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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Mayer Holdings Limited (the “**Company**” and the “**2022 AGM**”, respectively) will be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 14 December 2022 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the independent auditor of the Company for the 18 months ended 30 June 2022.
2. (a) To re-elect Mr. Zhou Shi Hao as an executive Director.

(b) To re-elect Mr. Chen Zhirui as an executive Director.

(c) To re-elect Mr. Lau Kwok Hung as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint ZHONGHUI ANDA CPA Limited as the independent auditor of the Company and authorise the Board to fix its remuneration.

and

* *For identification purpose only*

- A. To consider and, if thought fit, to pass with or without modification the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to buy back ordinary shares in the capital of the Company (the **“Shares”**) be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of Shares in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this Resolution), and the said approval shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purposes of this Resolution, **“Relevant Period”** means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws to be held; and
 - (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

6. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional ordinary shares in the capital of the Company (the **“Shares”**) and to make or grant offers, agreements, options and other securities, which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other securities, which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above otherwise than pursuant to: (i) a Rights Issue (as defined below); (ii) the exercise of the rights of subscription or conversion attaching to any instruments issued by the Company or any securities which are convertible into Shares; (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed the aggregate of:
 - (i) 20% of the aggregate number of Shares in issue at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this Resolution); and

- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company pursuant to Resolution 7 set out in the notice convening this meeting) the number of Shares bought back by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate number of Shares in issue at the date of passing this Resolution) (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of shares after the passing of this Resolution),

and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the approval given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of Shares, or an offer or issue of options or other securities giving rights to subscribe for Shares, open for a period fixed by the Company or the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

7. “**THAT** the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with any additional ordinary shares of the Company (the “**Shares**”) pursuant to Resolution 6 set out in the notice convening this meeting (the “**Notice**”) be and is hereby extended by the addition thereto of such further additional Shares as shall represent the aggregate number of Shares bought back by the Company subsequent to the time of passing the said Resolution 6, provided that the number of Shares so added shall not exceed 10% of the aggregate number of Shares in issue at the date of passing Resolution 5 set out in the Notice (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of the said Resolution 5).”
- B. As a special business to consider and, if thought fit, to pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

8. “**THAT:**
- (a) the proposed amendments to the existing memorandum of association and articles of association of the Company as set out in Appendix III of the circular of the Company dated 31 October 2022 (the “**Proposed Amendments**”) be and are hereby approved;
 - (b) the new memorandum of association and articles of association of the Company (the “**New Memorandum and Articles of Association**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and are hereby approved and adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company with immediate effect; and

- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of New Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

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

Hong Kong, 31 October 2022

Registered office:

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

*Head office and principal place of
business in Hong Kong:*

21st Floor
No. 88 Lockhart Road
Wan Chai
Hong Kong

Notes:

1. All resolutions to be proposed and put to the vote at the 2022 AGM 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 on the Stock Exchange (the “**Listing Rules**”). The results of the poll will be published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.mayer.com.hk) in accordance with Rule 13.39 (5) of the Listing Rules.
2. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the 2022 AGM 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.

3. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong (the "**Registrar**") Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for the 2022 AGM or the adjourned meeting thereof.
4. Where there are joint holders of any Shares, any one of such persons may vote at the 2022 AGM either personally, or by proxy, in respect of such Shares as if he/she were solely entitled thereto, and if more than one of such joint holders are present at the 2022 AGM personally or by proxy, the joint holder whose name stands first on the register of members of the Company (the "**Register**") in respect of the relevant joint holding shall alone be entitled to vote.
5. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the 2022 AGM or the adjourned meeting thereof and in such event, the form of proxy shall be deemed to be revoked. The Company recommends the Members to monitor the development of the situation of the novel coronavirus disease 2019 (the "**COVID-19**") and to assess, based on the social distancing policies, the necessity for attending the meeting in person. The Company encourages the Members to appoint the chairman of the meeting as proxy to vote on the relevant resolutions at the meeting as an alternative to attending the meeting in person.
6. With regard to resolutions 2 above, Mr. Zhou Shi Hao, Mr. Chen Zhirui and Mr. Lau Kwok Hung will retire as Directors at the 2022 AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 31 October 2022 (the "**Circular**").
7. With regard to resolution 5 above, the Directors wish to state that they will exercise the powers conferred thereby to buy back Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.
8. With reference to resolution 6 above, the Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the mandate to be given thereunder.
9. Shareholders' votes on resolution 7 above will be counted provided that ordinary resolutions 5 and 6 above are passed by the Shareholders.

10. The Register will be closed from Friday, 9 December 2022 to Wednesday, 14 December 2022, both days inclusive, during which period no transfer of Shares can be registered. In order to ascertain Shareholders' rights for the purpose of attending and voting at the 2022 AGM, non-registered Shareholders must lodge all duly completed and stamped transfer forms accompanied by the relevant share certificates with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Thursday, 8 December 2022.
11.
 - (a) Subject to paragraph (b) below, if a rainstorm warning signal is expected to be in force at any time during three hours before the time fixed for the holding of the 2022 AGM, the 2022 AGM will be postponed and the Members will be informed of the date, time and venue of the postponed 2022 AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
 - (b) If a rainstorm warning signal is lowered or cancelled three hours before the time fixed for holding the 2022 AGM and where conditions permit, the 2022 AGM will be held as scheduled.
 - (c) The 2022 AGM will be held as scheduled when a thunderstorm warning signal is in force.
12. In view of the ongoing COVID-19 epidemic and recent guidelines for the prevention and control of its spread, the Company will implement the following precautionary measures at the 2022 AGM to protect the Shareholders, staff and other stakeholders who attend the 2022 AGM from the risk of infection:
 - (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee. Any person with a body temperature of 37.4 degrees Celsius or higher may be denied entry into the 2022 AGM venue or be required to leave the 2022 AGM venue;
 - (ii) all attendees will be required to scan the "LeaveHomeSafe" venue QR code and the anti-COVID-19 vaccination record, wear surgical face masks before they are permitted to enter the 2022 AGM venue and throughout their attendance at the 2022 AGM, and maintain a safe distance between the seats (please bring your own mask);
 - (iii) no souvenirs will be distributed at the 2022 AGM;
 - (iv) no refreshment will be served at the 2022 AGM; and
 - (v) no person will be allowed to enter the 2022 AGM venue if he/she is subject to any of the Government of Hong Kong's prescribed quarantine or medical surveillance requirements or has any flu-like or upper respiratory tract infection symptoms.

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