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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult an exchange participant or other securities dealer licensed as a licensed person under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, bank manager, solicitor, certified public accountant or other professional adviser.

**If you have sold or transferred** all your shares in Mayer Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the exchange participant, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING  
FOR REMOVAL OF DIRECTORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice convening the EGM to be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 8 November 2023 at 11:00 a.m. is set out on pages 7 and 8 of this circular. A form of proxy for use by the Shareholders in connection with the EGM is enclosed herewith.

If you do not intend to attend, speak and vote at the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Registrar, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 11:00 a.m. on Monday, 6 November 2023, or in case of the adjournment thereof, not later than 48 hours before the time appointed for holding such adjourned meeting. Completion and return of the form of proxy will not preclude you from attending, speaking and voting in person at the EGM or the adjourned meeting should you so wish.

\* For identification purpose only

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## DEFINITIONS

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*In this circular, the following expressions have the following respective meanings unless the context otherwise requires:*

“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time;
“Board”	the board of Directors;
“Company”	Mayer Holdings Limited (美亞控股有限公司*), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on the main board of the Stock Exchange (stock code: 1116);
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting to be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 8 November 2023 at 11:00 a.m. (or the adjournment thereof);
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Latest Practicable Date”	16 October 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Mr. Chen”	Mr. Chen Zhirui, an executive Director;
“Mr. Zhou”	Mr. Zhou Shi Hao, an executive Director;
“Registrar”	the branch share registrar of the Company in Hong Kong;
“Proposed Resolutions”	the proposed ordinary resolutions set out in the Requisition Letter from the Requisitionist to the Company in relation to the Removal of Directors;
“Removal of Directors”	the removal of Mr. Zhou and Mr. Chen as Directors;
“Requisition”	the subject requisition contained in the Requisition Letter relating to the proposed Removal of Directors;

\* For identification purpose only

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## DEFINITIONS

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“Requisition Letter”	a letter dated 10 October 2023 received by the Company on 12 October 2023 from the Requisitionist setting out the Requisition made pursuant to article 68 of the Articles of Association;
“Requisitionist”	HKSCC Nominees Limited, in its capacity as the nominee of CCASS Depository (a recognised clearing house), which made the Requisition pursuant to the instruction of Mr. Cheung Ngan, being the holder of 518,680,000 Shares, representing approximately 24.04% of the total issued share capital of the Company carrying the right of voting at general meetings of the Company as at the date of deposit of the Requisition, and who is a substantial shareholder of the Company;
“Share(s)”	the ordinary share(s) of HK\$0.20 each of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules; and
“%”	per cent.

*References to time and dates in this circular are to the time and dates in Hong Kong.*

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Lee Kwok Leung (*Chairman*)  
Mr. Zhou Shi Hao (*Duties Suspended*)  
Mr. Chen Zhirui (*Duties Suspended*)  
Mr. Xiao Libo (*Chief Executive Officer*)  
Dr. Cheung Ka Yue

*Non-executive Director:*

Mr. Lam Chung Chak

*Independent Non-executive Directors:*

Mr. Lau Kwok Hung  
Mr. Chan Chun Kit  
Mr. Lu Jianping

*Registered office:*

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

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

Room 2001, 20/F  
Tung Ning Building  
2 Hellier Street  
Hong Kong

20 October 2023

*To the Shareholders*

Dear Sir or Madam,

### **REQUISITION FOR AN EXTRAORDINARY GENERAL MEETING FOR REMOVAL OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 15 October in relation to the Requisition. The purpose of this circular is to provide you with (i) the information of the Proposed Resolutions under the Requisition; and (ii) the notice of the EGM.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### REQUISITION BY A SHAREHOLDER

#### Requisition

On 12 October 2023, the Company received the Requisition Letter from the Requisitionist, requesting the Board to call for an extraordinary general meeting of the Company in accordance with article 68 of the Articles of Association for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

1. “**THAT** Mr. Zhou Shi Hao be and is hereby removed as a director of the Company pursuant to article 118(a) of the Articles of Association with immediate effect upon passing of this resolution.”
2. “**THAT** Mr. Chen Zhirui be and is hereby removed as a director of the Company pursuant to article 118(a) of the Articles of Association with immediate effect upon passing of this resolution.”

As at the date of deposit of the Requisition, Mr. Cheung held 518,680,000 issued Shares, representing approximately 24.04% of the issued share capital of the Company.

#### Relevant Provisions of the Articles of Association

Pursuant to article 68 of the Articles of Association, the Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members of the Company holding alone or together, as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights, on a one vote per share basis, in the share capital of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Further, pursuant to 118(a) of the Articles of Association, the Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his term of office notwithstanding anything in the Articles of Association or in any agreement between the Company and such Director.

