



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*

Third Quarterly Report  
2023

## 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.

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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*This report, for which the directors (the “Directors”) of AV Promotions Holdings Limited (the “Company”) collectively and individually accept full responsibilities, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company and its subsidiaries (collectively the “Group”, “we”, “our” or “us”). The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this report 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 report misleading.*

**CONTENTS**

Financial Highlights	2
Unaudited Condensed Consolidated Statement of Profit or Loss	3
Unaudited Condensed Consolidated Statement of Comprehensive Income	4
Unaudited Condensed Consolidated Statement of Changes in Equity	5
Notes to the Unaudited Condensed Consolidated Financial Statements	6
Management Discussion and Analysis	12
Other Information	16

## FINANCIAL HIGHLIGHTS

- The unaudited revenue of the Group was approximately HK\$102.7 million for the nine months ended 30 September 2023, representing a significant increase of approximately 116.7% from approximately HK\$47.4 million for the corresponding period in 2022.
- The unaudited profit attributable to owners of the Company amounted to approximately HK\$7.0 million for the nine months ended 30 September 2023 compared with unaudited loss attributable to owners of the Company amounted to approximately HK\$34.4 million for the corresponding period in 2022.
- The board of Directors (the “**Board**”) does not recommend the payment of any dividend for the nine months ended 30 September 2023 (for the nine months ended 30 September 2022: Nil).

The Board hereby announces the unaudited condensed consolidated results of the Group for the three and nine months ended 30 September 2023 together with the unaudited comparative figures for the corresponding period in 2022, as follows:

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the three and nine months ended 30 September 2023

	Note	Three months ended 30 September		Nine months ended 30 September	
		2023	2022	2023	2022
		HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Revenue	3	23,535	23,361	102,698	47,374
Cost of services	4	(14,104)	(22,143)	(73,118)	(60,510)
<b>Gross profit/(loss)</b>		<b>9,431</b>	<b>1,218</b>	<b>29,580</b>	<b>(13,136)</b>
Other income	3	41	286	136	1,299
Other gains/(losses), net		28	23	4,434	(83)
Selling expenses	4	(1,368)	(474)	(4,074)	(1,035)
Administrative expenses	4	(5,741)	(9,454)	(20,402)	(22,550)
<b>Operating profit/(loss)</b>		<b>2,391</b>	<b>(8,401)</b>	<b>9,674</b>	<b>(35,505)</b>
Finance income	5	767	289	1,712	559
Finance expenses	5	(1,994)	(1,282)	(6,252)	(3,327)
Finance expenses – net		(1,227)	(993)	(4,540)	(2,768)
<b>Profit/(loss) before income tax</b>		<b>1,164</b>	<b>(9,394)</b>	<b>5,134</b>	<b>(38,273)</b>
Income tax (expenses)/credit	6	(133)	45	1,907	3,876
<b>Profit/(loss) for the period attributable to owners of the Company</b>		<b>1,031</b>	<b>(9,349)</b>	<b>7,041</b>	<b>(34,397)</b>
<b>Basic and diluted earnings/(losses) per share attributable to owners of the Company (HK cents)</b>	8	<b>0.26</b>	<b>(2.34)</b>	<b>1.76</b>	<b>(8.60)</b>

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three and nine months ended 30 September 2023

	Three months ended 30 September		Nine months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
<b>Profit/(loss) for the period</b>	1,031	(9,349)	7,041	(34,397)
<b>Other comprehensive income/(expense):</b> <i>Item that may be reclassified to profit or loss</i>				
Currency translation differences	438	(2,113)	(1,987)	(5,843)
<b>Total comprehensive income/(expense) for the period</b>	1,469	(11,462)	5,054	(40,240)
<b>Total comprehensive income/(expense) for the period attributable to owners of the Company</b>	1,469	(11,462)	5,054	(40,240)

