pages 19 to 23 of this circular.

A form of proxy for the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not less than 48 hours before the time for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person 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.

WEATHER CONDITIONS

If a Typhoon Warning Signal No. 8 or above is hoisted or a Black Rainstorm Warning is in force, or “extreme conditions” resulting from a typhoon or a rainstorm are announced by the Hong Kong Government at or at any time after 7:00 a.m. on the date of the AGM, the AGM will be adjourned until further notice. Further announcement notifying shareholders of the details (including the date, time and venue) of the adjourned AGM will be posted on the Company’s website (www.avpromotions.com) and the website of the Stock Exchange (www.hkexnews.com). 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.

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, 27 May 2025 to Friday, 30 May 2025 (both days inclusive), during which no transfer of the Shares will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, 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 Monday, 26 May 2025.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed grant of the Issue Mandate and the Repurchase Mandate, 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. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

The following is the explanatory statement required to be sent to the Shareholders under Rule 13.08 of the GEM Listing Rules to provide requisite information to the Shareholders for their consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares, and the Company did not have any outstanding options, warrants and convertible securities to subscribe for the Shares.

Subject to the passing of the relevant ordinary resolution granting to the Directors the Repurchase Mandate, and 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 relevant resolution approving the Repurchase Mandate, the Directors are authorised to repurchase Shares up to a maximum of 40,000,000 Shares. The Shares bought back by the Company shall, subject to applicable laws, be automatically cancelled upon such repurchase.

As stated in the Letter from the Board, with effect from 11 June 2024, the GEM Listing Rules was amended to introduce flexibility for listed companies to cancel shares bought back and/or to adopt a framework to (i) allow shares bought back to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the GEM Listing Rules, if the Company buys back Shares pursuant to the general mandate, the Company may cancel the Shares bought back and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the Share repurchase. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 5 of the notice to the AGM and made in accordance with the GEM Listing Rules and applicable laws and regulations of the Cayman Islands.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

2. 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 the Shareholders to enable the Directors to repurchase the Shares on the market. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset 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. The Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing ratio of the Company.

3. SOURCE OF FUNDS AND EFFECT OF REPURCHASE

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

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 Articles of Association, the Companies Act 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 Act 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 Act, 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 2024. 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.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, 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 the Shareholders at the AGM.

As at the Latest Practicable Date, no core connected persons of the Company have notified the Company that they have a 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 the Shareholders at the AGM.

5. TAKEOVERS 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 Rule 32 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**") held 290,000,000 Shares, representing 72.5% of the total number of Shares in issue. Mega King is wholly-owned by Mr. Wong Man Por ("**Mr. MP Wong**"), an executive Director and the chairman of the Board. By virtue of the SFO, Mr. MP Wong is deemed to be interested in all the Shares held by Mega King. Further, Ms. Kong Suet Yau ("**Mrs. Wong**") is the spouse of Mr. MP Wong and is therefore deemed 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 under the Repurchase Mandate 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 80.6% 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.

6. SHARE REPURCHASED BY THE COMPANY IN THE PREVIOUS 6 MONTHS

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

7. SHARE PRICES

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

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2024		
April	0.097	0.075
May	0.097	0.083
June	0.083	0.070
July	0.070	0.052
August	0.073	0.052
September	0.077	0.070
October	0.100	0.075
November	0.078	0.063
December	0.067	0.051
2025		
January	0.064	0.052
February	0.080	0.064
March	0.089	0.070
April (up to and including the Latest Practicable Date)	0.088	0.080

8. GENERAL

The Directors will exercise the power of the Company to make purchases under the Repurchase Mandate (if so approved at the AGM) in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

The Directors have confirmed that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

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) (“Mr. MP Wong”), aged 67, is the chairman, chief executive officer and executive Director 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. With effect from 30 September 2021, Mr. MP Wong was re-designated as the chief executive officer following the resignation of the former chief executive officer. 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 his spouse, 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 30 years, he has led the Group from a small-scale start-up audio-visual solutions company in Hong Kong and to the presently 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 (i) the brother of Mr. Wong Chi Bor, who is also the executive Director of the Company; and (ii) the father of Mr. Wong Hin Hang, who is the Deputy Marketing Director of the Group.

