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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)

**(1) ADDITIONAL RESUMPTION GUIDANCE;
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTOR AND CHANGE IN COMPOSITION OF BOARD
COMMITTEES; AND
(3) 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 19 and 3 January 2024, as well as 28 December, 30 November, 31 and 10 October, 29 September, 31 and 10 August and 15 June 2023 (collective, the “**Announcements**”). Capitalized terms used herein shall have the same respective meanings as defined or adopted in the Announcements unless otherwise stated.

1. ADDITIONAL RESUMPTION GUIDANCE

As disclosed in the Company’s announcement dated 19 January 2024, following the resignation of Mr. Chan as an INED with effect from 18 January 2024, the number of each of the INEDs and the members of the Audit Committee falls below the minimum number of three and the Company is not in compliance with Rules 3.10(1) and 3.21 of the Listing Rules.

On 24 January 2024, the Company received a letter from the Stock Exchange setting out additional guidance for the resumption of trading in the Shares on the Stock Exchange (the “**Additional Resumption Guidance**”, together with the Resumption Guidance imposed by the Stock Exchange on 28 December 2023, the “**Updated Resumption Guidance**”):

- Re-comply with Rules 3.10(1) and 3.21 of the Listing Rules.

The Stock Exchange also indicated that it may modify the Updated Resumption Guidance and/or give further guidance as and when appropriate.

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 Updated Resumption Guidance.

2. APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

Appointment of INED

The Board is pleased to announce that with effect from 26 January 2024, Mr. Du Ning (“**Mr. Du**”) has been appointed as an INED. The brief biographical particulars of Mr. Du are set out below:

Mr. Du, aged 43, graduated from the Law School of Shanghai Jiao Tong University Law School in the People’s Republic of China (“**China**”) in 2003 with a bachelor’s degree in laws. After graduation, he worked for large law firms in Chongqing, China as a paralegal and lawyer, and accumulated more than 20 years of legal experience. Mr. Du has been qualified as a practising lawyer in China since October 2004.

Through continuous professional studies and work accumulation, Mr. Du has a solid legal theoretical foundation, rich practical experience, agile thinking and adaptability. During his practice, he has served in many legal affairs such as real estate project mergers and acquisitions, corporate governance and daily operation management, and has extensive experience in the field of civil and commercial dispute resolution. He has provided year-round legal services to many large state-owned banks and listed companies and successfully dealt with a large number of civil and commercial contracts, company equity disputes, patents and trademarks and other intellectual property disputes, safeguarding the legitimate rights and interests of clients. During his work in recent years, Mr. Du also served as the legal advisor and director of the business department (at the early stage) of the western region of a certain large real estate enterprise, was deeply involved in corporate business decision-making and daily management and with his unique understanding and comprehensive judgement ability, handled related business, finance, upstream and downstream and shareholder relations of the company.

Mr. Du has been appointed as an INED for an initial term of one year commencing on 26 January 2024, which is automatically renewable for a successive term of one year each commencing on the expiry of the then current term of appointment, subject to termination by either party serving notice to the other party in writing. Mr. Du will be subject to retirement and re-election at the next following annual general meeting of the Company and thereafter subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Du will be entitled to an annual director’s fee of RMB180,000, which has been determined by the Board upon the recommendation of the Remuneration Committee by reference to his responsibilities with the Company, qualifications and experience as well as the prevailing market rate.

Mr. Du has confirmed that he fulfills the independence requirements under Rule 3.13 of the Listing Rules and is not aware of any other circumstances that will undermine his independence to act as an INED.

As at the date of this announcement, Mr. Du has confirmed that he does not:

- (a) hold any directorships in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years;
- (b) have any relationship with any Directors or senior management, substantial shareholders or controlling shareholders (the latter two terms having their respective meanings ascribed thereto under the Listing Rules) of the Company; and
- (c) have any interests in the shares, underlying shares or debentures of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above,

- (i) Mr. Du does not hold any other position with the Company or its subsidiaries or other major appointments and professional qualifications;
- (ii) there are no other matters relating to the appointment of Mr. Du as an INED that need to be brought to the attention of the Shareholders; and
- (iii) there is no other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to express its warm welcome to Mr. Du for his new appointment.

Change in Composition of Board Committees

The Board also announces that with effect from 26 January 2024, Mr. Du, an INED, has been appointed as a member of each of the Audit Committee, the Nomination Committee, the Remuneration Committee and the II Committee.

Fulfilment of Additional Resumption Guidance and Compliance with Requirements of Listing Rules

Immediately following the appointment of Mr. Du as an INED with effect from 26 January 2024, the Board comprises six members, including three INEDs. Accordingly, the Company has fulfilled the minimum number of INEDs required by Rule 3.10(1) of the Listing Rules.

Immediately following the appointment of Mr. Du as a member of the Audit Committee with effect from 26 January 2024, there are three members of the Audit Committee. Accordingly, the Company has complied with the requirement of the minimum number of the Audit Committee members as prescribed in Rule 3.21 of the Listing Rules.

As such, the Company has fulfilled the Additional Resumption Guidance.

Update of II Committee

The Company wishes to update the Shareholders and its potential investors of the II Committee that immediately following the appointment of Mr. Du as a member of the II Committee with effect from 26 January 2024, the II Committee comprises all the INEDs, namely Mr. Lu Jianping (chairman), Mr. Lau Kwok Hung and Mr. Du.

3. 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, 26 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 INEDs, namely Mr. Lau Kwok Hung, Mr. Lu Jianping and Mr. Du Ning.

* *For identification purpose only*