



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  
2022



## 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.*

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## FINANCIAL HIGHLIGHTS

- The unaudited revenue of the Group was approximately HK\$47.4 million for the nine months ended 30 September 2022, representing a decrease of approximately 52.9% from approximately HK\$100.6 million for the corresponding period in 2021.
- The unaudited loss attributable to owners of the Company amounted to approximately HK\$34.4 million for the nine months ended 30 September 2022, representing an increase of approximately 330.0% from approximately HK\$8.0 million for the corresponding period in 2021.
- The board of Directors (the “**Board**”) does not recommend the payment of any dividend for the nine months ended 30 September 2022 (for the nine months ended 30 September 2021: Nil).

The Board hereby announces the unaudited condensed consolidated results of the Group for the three and nine months ended 30 September 2022 together with the unaudited comparative figures for the corresponding period in 2021, as follows:

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the three and nine months ended 30 September 2022

	Note	Three months ended 30 September		Nine months ended 30 September	
		2022	2021	2022	2021
		HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)	HK\$'000 (Unaudited)
Revenue	3	23,361	20,967	47,374	100,585
Cost of services	4	(22,143)	(16,832)	(60,510)	(76,734)
<b>Gross profit/(loss)</b>		<b>1,218</b>	<b>4,135</b>	<b>(13,136)</b>	<b>23,851</b>
Other income	3	286	158	1,299	552
Other gains/(losses), net		23	(135)	(83)	(145)
Selling expenses	4	(474)	(1,490)	(1,035)	(3,070)
Administrative expenses	4	(9,454)	(9,396)	(22,550)	(22,579)
<b>Operating loss</b>		<b>(8,401)</b>	<b>(6,728)</b>	<b>(35,505)</b>	<b>(1,391)</b>
Finance income	5	289	64	559	149
Finance expenses	5	(1,282)	(954)	(3,327)	(2,921)
Finance expenses – net		(993)	(890)	(2,768)	(2,772)
<b>Loss before income tax</b>		<b>(9,394)</b>	<b>(7,618)</b>	<b>(38,273)</b>	<b>(4,163)</b>
Income tax credit/(expenses)	6	45	(882)	3,876	(3,818)
<b>Loss for the period attributable to owners of the Company</b>		<b>(9,349)</b>	<b>(8,500)</b>	<b>(34,397)</b>	<b>(7,981)</b>
<b>Basic and diluted losses per share attributable to owners of the Company (HK cents)</b>	8	<b>(2.34)</b>	<b>(2.13)</b>	<b>(8.60)</b>	<b>(2.00)</b>

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three and nine months ended 30 September 2022

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
<b>Loss for the period</b>	(9,349)	(8,500)	(34,397)	(7,981)
<b>Other comprehensive (expense)/income:</b> <i>Item that may be reclassified to profit or loss</i>				
Currency translation differences	(2,113)	(79)	(5,843)	2,185
<b>Total comprehensive expense for the period</b>	(11,462)	(8,579)	(40,240)	(5,796)
<b>Total comprehensive expense for the period attributable to owners of the Company</b>	(11,462)	(8,579)	(40,240)	(5,796)

## UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2022

	Attributable to owners of the Company					
	Share capital	Share premium	Exchange reserve	Other reserves	Retained earnings	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>As at 1 January 2021 (Audited)</b>	4,000	41,901	361	5,314	82,473	134,049
<b>Comprehensive expense</b>						
Loss for the period	-	-	-	-	(7,981)	(7,981)
<b>Other comprehensive income</b>						
Currency translation differences	-	-	2,185	-	-	2,185
<b>Total comprehensive income/(expense)</b>	-	-	2,185	-	(7,981)	(5,796)
<b>As at 30 September 2021 (Unaudited)</b>	4,000	41,901	2,546	5,314	74,492	128,253
<b>As at 1 January 2022 (Audited)</b>	4,000	41,901	5,164	5,314	72,750	129,129
<b>Comprehensive expense</b>						
Loss for the period	-	-	-	-	(34,397)	(34,397)
<b>Other comprehensive expense</b>						
Currency translation differences	-	-	(5,843)	-	-	(5,843)
<b>Total comprehensive expense</b>	-	-	(5,843)	-	(34,397)	(40,240)
<b>As at 30 September 2022 (Unaudited)</b>	4,000	41,901	(679)	5,314	38,353	88,889