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 of the Company 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 of Association. Mr. MP Wong is entitled to receive a remuneration of HK\$1,200,000 per annum for acting as the executive director of the Company. 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 Board.

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. Chan Wing Kee (陳榮基) ("Mr. Chan"), aged 66, an independent non-executive Director and was appointed to the Board on 1 December 2017.

Mr. Chan has over 30 years of experience in the exhibition industry. From November 1991 to July 1996, he was the director of operations (Asia Pacific) Reed Exhibitions Pte Ltd. From August 1996 to June 2005, he was the director of operations of Hong Kong Convention and Exhibition Centre. From November 2006 to 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 to June 2015, he was the general manager of Guangzhou Nan Fung Exhibition Co., Ltd. From November 2015 to December 2022, Mr. Chan was the general manager of Zhengzhou International Convention and Exhibition Centre.

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 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 letter of appointment with the Company on 1 December 2017. Mr. Chan's directorship in the Company shall be for a term of three years 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\$120,000 for acting as the independent non-executive director of the Company. The annual emolument of Mr. Chan 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 Board.

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.

Ms. Soon Yuk Tai (孫玉蒂) ("Ms. Soon"), aged 59, an independent non-executive Director and was appointed to the Board on 31 December 2024.

Ms. Soon has more than 35 years of experience in corporate secretarial, corporate governance and regulatory compliance practices. She is currently a director of a private company in Hong Kong that provides corporate advisory and secretarial services for both listed and private companies.

Ms. Soon served as the company secretary of Bamboos Health Care Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 2293) since March 2022.

Ms. Soon is a Chartered Secretary, a Chartered Governance Professional and a fellow member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. Ms. Soon obtained a Diploma (Honours) in Company Secretaryship and Administration from Lingnan University in 1988.

Save as disclosed above, Ms. Soon 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, Ms. Soon 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.

Ms. Soon has entered into a letter of appointment with the Company on 31 December 2024. Ms. Soon's directorship in the Company shall be for a term of three years and will continue thereafter until terminated by not less than one month's notice in writing served by either party on the other. Ms. Soon'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 of Association. Ms. Soon is entitled to an annual basic salary of HK\$120,000 for acting as an independent non-executive Director of the Company. The annual emolument of Ms. Soon would be determined with reference to various factors such as duties and level of responsibilities of

Ms. Soon, the available information in respect of companies of comparable business or scale, the performance of Ms. Soon 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 Board.

As at the Latest Practicable Date, there is no other matter concerning the re-election of Ms. Soon 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 Units 1–15 & 25–27, 19/F, Oceanic Industrial Centre, 2 Lee Lok Street, Ap Lei Chau, Hong Kong on Friday, 30 May 2025, 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 and consider 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 2024.
2.
 - (a) To re-elect Mr. Wong Man Por as an executive director of the Company;
 - (b) To re-elect Mr. Chan Wing Kee as an independent non-executive director of the Company; and
 - (c) To re-elect Ms. Soon Yuk Tai 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 2025.

NOTICE OF ANNUAL GENERAL MEETING

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, including but not limited to resale of treasury shares, 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 (excluding treasury shares, if any) of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (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 (excluding treasury shares, if any) of Company in issue at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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 (excluding treasury shares, if any) 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 and Executive Director

Hong Kong, 25 April 2025

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.

NOTICE OF ANNUAL GENERAL MEETING

- (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 Tuesday, 27 May 2025 to Friday, 30 May 2025 (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 Monday, 26 May 2025.
- (5) In relation to the proposed resolution numbered 2 above, Mr. Wong Man Por, Mr. Chan Wing Kee and Ms. Soon Yuk Tai 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 25 April 2025 (the "Circular").
- (6) An explanatory statement containing further details regarding resolution numbered 6 above is set out in Appendix I to the 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, or "extreme conditions" resulting from a typhoon or a rainstorm are announced by the Hong Kong Government 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) and the HKEXnews website (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.