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AV CONCEPT HOLDINGS LIMITED

(Incorporated in the Cayman Islands
with limited liability)
(Stock Code: 595)

JADE CONCEPT LIMITED

(Incorporated in the British Virgin Islands
with limited liability)

JOINT ANNOUNCEMENT

**CLOSING OF THE MANDATORY CASH OFFER BY
CENTURION CORPORATE FINANCE LIMITED
ON BEHALF OF JADE CONCEPT LIMITED
FOR ALL THE ISSUED ORDINARY SHARES IN
AV CONCEPT HOLDINGS LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED BY
JADE CONCEPT LIMITED AND PARTIES ACTING
IN CONCERT WITH IT)**

Financial Adviser to Jade Concept Limited



CENTURION CORPORATE FINANCE LIMITED

Independent Financial Adviser to the Independent Board Committee



AMS Corporate Finance Limited

The latest time and date for acceptance of the Offer was 4:00 p.m. on 21 November 2006 and the Offer closed on 21 November 2006. The Offer has not been revised or extended as at the date of this announcement. As at 4:00 p.m. on 21 November 2006, valid acceptance of the Offer in respect of 11,243,889 Shares, representing 2.78% of the issued share capital of the Company, have been received by the Offeror. Subject to the completion of the transfer of these Shares, the Offeror and parties acting in concert with it will hold in aggregate 213,846,189 Shares (representing approximately 52.79% of the entire issued share capital of the Company) and public Shareholders will hold 191,236,230 Shares (representing approximately 47.21% of the entire issued share capital of the Company). This means that at least 25% of the Shares will be held in public hands after the closing of the Offer, as required under Rule 8.08 of the Listing Rules.

Reference is made to the composite offer document dated 31 October 2006 jointly issued by Jade Concept Limited and AV Concept Holdings Limited (the “**Composite Offer Document**”) and the announcement dated 7 November 2006 jointly issued by Jade Concept Limited and AV Concept Holdings Limited stating that the Offer has become unconditional on 7 November 2006. Terms used in the Composite Offer Document, unless the context otherwise require, shall bear the same meanings herein.

Closing of the Offer and acceptance level

The latest time and date for acceptance of the Offer was 4:00 p.m. on 21 November 2006 and the Offer has closed on 21 November 2006. The Offer has not been revised or extended as at the date of this announcement. As at 4:00 p.m. on 21 November 2006, valid acceptance of the Offer in respect of 11,243,889 Shares (representing 2.78% of the issued share capital of the Company and voting rights of the Company) have been received by the Offeror.

No acceptances have been received from parties acting in concert with the Offeror during the period from 31 October 2006, being the opening date of the Offer, to the date of this announcement.

Remittances in respect of the valid acceptances of the Offer has been, and will be, despatched to the relevant Accepting Shareholders by ordinary post at their own risk as soon as possible but in any event within 10 days of the receipt by the Registrar of duly completed acceptance.

Offeror’s interests in the Shares and Sale Shares

As at the date of the Joint Announcement of the Offer, the Offeror and the parties acting in concert with it held, controlled or directed 140,814,300 Shares, representing approximately 34.76% of the issued share capital of the Company. Following the acquisition of the 31,180,000 Sale Shares by the Offeror, which was completed on 10 October 2006, the aforesaid 34.76% interest was increased to 42.46%.

In addition, during the period between the date of the Joint Announcement and up to 12:30 p.m. on 7 November 2006, the Offeror acquired in aggregate 30,608,000 Shares as part of the On-market Purchases, representing approximately 7.56% of the issued share capital of the Company. As a result, the Offeror and parties acting in concert with it own in aggregate 202,602,300 Shares, representing approximately 50.02% of the issued share capital of the Company on 7 November 2006. The Offer became unconditional on 7 November 2006.

As at 4:00 p.m. on 21 November 2006, valid acceptance of the Offer in respect of 11,243,889 Shares, representing 2.78% of the issued share capital of the Company, have been received by the Offeror. Subject to the completion of the transfer of these Shares:

- the Offeror and parties acting in concert with it will hold 213,846,189 Shares (representing approximately 52.79% of the entire issued share capital of the Company); and
- public Shareholders will hold 191,236,230 Shares (representing approximately 47.21% of the entire issued share capital of the Company).

This means that at least 25% of the Shares will be held in public hands after the closing of the Offer, as required under Rule 8.08 of the Listing Rules.

Saved for the acceptances stated above, the acquisition of the Sale Shares and the On-market Purchases, the Offeror and parties acting in concert with it had not acquired or agreed to acquire any Shares during the offer period, from 9 October 2006 (being the date of the Joint Announcement i.e. commencement of the offer period as defined in the Takeovers Code) to the date of this announcement.

The table below sets out the shareholding structure of the Company as at the date of the Joint Announcement, immediately after Completion but before any On-market Purchases and immediately upon closing of the Offer:

Holders of Shares	As at the date of the Joint Announcement		Immediately after Completion but before any On-market Purchases		Immediately upon closing of the Offer (assuming completion of the transfer of Shares as a result of acceptance of the Offer)	
	Number of Approximate Shares	Percentage	Number of Approximate Shares	Percentage	Number of Approximate Shares	Percentage
Offeror and parties acting in concert with it	140,814,300	34.76%	171,994,300	42.46%	213,846,189	52.79%
Vendors	31,180,000	7.70%	–	0.00%	–	0.00%
Public	233,088,119	57.54%	233,088,119	57.54%	191,236,230	47.21%
Total	<u>405,082,419</u>	<u>100.00%</u>	<u>405,082,419</u>	<u>100.00%</u>	<u>405,082,419</u>	<u>100.00%</u>

By Order of the Board
AV CONCEPT HOLDINGS LIMITED
Lee Jeong Kwan
Director & CEO

By Order of the Board
JADE CONCEPT LIMITED
So Yuk Kwan
Director

Hong Kong, 21 November 2006

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

As at the date of this announcement, the sole director of the Offeror is Mr. So Yuk Kwan.

The Directors jointly and severally accept full responsibility for the accuracy of the information (except for the information relating to the Offeror) contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The director of the Offeror accepts full responsibility for the accuracy of the information (except for the information relating to Company and its subsidiaries) contained in this announcement and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.