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2023

	Attributable to owners of the Company						Non-controlling interests	Total equity
	Share capital	Share premium	Exchange reserve	Other reserves	Retained earnings	Sub-total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000		
<b>As at 1 January 2022 (Audited)</b>	4,000	41,901	5,164	5,314	72,750	129,129	-	129,129
<b>Comprehensive expense</b>								
Loss for the period	-	-	-	-	(34,397)	(34,397)	-	(34,397)
<b>Other comprehensive expense</b>								
Currency translation differences	-	-	(5,843)	-	-	(5,843)	-	(5,843)
<b>Total comprehensive expense</b>	-	-	(5,843)	-	(34,397)	(40,240)	-	(40,240)
<b>As at 30 September 2022 (Unaudited)</b>	4,000	41,901	(679)	5,314	38,353	88,889	-	88,889
<b>As at 1 January 2023 (Audited)</b>	4,000	41,901	827	5,314	19,221	71,263	-	71,263
<b>Comprehensive income</b>								
Profit for the period	-	-	-	-	7,041	7,041	-	7,041
<b>Other comprehensive expense</b>								
Currency translation differences	-	-	(1,987)	-	-	(1,987)	-	(1,987)
<b>Total comprehensive (expense)/income</b>	-	-	(1,987)	-	7,041	5,054	-	5,054
<b>As at 30 September 2023 (Unaudited)</b>	4,000	41,901	(1,160)	5,314	26,262	76,317	-	76,317

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 23 February 2017 as an exempted company with limited liability under the Companies Act (2021 Revision), formerly known as the Companies Law (Cap. 22, Law 3 of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands.

The Company is an investment holding company and its subsidiaries are principally engaged in provision of visual, lighting and audio solution services in Hong Kong, the People's Republic of China (the "PRC") and Macau (the "Business"). The ultimate holding company of the Company is Mega King Elite Investment Limited ("Mega King") incorporated in the British Virgin Islands. The ultimate controlling party of the Group is Mr. Wong Man Por ("Mr. MP Wong").

The shares of the Company (the "Shares") were listed on the GEM of The Stock Exchange of Hong Kong Limited on 21 December 2017.

### 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2023 have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants, the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622 of the laws of Hong Kong) and the applicable disclosures required by the GEM Listing Rules.

These unaudited condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand (HK\$'000) except when otherwise indicated.

The unaudited condensed consolidated financial statements has been prepared in accordance with the same accounting policies adopted in the annual audited financial statements for the year ended 31 December 2022, except for the accounting policy changes that are expected to be reflected in the annual financial statements for the year ending 31 December 2023 and they should be read in conjunction with the audited consolidated financial statements for the year ended 31 December 2022. The Group has adopted the following amendments to standards which are relevant to the Group's operations and are mandatory for the financial period beginning on 1 January 2023:

HKFRS 17	Insurance Contracts and the related Amendments
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The adoption of the above amendments to standards did not have any significant financial impact on these unaudited condensed consolidated financial statements.

### 3. REVENUE, OTHER INCOME AND SEGMENT INFORMATION

(a) (i) *Revenue*

Revenue from the provision of visual, lighting and audio solution services is recognised over time when the services have been rendered. Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for services rendered, stated net of discounts and value added taxes.

The Group's revenue recognised are as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Revenue from services	23,535	23,361	102,698	47,374

(ii) *Other income*

	Three months ended 30 September		Nine months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Government grants	41	286	136	1,299

There are no unfulfilled conditions or other contingencies attaching to the government grants.

### 3. REVENUE, OTHER INCOME AND SEGMENT INFORMATION (Continued)

#### (b) Segment information

The board of directors has been identified as the chief operating decision makers.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision makers. The Group provides visual, lighting and audio solution services. The resources are allocated based on what is most beneficial to the Group in enhancing the value as a whole, instead of any specific unit.

The Group's chief operating decision makers consider that the performance assessment of the Group should be based on the profit/(loss) before income tax of the Group as a whole. Accordingly, the management considers there is only one operating segment.

Revenue based on the geographic location that the Group derives revenue from customers are as follows:

	Three months ended 30 September		Nine months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Hong Kong	12,598	15,525	43,959	29,635
The PRC	10,928	7,463	58,580	17,063
Macau	9	373	159	676
	23,535	23,361	102,698	47,374