## 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 Jumbo Fame Company Limited ("Jumbo Fame") 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 2022 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 2021, except for the accounting policy changes that are expected to be reflected in the annual financial statements for the year ending 31 December 2022 and they should be read in conjunction with the audited consolidated financial statements for the year ended 31 December 2021. 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 2022:

Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018–2020
Revised Accounting Guideline 5	Merger Accounting for Common Control Combinations

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	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Revenue from services	23,361	20,967	47,374	100,585

#### (ii) Other income

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Government grants	286	158	1,299	552

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 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	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Hong Kong	15,525	7,806	29,635	31,400
The PRC	7,463	12,897	17,063	68,340
Macau	373	264	676	845
	23,361	20,967	47,374	100,585

## 4. EXPENSES BY NATURE

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Auditors' remuneration	175	-	525	600
Depreciation of property, plant and equipment	4,571	3,687	14,266	10,025
Depreciation of right-of-use assets	586	723	1,821	3,011
Employee benefit expenses	12,423	14,896	35,992	43,733
Entertainment expenses	106	164	298	661
Equipment rental cost	8,540	3,938	17,195	27,140
Freight expenses	999	941	2,721	4,540
Insurance expenses	174	40	785	709
Legal and professional fee	110	139	483	670
Material cost of consumables	686	1,073	1,627	4,617
Motor vehicles expenses	108	85	277	315
Short-term leases payments	1,559	799	2,942	1,376
Travel expenses	648	422	1,215	1,813
Other expenses	1,386	811	3,948	3,173
Total cost of services, selling expenses and administrative expenses	32,071	27,718	84,095	102,383

## 5. FINANCE INCOME AND EXPENSES

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Interest income				
– Bank interest income	289	64	559	149
Finance income	289	64	559	149
Interest expenses				
– Finance lease liabilities	(41)	(72)	(211)	(234)
– Borrowings	(1,241)	(882)	(3,116)	(2,687)
Finance expenses	(1,282)	(954)	(3,327)	(2,921)
Finance expenses – net	(993)	(890)	(2,768)	(2,772)

## 6. INCOME TAX (CREDIT)/EXPENSES

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

	Three months ended 30 September		Nine months ended 30 September	
	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)	2022 HK\$'000 (Unaudited)	2021 HK\$'000 (Unaudited)
Current income tax				
– Hong Kong	–	–	–	–
– The PRC	(45)	882	(3,876)	3,818
– Macau	–	–	–	–
	(45)	882	(3,876)	3,818
Deferred income tax	–	–	–	–
Income tax (credit)/expenses	(45)	882	(3,876)	3,818

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 2022 and 2021 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 2022 and 2021.

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 2022 and 2021.

## 7. DIVIDEND

The Board does not recommend the payment of any dividend for the nine months ended 30 September 2022 (nine months ended 30 September 2021: Nil).

## 8. BASIC AND DILUTED LOSSES PER SHARE

### (a) *Basic*

The basic losses per share is calculated by dividing the 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	
	2022 (Unaudited)	2021 (Unaudited)	2022 (Unaudited)	2021 (Unaudited)
Loss attributable to owners of the Company (HK\$'000)	(9,349)	(8,500)	(34,397)	(7,981)
Weighted average number of shares in issue (thousands shares)	400,000	400,000	400,000	400,000
Basic losses per share (HK cents)	(2.34)	(2.13)	(8.60)	(2.00)

### (b) *Diluted*

Diluted losses per share presented is the same as the basic losses per share as there were no potentially dilutive ordinary share outstanding as at 30 September 2022 and 2021.

