

Unless otherwise defined, capitalised terms used in this announcement have the same meanings as those defined in the prospectus dated 8 December 2017 (the “**Prospectus**”) of AV Promotions Holdings Limited (AV策劃推廣(控股)有限公司) (the “**Company**”).

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.



**AV PROMOTIONS HOLDINGS LIMITED**  
**AV 策劃推廣(控股)有限公司**  
(incorporated in the Cayman Islands with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED  
BY WAY OF SHARE OFFER**

<b>Number of Offer Shares</b>	<b>:</b>	<b>100,000,000 Shares (subject to the Offer Size Adjustment Option)</b>
<b>Number of Placing Shares</b>	<b>:</b>	<b>90,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)</b>
<b>Number of Public Offer Shares</b>	<b>:</b>	<b>10,000,000 Shares (subject to reallocation)</b>
<b>Offer Price</b>	<b>:</b>	<b>Not more than HK\$0.60 per Offer Share and expected to be not less than HK\$0.40 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (maximum offer price payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.01 each</b>
<b>Stock code</b>	<b>:</b>	<b>8419</b>

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Co-lead Managers



Application has been made to the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued on GEM of the Stock Exchange pursuant to the Share Offer, the Capitalisation Issue and any new Shares which may be allotted and issued pursuant to the exercise of options that may be granted under the Share Option Scheme and the exercise of the Offer Size Adjustment Option as described in the Prospectus.

The Share Offer comprises the Public Offer of initially 10,000,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of initially 90,000,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation and the Offer Size Adjustment Option). The allocation of the Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and conditions of the Share Offer – Re-allocation of the Offer Shares between Placing and the Public Offer” of the Prospectus.

Applicants who would like the Public Offer Shares to be issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like the Public Offer Shares to be registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant’s stock accounts maintained with CCASS should complete and sign the **YELLOW** Application Forms.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 8 December 2017 until 12:00 noon on Wednesday, 13 December 2017 at:

- (a) the following offices of the Joint Lead Managers and the Co-lead Managers:

**Halcyon Securities Limited**

11th Floor, 8 Wyndham Street, Central, Hong Kong

**Great Roc Capital Securities Limited**

Suite 1601-1603, 16/F., West Tower

Shun Tak Centre

168-200 Connaught Road Central

Central, Hong Kong

**Grand View Securities Limited**

Suite 6209

62/F, The Center

99 Queen's Road

Central, Hong Kong

**KGI Capital Asia Limited**

41/F, Central Plaza

18 Harbour Road

Wanchai

Hong Kong

- (b) any of the following branches of Industrial and Commercial Bank of China (Asia) Limited, the receiving bank for the Public Offer:

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Admiralty Branch	Shop 1013-1014, 1/F, United Centre, 95 Queensway, Admiralty, Hong Kong
Kowloon	Tsimshatsui East Branch	Shop B, G/F, Railway Plaza, 39 Chatham Road South, Tsimshatsui, Kowloon
New Territories	Tsuen Wan Castle Peak Road Branch	G/F, 423-427 Castle Peak Road Tsuen Wan, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 8 December 2017 until 12:00 noon on Wednesday, 13 December 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong, or from your stockbroker.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "**ICBC (Asia) Nominee Limited – AV Promotions Public Offer**" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

Friday, 8 December 2017	–	9:00 a.m. to 5:00 p.m.
Saturday, 9 December 2017	–	9:00 a.m. to 1:00 p.m.
Monday, 11 December 2017	–	9:00 a.m. to 5:00 p.m.
Tuesday, 12 December 2017	–	9:00 a.m. to 5:00 p.m.
Wednesday, 13 December 2017	–	9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 13 December 2017, the last application day or such later time as described in the section headed "How to apply for Public Offer Shares – 7. Effect of Bad Weather on the Opening of the Applications Lists" of the Prospectus.

Please refer to the sections headed "Structure and conditions of the Share Offer" and "How to apply for Public Offer Shares" of the Prospectus for details of the conditions and procedures of the Public Offer.

The Company will grant the Offer Size Adjustment Option, to be exercisable by the Joint Lead Managers on behalf of the Placing Underwriters at any time during the period from the date of the Placing Underwriting Agreement to the Business Day immediately before the date of the announcement of the results of allocations and the basis of allocation of the Public Offer Shares or otherwise it will lapse, to require the Company to allot and issue up to an aggregate of 15,000,000 additional Shares, representing 15% of the number of the Offer Shares initially being offered under the Share Offer, on the same terms as those applicable to the Share Offer.

The Offer Size Adjustment Option will not be used for price stabilisation purposes in the secondary market after listing of the Shares on the Stock Exchange and is not subject to the Securities and Future (Price Stabilizing) Rules of the SFO (Chapter 571W of the Laws of Hong Kong).

The Company will disclose in the announcement of the results of allocations and the basis of allocation of the Public Offer Shares whether, and to what extent, the Offer Size Adjustment Option has been exercised. In the event that the Offer Size Adjustment Option has not been exercised by the Joint Lead Managers on behalf of the Placing Underwriters, the Company will confirm in such announcement that the Offer Size Adjustment Option has lapsed and cannot be exercised at any future date.

The Offer Price will not be more than HK\$0.60 per Offer Share and is expected to be not less than HK\$0.40 per Offer Share. Applicants for Public Offer Shares under the Public Offer are required to pay, on application, the maximum Offer Price of HK\$0.60 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.60 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest. Please refer to section headed "How to apply for Public Offer Shares – 10. Refund of Application Monies" of the Prospectus.

Share certificates for the Offer Shares will become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date. The Company will not issue any temporary document of title. No receipt will be issued for the subscription monies received in respect of the Offer Shares.

Application for the Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and conditions of the Share Offer – Conditions of the Share Offer” of the Prospectus.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Joint Lead Managers (for themselves and on behalf of the other Underwriters) are entitled, in their sole and absolute discretion, to terminate the Underwriters’ obligations under the Underwriting Agreements by notice in writing to the Company, upon the occurrence of any of the events set forth under section headed “Underwriting – Underwriting arrangement and expenses – Grounds for termination” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. If, for any reason, the Offer Price is not agreed between the Company and the Joint Lead Managers (for themselves and on behalf of the other Underwriters) on Tuesday, 19 December 2017, the Share Offer will not become unconditional and will lapse. In the event that the conditions of the Share Offer as mentioned therein are not fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.avpromotions.com](http://www.avpromotions.com) on the next business day following the date of such lapse.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM and the Company’s compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on GEM or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The announcement of the final Offer Price, the level of indications of interest in the Placing, the level of applications, the basis of allotment and the results of applications in the Public Offer will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.avpromotions.com](http://www.avpromotions.com) on Wednesday, 20 December 2017.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be made available on Wednesday, 20 December 2017 in the manner described in the section headed "How to apply for Public Offer Shares – 8. Publication of Results" of the Prospectus

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Thursday, 21 December 2017, dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Thursday, 21 December 2017. The Shares will be traded in board lots of 5,000 Shares each. The stock code of the Shares is 8419.

By order of the Board  
**AV Promotions Holdings Limited**  
**AV 策劃推廣(控股)有限公司**  
**Wong Man Por**  
*Chairman*

Hong Kong, 8 December 2017

*As at the date of this announcement, the executive Directors are Mr Wong Man Por, Mr Wong Hon Po, Mr Wong Chi Bor and Ms Fu Bun Bun; and the independent non-executive Directors are Mr Chow Chun To, Mr Chen Yeung Tak, 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 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, (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 and a copy of the Prospectus will remain on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and, in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at [www.avpromotions.com](http://www.avpromotions.com).*