



# 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)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of <sup>(note 1)</sup> \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(note 2)</sup> of HK\$0.01 each in the capital of  
**AV PROMOTIONS HOLDINGS LIMITED AV 策劃推廣(控股)有限公司** (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE  
MEETING** or <sup>(note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend at the annual general meeting (the "AGM") of the Company to be held at Units 1-15 & 25-27, 19/F, Oceanic Industrial Centre, 2 Lee Lok Street, Ap Lei Chau, Hong Kong on Wednesday, 31 May 2023 at 2:00 p.m. (and at any adjournment thereof) and to vote for me/us as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	To receive, consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors of the Company for the year ended 31 December 2022.		
2.	(i) To re-elect Mr. Cheung Wai Lun Jacky as an independent non-executive director of the Company. (ii) To re-elect Mr. Chan Wing Kee as an independent non-executive director of the Company.		
3.	To authorise the board of directors to fix the remuneration of the directors of the Company.		
4.	To re-appoint HLB Hodgson Imprey Cheng Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration for the year ending 31 December 2023.		
5.	To grant a general and unconditional mandate to the directors of the Company to allot, issue and deal with the unissued shares of the Company for an aggregate number not exceeding 20% of the number of issued shares of the Company.		
6.	To grant a general and unconditional mandate to the directors of the Company to purchase or repurchase shares of the Company for an aggregate number not exceeding 10% of the number of the issued shares of the Company.		
7.	To extend the general and unconditional mandate granted to the directors of the Company under resolution numbered (5) above by adding thereto the number of shares to be purchased or repurchased by the Company under resolution numbered (6) above.		
	SPECIAL RESOLUTION	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
8.	To approve the adoption of the second amended and restated memorandum and articles of association of the Company and to authorise any one director or company secretary of the Company to do all things necessary to implement the adoption of the second amended and restated memorandum and articles of association.		

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2023 Signature(s) \_\_\_\_\_

#### Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares registered in the name(s) of the holder appearing in this form of proxy.
- Please insert the name and address of the proxy. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS THE PROXY.** A shareholder may appoint one or more proxies to attend and vote in his/her stead at the AGM provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant forms of proxy. The proxy needs not be a shareholder of the Company.
- IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW MARKED "AGAINST".** If you wish to use less than all your votes, or to cast some of your votes "FOR" and some of your votes "AGAINST" a particular resolution, you must write the number of votes in the relevant box(es). Failure to tick either box or write the number of votes in the box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the meeting other than those referred to in the notice of the AGM.
- This form of proxy must be signed by you or your agent duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
- In the case of joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company's register of members in respect of the relevant joint holding.
- To be valid, the completed form of proxy must be received by the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong at least 48 hours before the time appointed for holding the AGM or any adjourned meeting (as the case may be). If a form of proxy is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company's Hong Kong branch share registrar and transfer office together with the form of proxy.
- Any alteration made to this form of proxy should be initialed by the person who signed the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) if you so wish. If you attend and vote at the AGM, this form of proxy will be deemed to be revoked.
- Pursuant to Rule 17.47(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
- The description of these resolutions is by way of summary only. The full text appears in the notice of AGM.

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.