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美亞控股有限公司*
MAYER HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1116)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Mayer Holdings Limited (the “**Company**”) will be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Friday, 22 April 2022 at 11:00 a.m. (the “**EGM**”) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the grant of 174,800,000 share options under the share option scheme adopted by the Company on 31 May 2019 (the “**Share Option Scheme**”) to Sino Light Investment Advisory Limited entitling it to subscribe for 174,800,000 shares of a nominal value of HK\$0.2 each in the capital of the Company (the “**Shares**”) at an exercise price of HK\$0.2 per Share and on the terms and conditions set out in the circular of the Company dated 30 March 2022 be and is hereby approved and that the directors of the Company (the “**Director(s)**”) be and are hereby authorised to do any and all such acts, deeds or things and/or execute all such documents or instruments as may be necessary, desirable or expedient in order to give effect to the foregoing.”

* *For identification purpose only*

2. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of and permission to deal in the Shares (as defined in Resolution 1 above) to be allotted and issued upon the exercise of options granted under the Share Option Scheme (as defined in Resolution 1 above), the existing limit in respect of the granting of share options to subscribe for the Shares under the Share Option Scheme be and is hereby refreshed provided that the total number of Shares which may be allotted and issued upon exercise of the share options granted under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution (the “**Refreshed Limit**”) and that the Directors be and are hereby authorised to grant share options under the Share Option Scheme up to the Refreshed Limit and to exercise all powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such share options.”
3. “**THAT:**
- (a) Mr. Xiao Libo be re-elected as an executive Director;
 - (b) Mr. Lam Chung Chak be re-elected as a non-executive Director;
 - (c) Dr. Cheung Ka Yue be re-elected as a non-executive Director;
 - (d) Mr. Chan Chun Kit be re-elected as an independent non-executive Director; and
 - (e) Mr. Lu Jianping be re-elected as an independent non-executive Director.”

By order of the Board
Mayer Holdings Limited
Lee Kwok Leung
Chairman and Executive Director

Hong Kong, 30 March 2022

Registered Office:
PO Box 309, Uglan House,
Grand Cayman, KY1-1104
Cayman Islands

*Headquarters and Principal Place of
Business in Hong Kong:*
21st Floor,
No. 88 Lockhart Road,
Wan Chai, Hong Kong

Notes:

- (a) All resolutions to be proposed and put to the vote at the EGM will be taken by poll except where the chairman, 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 pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.mayer.com.hk) in accordance with the Listing Rules.
- (b) Any member of the Company (“**Member**” or “**Shareholder**”) entitled to attend and vote at the EGM shall be entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a Member. A Member who/which is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (c) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or its adjourned meeting (as the case may be).
- (d) The completion, signing and return of the enclosed form of proxy shall not preclude Members from attending and voting in person at the EGM or its adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy previously submitted by such Member(s) shall be deemed to be revoked.
- (e) Where there are joint registered holders of any Share(s), any one of such persons may vote at the EGM, either in person or by proxy, in respect of such Share(s) as if he/she/it was solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by corporate representative or proxy, the vote of that one of the said persons so present whose name stands first on the register of Members in respect of such Share(s) shall be accepted to the exclusion of the votes of the other joint holders.

- (f) In order to determine entitlement of the Shareholders to attend and vote at the EGM (or at the adjournment thereof), the register of Members will be closed from Tuesday, 19 April 2022 to Friday, 22 April 2022 (both days inclusive), during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the EGM, non-registered Shareholders must lodge all duly completed and stamped transfers forms accompanied by the relevant share certificates with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 14 April 2022.

As at the date hereof, the Board comprises four executive Directors, namely Mr. Lee Kwok Leung (Chairman), Mr. Zhou Shi Hao, Mr. Chen Zhirui and Mr. Xiao Libo (Chief Executive Officer); two non-executive Directors, namely Mr. Lam Chung Chak and Dr. Cheung Ka Yue; and three independent non-executive Directors, namely Mr. Lau Kwok Hung, Mr. Chan Chun Kit and Mr. Lu Jianping.