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## **AV CONCEPT HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 595)

### **EXTENSION OF LONG STOP DATE AND DELAY IN DESPATCH OF CIRCULAR IN RESPECT OF MAJOR TRANSACTIONS: SUBSCRIPTION OF JOINT VENTURE COMPANY SHARES AND ACQUISITION OF TARGET COMPANIES**

This announcement is made pursuant to Rule 14.36A of the Listing Rules.

#### **SUPPLEMENTAL AGREEMENTS**

On 30 August 2012:

1. among others, the Vendors and the Joint Venture Company entered into the SPA Supplemental Agreement, pursuant to which the parties have agreed to extend the Long Stop Date to 31 December 2012 (or such later date as the Vendors and the Joint Venture Company may agree in writing); and
2. among others, AV Electronics and FCL entered into the JV Supplemental Agreement, pursuant to which the parties have agreed to extend the JV Long Stop Date to 31 December 2012 (or such other date agreed by AV Electronics and FCL).

#### **DELAY IN DESPATCH OF CIRCULAR**

As additional time is required for the Company to prepare and finalise the information to be included in the Circular, in particular, the accountants' report on the Target Companies, the date of despatch of the Circular is expected to be postponed to on or before 31 October 2012.

This announcement is made pursuant to Rule 14.36A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”).

Reference is made to the announcement (“**Announcement**”) of AV Concept Holdings Limited (“**Company**”) dated 8 June 2012 in respect of the major transactions in relation to the subscription of the Joint Venture Company Shares and the acquisition of the Target Companies. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

## **SUPPLEMENTAL AGREEMENTS**

Pursuant to the SP Agreement, Completion shall be conditional upon the Conditions Precedent having been fulfilled on or before the Long Stop Date, being 30 September 2012 (or such later date as the Vendors and the Joint Venture Company may agree in writing). Given that additional time is required for the fulfillment of the Conditions Precedent, on 30 August 2012, the Vendors, the Joint Venture Company and other parties to the SP Agreement have entered into a supplemental agreement (“**SPA Supplemental Agreement**”) dated 30 August 2012 pursuant to which the parties have agreed to extend the Long Stop Date to 31 December 2012 (or such later date as the Vendors and the Joint Venture Company may agree in writing).

Further, pursuant to the Joint Venture Agreement, the Additional Subscription shall be conditional upon the approval having been obtained from the Shareholders for the Additional Subscription and the Acquisition on or before 31 October 2012 (or such other date agreed by AV Electronics and FCL) (“**JV Long Stop Date**”). As stated above, given that additional time is required for the fulfillment of the Conditions Precedent for completion of the Acquisition, on 30 August 2012, AV Electronics, FCL and other parties to the Joint Venture Agreement have entered into a supplemental agreement (“**JV Supplemental Agreement**”) dated 30 August 2012 pursuant to which the parties have agreed to extend the JV Long Stop Date to 31 December 2012 (or such other date agreed by AV Electronics and FCL).

Save for the extension of the Long Stop Date and the JV Long Stop Date, all terms and conditions in each of the SP Agreement and the Joint Venture Agreement remain unchanged and in full force and effect.

## **DELAY IN DESPATCH OF CIRCULAR**

As set out in the Announcement, it is expected that the Company will despatch a circular (“**Circular**”) containing, among other things, further information on the Joint Venture Agreement and the SP Agreement and other disclosure requirements under the Listing Rules on or before 31 August 2012.

As additional time is required for the Company to prepare and finalise the information to be included in the Circular, in particular, the accountants' report on the Target Companies, the date of despatch of the Circular is expected to be postponed to on or before 31 October 2012.

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

Hong Kong, 30 August 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.*