## 4. EXPENSES BY NATURE

	Three months ended 30 September		Nine months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Auditors' remuneration	175	175	525	525
Depreciation of property, plant and equipment	4,252	4,571	12,619	14,266
Depreciation of right-of-use assets	791	586	3,632	1,821
Employee benefit expenses	10,772	12,423	39,341	35,992
Entertainment expenses	331	106	1,140	298
Freight expenses	686	999	3,045	2,721
Insurance expenses	95	174	723	785
Legal and professional fee	207	110	615	483
Material cost of consumables	284	686	6,664	1,627
Motor vehicles expenses	134	108	346	277
Short-term leases payments	1,979	10,099	22,601	20,137
Travel expenses	468	648	1,746	1,215
Other expenses	1,039	1,386	4,597	3,948
<b>Total cost of services, selling expenses and administrative expenses</b>	<b>21,213</b>	<b>32,071</b>	<b>97,594</b>	<b>84,095</b>

## 5. FINANCE INCOME AND EXPENSES

	Three months ended 30 September		Nine months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Interest income				
– Bank interest income	767	289	1,712	559
Finance income	767	289	1,712	559
Interest expenses				
– Finance lease liabilities	(139)	(41)	(751)	(211)
– Borrowings	(1,855)	(1,241)	(5,501)	(3,116)
Finance expenses	(1,994)	(1,282)	(6,252)	(3,327)
Finance expenses – net	(1,227)	(993)	(4,540)	(2,768)

## 6. INCOME TAX EXPENSES/(CREDIT)

The amount of taxation charged/(credited) to the unaudited condensed consolidated statement of profit or loss represents:

	Three months ended 30 September		Nine months ended 30 September	
	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2023 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)
Current income tax				
– Hong Kong	–	–	–	–
– The PRC	133	(45)	(1,907)	(3,876)
– Macau	–	–	–	–
	133	(45)	(1,907)	(3,876)
Deferred income tax	–	–	–	–
Income tax expenses/(credit)	133	(45)	(1,907)	(3,876)

Pursuant to the enactment of two-tiered profits tax rates issued by the Inland Revenue Department of Hong Kong from the year of assessment 2018/19 onwards, the qualifying group entity's first HK\$2 million of assessable profits under Hong Kong profits tax for the nine months ended 30 September 2023 and 2022 is subject to a tax rate of 8.25%, while the remaining assessable profits are subject to a tax rate of 16.5%.

PRC Enterprise Income Tax has been provided at the rate of 25% on the estimated assessable profits for the nine months ended 30 September 2023 and 2022.

Macau complementary tax has been provided at the rate of 12% on the estimated assessable profits exceeding MOP600,000 for the nine months ended 30 September 2023 and 2022.

## 7. DIVIDEND

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2023 (nine months ended 30 September 2022: Nil).

## 8. BASIC AND DILUTED EARNINGS/(LOSSES) PER SHARE

### (a) Basic

The basic earnings/(losses) per share is calculated by dividing the profit/(loss) attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares by the weighted average number of ordinary shares outstanding during the respective periods.

	Three months ended 30 September		Nine months ended 30 September	
	2023 (Unaudited)	2022 (Unaudited)	2023 (Unaudited)	2022 (Unaudited)
Profit/(loss) attributable to owners of the Company (HK\$'000)	1,031	(9,349)	7,041	(34,397)
Weighted average number of shares in issue (thousands shares)	400,000	400,000	400,000	400,000
Basic earnings/(losses) per share (HK cents)	0.26	(2.34)	1.76	(8.60)

### (b) Diluted

Diluted earnings/(losses) per share presented is the same as the basic earnings/(losses) per share as there were no potentially dilutive ordinary share outstanding as at 30 September 2023 and 2022.

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW AND PROSPECTS

The Group is principally engaged in the provision of one-stop visual, lighting and audio solution services in Hong Kong, the PRC and Macau. The Group derived its revenue from provision of the aforesaid services to exhibitions, ceremonies, conferences, TV shows, product launches, concerts and other types of events.

Since early 2020, the outbreak of novel coronavirus disease (COVID-19) (the “**Pandemic**”) had adversely affected the overall economies in Hong Kong, the PRC and Macau. During the nine months ended 30 September 2023, the Group was engaged in 599 events compared with 437 events for corresponding period in 2022. The Group derived approximately 58.7% of its total revenue (for the nine months ended 30 September 2022: 45.0%) from exhibitions during the nine months ended 30 September 2023, the majority of which took place in Hong Kong and the PRC.

