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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board (the “**Board**”) of directors (the “**Director(s)**”) of AV Promotions Holdings Limited (the “**Company**”) hereby announces that Mr. Cheung Wai Lun Jacky (張偉倫) (“**Mr. Cheung**”) has tendered his resignation as an independent non-executive Director with effect from 31 December 2024 as he would like to devote more time to pursue his personal commitments.

Following his resignation, Mr. Cheung has also ceased to be a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company.

Mr. Cheung has confirmed that (i) he has no disagreement with the Board, and (ii) there is no other matter relating to his resignation that would need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude to Mr. Cheung for his valuable contributions to the Company during his tenure of office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Ms. Soon Yuk Tai (孫玉蒂) (“**Ms. Soon**”) has been appointed as an independent non-executive Director with effect from 31 December 2024.

The biographical details of Ms. Soon are as follows:

Ms. Soon, aged 58, 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 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. She is also the company secretary of Bamboos Health Care Holdings Limited, the shares of which are listed on the Stock Exchange (stock code: 2293). Ms. Soon obtained a Diploma (Honours) in Company Secretaryship and Administration from Lingnan University in 1988.

The Company has issued a letter of appointment to Ms. Soon regarding her appointment as an independent non-executive Director for an initial term of three (3) years commencing from 31 December 2024. Ms. Soon is subject to retirement and re-election at the following annual general meeting of the Company and thereafter subject to retirement by rotation and re-election at least once in every three years in accordance with the articles of association of the Company. Ms. Soon is entitled to a monthly director's fee of HK\$10,000, which was determined by the Board with reference to the recommendation of the remuneration committee of the Company based on her qualifications, experience and the prevailing market conditions, and will be reviewed by the Board from time to time.

Ms. Soon has confirmed (i) her independence as regards each of the factors referred to in Rule 5.09(1) to (8) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**"); (ii) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the GEM Listing Rules) of the Company; and (iii) that there are no other factors that may affect her independence at the time of her appointment. Taking into account all of the circumstances described above, the Board considers that Ms. Soon is independent.

Save as disclosed above and in the following section headed "Change in Composition of Board Committees", as at the date of this announcement, Ms. Soon (i) has not held any position with the Company or any of its subsidiaries; (ii) did not hold any directorship in any listed public companies in Hong Kong or overseas in the past three years; (iii) does not hold any other major appointments or professional qualifications; (iv) does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the GEM Listing Rules) of the Company; and (v) does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed in this announcement, there is no matter relating to the appointment of Ms. Soon that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange, nor is there any information as required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

The Board would like to take this opportunity to welcome Ms. Soon to join the Board.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that with effect from 31 December 2024, Ms. Soon has been appointed as a member of each of the Audit Committee and the Nomination Committee, in place of Mr. Cheung following his resignation.

Following the above change, the compositions of the Audit Committee and the Nomination Committee are as follows (with effect from 31 December 2024):

Audit Committee

Dr. Leung Wai Cheung (*Chairman*)

Mr. Chan Wing Kee

Ms. Soon Yuk Tai

Nomination Committee

Mr. Wong Man Por (*Chairman*)

Mr. Chan Wing Kee

Ms. Soon Yuk Tai

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

Hong Kong, 31 December 2024

As at the date of this announcement, the executive Directors are Mr. Wong Man Por and Mr. Wong Chi Bor, and the independent non-executive Directors are Dr. Leung Wai Cheung, Mr. Chan Wing Kee and Ms. Soon Yuk Tai.

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 at www.hkexnews.hk for at least seven days from the date of its publication and on the Company’s website at www.avpromotions.com.