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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)

RESUMPTION GUIDANCE AND CONTINUED SUSPENSION OF TRADING

This announcement is made by Mayer Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the SFO.

References are made to the announcements of the Company dated 28 December 2023, 30 November 2023, 31 and 10 October 2023, 29 September 2023, 31 and 10 August 2023 and 15 June 2023 (collectively, the “**Announcements**”). Capitalized terms used herein shall have the same respective meanings as defined in the Announcements unless otherwise stated.

RESUMPTION GUIDANCE

On 28 December 2023, the Company received a letter from the Stock Exchange setting out the following guidance for the resumption of trading in the shares of the Company (the “**Shares**”) on the Stock Exchange (the “**Resumption Guidance**”):

- (a) Publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (b) Conduct an appropriate independent investigation into the Allegations (of which the details are set out in the Company’s announcement of 15 June 2023), assess the impact on the Company’s business operation and financial position, announce the findings and take appropriate remedial actions;
- (c) Demonstrate the Company’s compliance with Rule 13.24 of the Listing Rules; and
- (d) Inform the market of all material information for the Shareholders and the Company’s investors to appraise the Company’s situation.

The Company must meet all Resumption Guidance, remedy the substantive issues causing the trading suspension of the Shares (the “**Suspension**”) and fully comply with the Listing Rules to the Stock Exchange’s satisfaction before trading in the Shares is allowed to resume. Whilst the Company may seek the Stock Exchange’s guidance on its resumption plan, its resumption plan is not subject to the prior approval from the Stock Exchange before implementation. The Stock Exchange may modify or supplement the Resumption Guidance if the Company’s situation changes.

Under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the Company’s case, the 18-month period will expire on 28 March 2025. If the Company fails to remedy the substantive issues causing the Suspension, fulfill the Resumption Guidance and fully comply with the Listing Rules to the Stock Exchange’s satisfaction and resume trading in its Shares by 28 March 2025, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company’s listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Company must also comply with the Listing Rules and all applicable laws and regulations in Hong Kong and the Cayman Islands before resumption.

The Company will make further announcement(s) in relation to the above matters as and when appropriate and in accordance with the requirements of the Listing Rules to keep the Shareholders and its potential investors informed of the latest progress in complying with the Resumption Guidance.

CONTINUED SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended since 9:00 a.m. on 29 September 2023 and will remain suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 3 January 2024

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Lee Kwok Leung (Chairman), Mr. Xiao Libo (Chief Executive Officer) and Dr. Cheung Ka Yue; and three independent non-executive Directors, namely Mr. Lau Kwok Hung, Mr. Chan Chun Kit and Mr. Lu Jianping.

* *For identification purpose only*