Although the impact of the Pandemic has adversely affected the financial performance of the Group in past few years, with the easing of the epidemic in early 2023, the general public’s activities gradually returned to normal. We expect that the financial performance afterwards will gradually be restored to the level before the Pandemic. The Group is confident to further improve its profitability and bring value to its stakeholders in the long run.

Looking forward, we will continue to take all the necessary measures to minimise the impact of the Pandemic on the Group and to actively explore business opportunities as the economies in Hong Kong, the PRC and Macau are expected to gradually recover.

### FINANCIAL REVIEW

#### Revenue

The Group generates revenue from the provision of one-stop visual, lighting and audio solutions services to its customers in various events, including exhibitions, ceremonies, conferences, TV shows, product launches, concerts and other types of events.

The Group’s revenue increased significantly from approximately HK\$47.4 million for the nine months ended 30 September 2022 to approximately HK\$102.7 million for the nine months ended 30 September 2023, representing a significant increase of approximately HK\$55.3 million or approximately 116.7%.

#### Revenue analysis by geographical location

The following table sets forth the breakdown of the Group’s revenue by geographical location during the three and nine months ended 30 September 2023 with comparative figures for the corresponding periods in 2022.

	Three months ended 30 September				Nine months ended 30 September			
	2023		2022		2023		2022	
	HK\$'000 (Unaudited)	%	HK\$'000 (Unaudited)	%	HK\$'000 (Unaudited)	%	HK\$'000 (Unaudited)	%
Hong Kong	12,598	53.5	15,525	66.5	43,959	42.8	29,635	62.6
The PRC	10,928	46.4	7,463	31.9	58,580	57.0	17,063	36.0
Macau	9	0.1	373	1.6	159	0.2	676	1.4
	23,535	100.0	23,361	100.0	102,698	100.0	47,374	100.0

The increase in revenue was mainly due to the increase in number of events in Hong Kong and the People's Republic of China as a result of the gradual lift of the anti-epidemic measures during the nine months ended 30 September 2023.

### **Cost of services**

Cost of services mainly comprised of equipment rental cost, depreciation of property, plant and equipment, employee benefit expenses paid to front line on-site technical staff, material cost of consumables and freight expenses of equipment delivery. The Group's cost of services increased by approximately 20.8% from approximately HK\$60.5 million for the nine months ended 30 September 2022 to approximately HK\$73.1 million for the nine months ended 30 September 2023, which was in line with the increase in revenue.

### **Gross profit/(loss) and gross profit/(loss) margin**

Gross profit of the Group for the nine months ended 30 September 2023 amounted to approximately HK\$29.6 million (for the nine months ended 30 September 2022: gross loss of HK\$13.1 million), representing gross profit margin of approximately 28.8% (for the nine months ended 30 September 2022: gross loss margin 27.6%). The increase in gross profit and gross profit margin was generally in line with the increase in revenue and cost of services which was analysed above.

### **Other income**

Other income represented government grants received from the PRC and Hong Kong governments during the nine months ended 30 September 2023 and 2022. The decrease was due to an one-off government grant received from the Hong Kong government during the nine months ended 30 September 2022.

### **Other gains/(losses), net**

Net other gains of the Group mainly represented reversal of impairment of property, plant and equipment, net foreign exchange differences and losses on lease termination and disposals of property, plant and equipment. The significant increase of net other gains was mainly due to the reversal of impairment of property, plant and equipment of approximately HK\$4.3 million during the nine months ended 30 September 2023.

### **Selling expenses**

Selling expenses mainly comprised staff cost and travel expenses of the Group's sales and marketing department and advertising expenses. The Group's selling expenses increased significantly by approximately 310.0% from approximately HK\$1.0 million for the nine months ended 30 September 2022 to approximately HK\$4.1 million for the nine months ended 30 September 2023, which was in line with the increase in revenue.

### **Administrative expenses**

Administrative expenses of the Group mainly comprised administrative staff costs, depreciation of office equipment and right-of-use assets, and other sundry expenses.

The Group's administrative expenses decreased by approximately 9.7% from approximately HK\$22.6 million for the nine months ended 30 September 2022 to approximately HK\$20.4 million for the nine months ended 30 September 2023.

### **Finance expenses – net**

Net finance expenses of the Group mainly comprised bank interest income, interest expenses on borrowings and finance leases liabilities.