## MANAGEMENT DISCUSSION AND ANALYSIS

### BUSINESS REVIEW AND PROSPECTS

The Group is principally engaged in the provision of 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 2022, the Group was engaged in 437 events compared with 472 events for corresponding period in 2021. The Group derived approximately 45.0% of its total revenue (for the nine months ended 30 September 2021: 64.3%) from exhibitions during the nine months ended 30 September 2022, 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 2022, with the easing of the epidemic, 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 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 decreased from approximately HK\$100.6 million for the nine months ended 30 September 2021 to approximately HK\$47.4 million for the nine months ended 30 September 2022, representing a decrease of approximately HK\$53.2 million or approximately 52.9%.

#### 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 2022 with comparative figures for the corresponding periods in 2021.

	Three months ended 30 September				Nine months ended 30 September			
	2022		2021		2022		2021	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
	(Unaudited)		(Unaudited)		(Unaudited)		(Unaudited)	
Hong Kong	15,525	66.5	7,806	37.2	29,635	62.6	31,400	31.2
The PRC	7,463	31.9	12,897	61.5	17,063	36.0	68,340	68.0
Macau	373	1.6	264	1.3	676	1.4	845	0.8
	23,361	100.0	20,967	100.0	47,374	100.0	100,585	100.0

The decrease in revenue was mainly due to the decrease in number of events taken by the Group for the nine months ended 30 September 2022 due to postponement and rescheduling of events by the organisers in the PRC and Macau, closure of venues across the infected regions and emergency public health measures and various actions such as quarantine order, travel alert or travel restriction imposed by the local government to prevent the spread of the Pandemic.

### **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 decreased by approximately 21.1% from approximately HK\$76.7 million for the nine months ended 30 September 2021 to approximately HK\$60.5 million for the nine months ended 30 September 2022, which was in line with the decrease in revenue.

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

Gross loss of the Group for the nine months ended 30 September 2022 amounted to approximately HK\$13.1 million (for the nine months ended 30 September 2021: gross profit of HK\$23.9 million), representing gross loss margin of approximately 27.6% (for the nine months ended 30 September 2021: gross profit margin 23.8%). The increase in gross loss and gross loss margin was generally in line with the decrease in revenue and cost of services which was analysed above and the depreciation of property, plant and equipment was charged irrespective of the level of revenue.

### **Other income**

Other income represented government grants received from the PRC and Hong Kong governments during the nine months ended 30 September 2022 and 2021. The increase was due to an one-off government grant received from the Hong Kong government during the nine months ended 30 September 2022.

### **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 decreased by approximately 67.7% from approximately HK\$3.1 million for the nine months ended 30 September 2021 to approximately HK\$1.0 million for the nine months ended 30 September 2022, which was in line with the decrease 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 remained stable at approximately HK\$22.6 million for the nine months ended 30 September 2021 and 2022.

## 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 remained stable at approximately HK\$2.8 million for the nine months ended 30 September 2021 and 2022, which was mainly due to the increase in interest expenses on borrowings and partially offset by the increase in bank interest income.

## Income tax credit/(expenses)

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 2022 and 2021 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 2022 and 2021.

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 2022 and 2021.

## Loss for the period

As a result of the foregoing, the Group's net loss amounted to approximately HK\$34.4 million for the nine months ended 30 September 2022, representing an increase of approximately HK\$26.4 million as compared with the net loss of approximately HK\$8.0 million for the nine months ended 30 September 2021.

## CAPITAL STRUCTURE

As at 30 September 2022, the capital structure of the Group consisted of equity attributable to owners of the Company of approximately HK\$88.9 million (31 December 2021: HK\$128.3 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 2022 (for the nine months ended 30 September 2021: Nil).



## **CAPITAL COMMITMENTS**

As at 30 September 2022, the Group did not have any material capital commitments (30 September 2021: Nil).