In accordance with the relevant provisions of the Articles of Association, the Board (i) has proceeded to duly convene the EGM within 21 days from the date of receipt of the Requisition Letter, and (ii) will hold the EGM within 21 days after the date of the notice convening the EGM.

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## LETTER FROM THE BOARD

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### **Reasons for the Proposed Resolutions**

The Requisition Letter did not set out any reasons and/or grounds for the Proposed Resolutions. Accordingly, the Board is not able to provide the Shareholders with any reasons and/or grounds in respect of the Proposed Resolutions for consideration.

### **EGM**

A notice convening the EGM to be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 8 November 2023 at 11:00 a.m. is set out on pages 7 and 8 of this circular. At the EGM, the Proposed Resolutions will be proposed.

For determining the entitlement to attend, speak and vote at the EGM, the register of members of the Company will be closed from Monday, 6 November 2023 to Wednesday, 8 November 2023, both days inclusive, during which period no transfer of Shares can be registered. To qualify for attending and voting at the EGM, 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 Friday, 3 November 2023.

### **ACTIONS TO BE TAKEN**

A form of proxy for use in connection with the EGM is enclosed with this circular. If you do not intend to attend, speak and vote at the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 11:00 a.m. on Monday, 6 November 2023, or in case of the adjournment thereof, not less than 48 hours before the time appointed for holding such adjourned meeting.

Completion and return of a form of proxy will not preclude you from attending, speaking and voting in person at the EGM or its adjourned meeting should you so wish. In such event, the form of proxy shall be deemed to be revoked.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries (excluding those of Mr. Zhou and Mr. Chen), none of the Shareholders is required to abstain from voting on any of the Proposed Resolutions to be proposed at the EGM pursuant to the Listing Rules and/or the Articles of Association.

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## LETTER FROM THE BOARD

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On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote need not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors (save and except Mr. Zhou and Mr. Chen) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors (save and except Mr. Zhou and Mr. Chen), having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### LANGUAGE

The English text of this circular shall prevail over the Chinese text in case of any inconsistency.

Yours faithfully,  
By Order of the Board  
**Mayer Holdings Limited**  
**Lee Kwok Leung**  
*Chairman and Executive Director*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Mayer Holdings Limited (the “**Company**” and the “**EGM**”, respectively) as requisitioned by one its shareholders in accordance with the articles of association of the Company (the “**Articles of Association**”) will be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 8 November 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

- 1 “**THAT** Mr. Zhou Shi Hao be and is hereby removed as a director of the Company pursuant to article 118(a) of the Articles of Association with immediate effect upon passing of this resolution.”
- 2 “**THAT** Mr. Chen Zhirui be and is hereby removed as a director of the Company pursuant to article 118(a) of the Articles of Association with immediate effect upon passing of this resolution.”

Yours faithfully,

By Order of the Board

**Mayer Holdings Limited**

**Lee Kwok Leung**

*Chairman and Executive Director*

Hong Kong, 20 October 2023

*Registered office:*

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

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

Room 2001, 20/F  
Tung Ning Building  
2 Hellier Street  
Hong Kong

\* For identification purpose only

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. 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 on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**” and the “**Listing Rules**”, respectively). The results of the poll will be published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.mayer.com.hk](http://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 EGM shall be entitled to appoint a proxy to attend, speak 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 of the Company (the “**Shares**”) may appoint more than one proxy to represent him/her/it to attend, speak 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 EGM or the adjourned meeting thereof.
4. Where there are joint holders of any Shares, any one of such persons may vote at the EGM 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 EGM personally or by proxy, the joint holder whose name stands first on the register of members of the Company 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, speaking and voting in person at the EGM or the adjourned meeting thereof and in such event, the form of proxy shall be deemed to be revoked.
6. The register of members of the Company will be closed from Monday, 6 November 2023 to Wednesday, 8 November 2023, 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 EGM, 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 Friday, 3 November 2023.
7.
  - (a) Subject to paragraph (b) below, if a black rainstorm warning signal is expected to be in force at any time during three hours before the time fixed for the holding of the EGM, the EGM will be postponed and the Members will be informed of the date, time and venue of the postponed EGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
  - (b) If a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for holding the EGM and where conditions permit, the EGM will be held as scheduled.
  - (c) The EGM will be held as scheduled when a thunderstorm warning signal is in force.
8. Reference to time and dates in this notice are to Hong Kong time and dates.
9. The English text of this notice shall prevail over the Chinese text in case of any inconsistency.

*As at the date hereof, the Board comprises five executive Directors, namely Mr. Lee Kwok Leung (Chairman), Mr. Zhou Shi Hao (duties suspended), Mr. Chen Zhirui (duties suspended), 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.*