The Group's net finance expenses increased by approximately 60.7% from approximately HK\$2.8 million for the nine months ended 30 September 2022 to approximately HK\$4.5 million for the nine months ended 30 September 2023, which was mainly due to the increase in bank interest expenses.

### **Income tax (expenses)/credit**

The Group is subject to income tax on an enterprise basis, based on profits arising in or derived from the jurisdictions in which the group companies of the Group are domiciled and operate.

Pursuant to the enactment of two-tiered profits tax rates issued by the Inland Revenue Department of Hong Kong from the year of assessment 2018/19 onwards, the qualifying group entity's first HK\$2 million of assessable profits under Hong Kong profits tax for the nine months ended 30 September 2023 and 2022 are subject to a tax rate of 8.25%, while the remaining assessable profits are subject to a tax rate of 16.5%.

PRC Enterprise Income Tax has been provided at the rate of 25% on the estimated assessable profits for the nine months ended 30 September 2023 and 2022.

Macau complementary tax has been provided at the rate of 12% on the estimated assessable profits exceeding MOP600,000 for the nine months ended 30 September 2023 and 2022.

### **Profit/(loss) for the period**

As a result of the foregoing, the Group's net profit amounted to approximately HK\$7.0 million for the nine months ended 30 September 2023, representing a significant increase of approximately HK\$41.4 million as compared with the net loss of approximately HK\$34.4 million for the nine months ended 30 September 2022.

### **CAPITAL STRUCTURE**

As at 30 September 2023, the capital structure of the Group consisted of equity attributable to owners of the Company of approximately HK\$76.3 million (31 December 2022: HK\$71.3 million), comprising issued share capital and reserves.

### **SIGNIFICANT INVESTMENTS, MATERIAL ACQUISITIONS AND DISPOSALS**

The Group had not made any significant investments or material acquisitions and disposals of subsidiaries during the nine months ended 30 September 2023 (for the nine months ended 30 September 2022: Nil).

## **CAPITAL COMMITMENTS**

As at 30 September 2023, the Group did not have any material capital commitments (30 September 2022: Nil).

## **CONTINGENT LIABILITIES**

As at 30 September 2023, the Group has no material contingent liabilities (30 September 2022: Nil).

## **EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES**

The Group's revenue and costs are primarily denominated in Hong Kong dollars and Renminbi. The Group currently does not have a foreign currency hedging policy. However, the Directors continuously monitor the related foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise. During the nine months ended 30 September 2023, the Group did not use any financial instrument for hedging purposes.

## **TREASURY POLICIES**

The Group would review its financial management approach towards its treasury policies as and when appropriate, and maintained a healthy liquidity position throughout the nine months ended 30 September 2023. The Group strives to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements from time to time.

## **EMPLOYEES AND REMUNERATION POLICIES**

As at 30 September 2023, the Group employed a total of 152 employees (30 September 2022: 177) based in Hong Kong, the PRC and Macau. Employees costs (including the Directors' remuneration, wages, salaries, bonuses, other benefits and contribution to defined contribution pension plans) amounted to approximately HK\$39.3 million for the nine months ended 30 September 2023 (for the nine months ended 30 September 2022: HK\$36.0 million). The Group will endeavor to ensure that the employees' salary levels are in line with industry practice and prevailing market conditions and that employees' overall remuneration is determined based on the Group's and their performance.

## **EVENTS AFTER THE REPORTING PERIOD**

Save as disclosed in this report, the Board is not aware of any significant event requiring disclosures that has taken place subsequent to 30 September 2023 and up to the date of this report.

## **DIVIDEND**

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2023 (for the nine months ended 30 September 2022: Nil).

## **OTHER INFORMATION**

### **DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS**

Save as disclosed in this report, none of the Directors or an entity connected with any of them had any material interest, whether directly or indirectly, in any transaction, arrangement or contract of significance in relation to the business of the Group to which the Company or any of its subsidiaries, parent company or subsidiaries of the parent company was a party and subsisting at any time during or at the end of the nine months ended 30 September 2023.

As at 30 September 2023 and at any time during the nine months ended 30 September 2023, no contract of significance had been entered into between the Company, or any of its subsidiaries and the controlling shareholders of the Company or any of their subsidiaries.