## **CONTINGENT LIABILITIES**

As at 30 September 2022, the Group has no material contingent liabilities (30 September 2021: 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 2022 and 2021, 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 2022. 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 2022, the Group employed a total of 177 employees (30 September 2021: 178) 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\$36.0 million for the nine months ended 30 September 2022 (for the nine months ended 30 September 2021: HK\$43.7 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 2022 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 2022 (for the nine months ended 30 September 2021: 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 2022.

As at 30 September 2022 and at any time during the nine months ended 30 September 2022, 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 2022 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 2022 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 Companies, 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 2022 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 2022.

## 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 2022, 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 (Note 1)	Percentage of shareholding
Mr. MP Wong <sup>(Notes 2 and 3)</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 Elite Investment Limited ("**Mega King**"), a company wholly-owned by Jumbo Fame, which is in turn held by Trident Trust Company (HK) Limited ("**Trustee**") acting as the trustee of The WMPE Family 2017 Trust. The WMPE Family 2017 Trust is an irrevocable discretionary trust set up by Mr. MP Wong as settlor and appointer and by the Trustee as the trustee on 10 April 2017. The beneficiaries of The WMPE Family 2017 Trust are Mr. MP Wong, Ms. Kong Suet Yau ("**Mrs. Wong**") (the spouse of Mr. MP Wong), Mr. Wong Hin Hang (the son of Mr. MP Wong and Mrs. Wong), Ms. Wong Hin Fei (the daughter of Mr. MP Wong and Mrs. Wong), and such person as may be appointed as additional member or members of the class of eligible beneficiaries pursuant to a trust deed dated 10 April 2017 entered into by Mr. MP Wong as the settlor and the appointer and by the Trustee as the trustee ("**Trust Deed**"). Mr. MP Wong as settlor, appointer and a beneficiary of The WMPE Family 2017 Trust is deemed or taken to be interested in the 290,000,000 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*

Name of Director	Name of associated corporation	Capacity/ Nature of interest	Number of Shares held/ interested in (Note 1)	Percentage of shareholding
Mr. MP Wong <sup>(Note 1)</sup>	Mega King	Interest of a controlled corporation; founder and beneficiary of a discretionary trust	1	100%
Mr. MP Wong <sup>(Note 1)</sup>	Jumbo Fame	Founder and beneficiary of a discretionary trust	100	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. Mr. MP Wong as settlor, appointer and a beneficiary of The WMPE Family 2017 Trust is deemed or taken to be interested in the entire issued shares of Jumbo Fame. Mr. MP Wong is also one of the directors of Jumbo Fame.

Save as disclosed above, as at 30 September 2022, 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 2022, 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 (Note 1)	Percentage of shareholding
Mega King <sup>(Note 2)</sup>	Beneficial owner	290,000,000 (L)	72.5%
Jumbo Fame <sup>(Note 2)</sup>	Interest of controlled corporation	290,000,000 (L)	72.5%
Trustee <sup>(Note 2)</sup>	Trustee	290,000,000 (L)	72.5%
Mrs. Wong <sup>(Note 3)</sup>	Interest of spouse	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, a company wholly-owned by Jumbo Fame, which is in turn held by the Trustee acting as the trustee of The WMPE Family 2017 Trust. The WMPE Family 2017 Trust is an irrevocable discretionary trust set up by Mr. MP Wong as settlor and appointer and by the Trustee as the trustee on 10 April 2017. The beneficiaries of The WMPE Family 2017 Trust are Mr. MP Wong, Mrs. Wong, Mr. Wong Hin Hang (the son of Mr. MP Wong and Mrs. Wong), Ms. Wong Hin Fei (the daughter of Mr. MP Wong and Mrs. Wong), and such person as may be appointed as additional member or members of the class of eligible beneficiaries pursuant to the Trust Deed. By virtue of the SFO, each of Jumbo Fame and the Trustee is deemed to be interested in all the Shares held by Mega King.
- 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 2022, 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 2022 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 the 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 2022.

## 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 2022. 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 2022 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 2022

*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 at <http://www.hkexnews.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).*