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AV CONCEPT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 595)

DISCLOSEABLE TRANSACTION: DISPOSAL OF 48% INTEREST IN SIGNEO GREEN ENERGY LIMITED

On 12 July 2012 (after the trading hours), the Purchaser and the Vendor entered into the Agreement, pursuant to which the Purchaser agreed to purchase and the Vendor agreed to sell the Sale Shares, representing 48% of the issued share capital of the Target, for a Consideration of US\$8 million (equivalent to approximately HK\$62,160,000).

The Disposal contemplated under the Agreement constitutes a discloseable transaction for the Company under the Listing Rules and is subject to reporting and announcement requirements of Chapter 14 of the Listing Rules.

The Board wishes to announce that on 12 July 2012 (after the trading hours), the Purchaser and the Vendor entered into the Agreement in respect of the Disposal.

The principal terms of the Agreement are set out below:

THE AGREEMENT

Date

12 July 2012

Parties

Purchaser : Nitgen Lighting Limited, a company incorporated in Hong Kong with limited liability, and is principally engaged in investment holding.

Vendor : Signeo Limited, a company incorporated in the Cayman Islands with limited liability, and a wholly-owned subsidiary of the Company.

The Purchaser is wholly owned by Nitgen, which is owned as to approximately 20.28% by the Group as at the date of this announcement. Save as disclosed above, to the best of the Directors' knowledge, information and belief after having made all reasonable enquires, each of the Purchaser and its ultimate beneficial owner is a third party independent of the Company and the connected persons of the Company.

Assets to be acquired

The Vendor agreed to sell and the Purchaser agreed to purchase the Sale Shares free from all encumbrances together with all rights now or thereafter attaching thereto, including all dividends or distributions which may be paid, declared or made in respect thereof at any time on or after the Completion Date, for a Consideration of US\$8 million (equivalent to approximately HK\$62,160,000). The Sale Shares represents 48% of the issued share capital of the Target.

Consideration

The Consideration for the Sale Shares shall be paid by the Purchaser to the Vendor in cash upon Completion.

The Consideration was arrived at after arm's length negotiations between the Vendor and the Purchaser with reference to the value of 100% of the Target as at 11 July 2012 in the range of US\$15 million (approximately HK\$116,550,000) to US\$18 million (approximately HK\$139,860,000) as valued by an independent professional valuer in Hong Kong attributable to the Sale Shares and the interest in the Target attributable to the Sale Shares.

Completion

Completion shall take place on 11 October 2012 (or such other date as may be agreed between the Vendor and the Purchaser).

INFORMATION ON THE TARGET

The Target is a company incorporated in Hong Kong with limited liability on 19 April 2012. The Target is principally engaged in LED lighting business and is still at early stage of operation. The Target is beneficially owned as to 48% by the Vendor and 52% by two third parties independent of the Company and the connected persons of the Company. The Target is an associated company of the Company.

The unaudited total asset value and net liability value of the Target as at 30 June 2012 were HK\$1,000 and approximately HK\$461,000 respectively.

The unaudited financial information of the Target for the period from 19 April 2012 (its date of incorporation) to 30 June 2012 are set out below:

**Unaudited financial
information for the period
from 19 April 2012 (its
date of incorporation) to
30 June 2012
HK\$**

Turnover	Nil
Net loss (before taxation and extraordinary items)	461,000
Net loss (after taxation and extraordinary items)	461,000

Upon Completion, the Group will have interest in the Target by virtue of its approximately 20.28% interest in Nitgen, which owns 100% interest in the Purchaser.

REASONS FOR THE DISPOSAL

The principal activities of the Group consist of the marketing and distribution of electronic components, and the design, development and sale of electronic products.

The Directors expects to recognise an audited gain/loss of approximately 62,160,000, being the difference between the Consideration and the Group's cost of investment in the Target. The Directors consider that the Disposal represents an opportunity for the Group to realise its investment and is in line with the Group's development strategy to streamline its LED business. The Directors are of the view that the terms of the Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

The Group intends to use the net proceeds from the Disposal to fund its future development and as general working capital of the Group.

IMPLICATIONS UNDER THE LISTING RULES

The Disposal contemplated under the Agreement constitutes a discloseable transaction for the Company under the Listing Rules and is subject to reporting and announcement requirements of Chapter 14 of the Listing Rules.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Agreement”	the agreement dated 12 July 2012 entered into between the Purchaser and the Vendor in relation to the Disposal
“Board”	the board of Directors
“Company”	AV Concept Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Acquisition in accordance with the terms and conditions of the Agreement
“Completion Date”	11 October 2012 (or such other date as the Purchaser and the Vendor may agree) on which Completion is to take place
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	the aggregate consideration payable by the Purchaser for the Sale Shares under the Agreement
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Shares
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“LED”	light-emitting diode
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nitgen”	Nitgen&Company Co., Ltd., whose common shares are listed on the Korean Securities Dealers Automated Quotations, a trading board of the Korean Exchange

“Purchaser”	Nitgen Lighting Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of Nitgen
“Sale Shares”	480 shares of par value of HK\$1.00 each in the Target, representing 48% of the issued share capital of the Target
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Signeo Green Energy Limited, a company incorporated in Hong Kong with limited liability, which as at the date of this announcement, is beneficially owned as to 48% by the Vendor
“US\$”	United States dollars, the lawful currency of the United States of America
“Vendor”	Signeo Limited, a company incorporated in the Cayman Islands with limited liability, which as at the date of this announcement, is a wholly-owned subsidiary of the Company

In this announcement, amounts quoted in US\$ have been converted into HK\$ at a rate of US\$1.00 to HK\$7.77. Such exchange rate has been used, where applicable, for the purposes of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates at all.

By order of the Board
AV Concept Holdings Limited
So Yuk Kwan
Chairman

Hong Kong, 12 July 2012

As at the date of this announcement, the Board comprises three executive Directors, Dr. Hon. So Yuk Kwan (Chairman), Mr. So Chi On and Mr. Ho Choi Yan, Christopher and three independent non-executive Directors, Dr. Hon. Lui Ming Wah, SBS, JP, Mr. Charles E. Chapman and Mr. Wong Ka Kit.