### **DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES**

Save as disclosed in this report, at no time during the nine months ended 30 September 2023 was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executives of the Company (including their spouses or children under 18 years of age) to have any right to subscribe for securities of the Company or any of its specified undertakings as defined in the Companies (Directors' Report) Regulation (Cap 622D of the laws of Hong Kong) or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

### **DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS**

During the nine months ended 30 September 2023 and up to the date of this report, the Directors are not aware of any business and interest of the Directors nor the controlling shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interests which any such person has or may have with the Group.

### **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by Directors in respect of the shares of the Company (the "Code of Conduct"). After specific enquiries by the Company, all Directors have confirmed that they have fully complied with the required standard of dealings set out in the Code of Conduct during the nine months ended 30 September 2023 and up to the date of this report.

### **PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES**

Neither the Company nor any of its subsidiaries redeemed, purchased or sold any of the Company's securities during the nine months ended 30 September 2023.

## DISCLOSURE OF DIRECTORS' INTERESTS

### (a) Interests and short positions of Directors and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations

As at 30 September 2023, the interests and short positions of the Directors or the chief executives of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance (the "SFO")) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part V of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered into the register required to be kept therein; or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange, were as follows:

#### (i) Interests in the Company

Name of Director	Capacity/ Nature of interest	Number of Shares held/ interested in <sup>(Note 1)</sup>	Percentage of shareholding
Mr. MP Wong <sup>(Note 2)</sup>	Interest of a controlled corporation; founder and beneficiary of a discretionary trust	290,000,000 (L)	72.5%

Notes:

- The letter "L" denotes the person's long position in the Shares.
- The 290,000,000 Shares are held by Mega King, and Mega King is wholly-owned and beneficially owned by Mr. Wong. By virtue of the provisions of Part XV of the SFO, Mr. Wong is deemed to be interested in all the Shares held by Mega King.

Mr. MP Wong is the founder of the Group, an executive Director, the chairman and the chief executive officer of the Company. Mr. MP Wong is the sole director of Mega King and therefore Mr. MP Wong is deemed or taken to be interested in the entire issued share of Mega King and the 290,000,000 Shares beneficially owned by Mega King.

**(ii) Long position in the shares of associated corporations**

<b>Name of Director</b>	<b>Name of associated corporation</b>	<b>Capacity/ Nature of interest</b>	<b>Number of Shares held/ interested in<sup>(Note 1)</sup></b>	<b>Percentage of shareholding</b>
Mr. MP Wong <sup>(Note 1)</sup>	Mega King	Interest of a controlled corporation and founder	1	100%

Note:

- Mr. MP Wong is the founder of the Group, an executive Director, the chairman and the chief executive officer of the Company. Mr. MP Wong is the sole director of Mega King and therefore Mr. MP Wong is deemed or taken to be interested in the entire issued share of Mega King.

Save as disclosed above, as at 30 September 2023, none of the Directors or the chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part V of the SFO (including interests and/or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered into the register required to be kept therein; or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors to be notified to the Company and the Stock Exchange.

**(b) Interests and short positions of the substantial shareholders and other persons in the shares, underlying shares and debentures of the Company and its associated corporations**

As at 30 September 2023, so far as it is known to the Directors, the following persons (other than a Director or chief executives of the Company) had or were deemed to have interests or short positions in Shares or underlying Shares which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Name of shareholder	Capacity/ Nature of interest	Number of Shares held/ interested in <sup>(Note 1)</sup>	Percentage of shareholding
Mega King <sup>(Note 2)</sup>	Interest of controlled corporation	290,000,000 (L)	72.5%
Mrs. Wong <sup>(Note 3)</sup>	Interest of spouse	290,000,000 (L)	72.5%

Notes:

1. The letter "L" denotes the person's long position in the Shares.
2. The 290,000,000 Shares are held by Mega King, and Mega King is wholly-owned and beneficially owned by Mr. Wong. By virtue of the provisions of Part XV of the SFO, Mr. Wong is deemed to be interested in all the Shares held by Mega King.
3. Mrs. Wong is the spouse of Mr. MP Wong and is deemed or taken to be interested in all the Shares held by Mega King for the purpose of the SFO.

Save as disclosed above, as at 30 September 2023, the Directors have not been notified by any person who had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept pursuant to Section 336 of the SFO, or which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

## CORPORATE GOVERNANCE PRACTICE

The Board is responsible for performing the corporate governance duties stipulated in the Corporate Governance Code and Corporate Governance Report (the “CG Code”) as set out in Appendix 15 to the GEM Listing Rules, which includes developing and reviewing the Company’s policies and practices on corporate governance, training and providing continuous professional development of Directors, and reviewing the Company’s compliance with the principles and applicable code provisions in the CG Code and disclosures in this report.

During the nine months ended 30 September 2023 and up to the date of this report, the Company has complied with the code provisions of the CG Code, except for the deviations of paragraph C.2.1 of Part 2 of the CG Code, which is explained in the paragraph below.

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Provision C.2.1 of Part 2 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Wong Man Por is currently the chairman and the chief executive officer of the Company. Mr. MP Wong was re-designated as the chief executive officer with effect from 30 September 2021 following the resignation of the former chief executive officer. The Board is of the view that the vesting of the roles of chairman and chief executive officer in Mr. MP Wong is beneficial to the business operations and management of the Group as it would provide a strong leadership to the Group, considering that Mr. MP Wong has been managing the Group’s business and formulation of the Group’s strategic vision, direction and goals, as well as monitoring, evaluating and developing the Group’s business since the Group’s establishment. In allowing the two roles to be vested in the same person, the Board believes that both positions require in-depth knowledge and considerable experience of the Group’s business and Mr. MP Wong is the most suitable person to occupy both positions for effective management of the Group following the resignation of the former chief executive officer. Therefore, the Board considers that the deviation from provision C.2.1 of Part 2 of the CG Code is appropriate in the circumstance.

### COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is key to enhancing investor relations. The Company is committed to a policy of open and timely disclosure of corporate information to the shareholders of the Company (the “Shareholders”) and the public. The annual general meetings and other general meetings of the Company are the primary communication forum between the Company and its Shareholders. The Board, appropriate senior management and the external auditor will attend the general meetings to answer the Shareholders’ questions. In addition, the Company updates its Shareholders on its latest business developments and financial performance through its annual, interim and quarterly reports. The corporate website of the Company ([www.avpromotions.com](http://www.avpromotions.com)) has provided an effective communication platform to its Shareholders and the public.

Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, serves the Shareholders in respect of share registration, dividend payments and related matters.

## SHARE OPTION SCHEME

The Company has adopted a share option scheme on 1 December 2017 (the “**Share Option Scheme**”). The summary of the principal terms of the Share Option Scheme is set out in Appendix IV to the prospectus of the Company dated 8 December 2017 and are in accordance with the provisions of Chapter 23 of the GEM Listing Rules. The main purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners and service providers of the Group and to promote the success of the business of the Group.

No share option has been granted, exercised, cancelled or lapsed under the Share Option Scheme since the adoption of the Share Option Scheme and there was no share option outstanding as at 30 September 2023.

## AUDIT COMMITTEE

The Company established the Audit Committee in compliance with Appendix 15 to the GEM Listing Rules which comprises three independent non-executive Directors, namely Dr. Leung Wai Cheung, Mr. Cheung Wai Lun Jacky and Mr. Chan Wing Kee. Dr. Leung Wai Cheung is the chairman of the Audit Committee. The Company has also established the written terms of reference of the Audit Committee in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provisions C3.3 and C3.7 of the CG Code.

The primary duties of the Audit Committee are to assist the Board by providing an independent view of the effectiveness of the financial reporting process, risk management and internal control systems of the Group, to oversee the audit process, to develop and review the policies of the Group and to perform other duties and responsibilities as assigned by the Board. The full terms of reference setting out details of duties of the Audit Committee is available on both the GEM website of the Stock Exchange and the Company’s website.

The Audit Committee has reviewed the third quarterly results for the three and nine months ended 30 September 2023. The Audit Committee is of the view that the unaudited condensed consolidated financial statements have been prepared in accordance with the applicable accounting standards, the GEM Listing Rules and the statutory provisions, and that sufficient disclosures have already been made.

The unaudited condensed consolidated financial results for the nine months ended 30 September 2023 have not been audited or reviewed by the Company’s auditors.

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

Hong Kong, 10 November 2023

*As at the date of this report, 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 report 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).*