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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)

**RESIGNATION OF BOARD CHAIRMAN AND EXECUTIVE DIRECTOR,
APPOINTMENT OF BOARD CHAIRMAN AND EXECUTIVE DIRECTOR,
CHANGE OF AUTHORIZED REPRESENTATIVES,
CHANGE IN COMPOSITION OF BOARD COMMITTEES
AND CONTINUED SUSPENSION OF TRADING**

RESIGNATION OF BOARD CHAIRMAN AND EXECUTIVE DIRECTOR

The board of directors of Mayer Holdings Limited (the “**Company**”, the “**Directors**” and the “**Board**”, respectively) announces that Mr. Lee Kwok Leung (“**Mr. Lee**”) has tendered his resignation as the chairman of the Board (the “**Board Chairman**”) and an executive Director, which will take effect on 12 June 2024, in order to devote more time to his family and other engagements, and accordingly, shall on the same date cease to be:

- (1) one of the two authorized representatives of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**” and the “**Listing Rules Authorized Representative(s)**”, respectively);
- (2) an authorized representative of the Company for accepting on behalf of the Company service of process or notice in Hong Kong under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (together with Listing Rules Authorized Representative(s), collectively, the “**Authorized Representatives**”); and
- (3) the chairman of the Board’s nomination committee (the “**Nomination Committee**”) and a member of the Board’s remuneration committee (the “**Remuneration Committee**”).

Mr. Lee has confirmed that he has no disagreement with the Board and there is no matter relating to his above resignation and cessation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lee for his valuable contributions to the Company during his tenure of Board chairmanship and directorship.

APPOINTMENT OF BOARD CHAIRMAN AND EXECUTIVE DIRECTOR

The Board is pleased to announce that with effect from 12 June 2024, Dr. Ip Yun Kit (“**Dr. Ip**”) will be appointed as an executive Director and the Board Chairman. The brief biographical particulars of Dr. Ip are set out below:

Dr. Ip, aged 64, holds a Doctor of Management from the Southern Cross University in Australia.

In 2002, Dr. Ip was appointed as a visiting professor at the City University of Macau (formerly Asia International Open University). He is a doctoral supervisor and has been supervising students conducting various research. Dr. Ip obtained the Six Sigma Master Black Belt qualification in quality management in 2003 and the international project management trainer qualification in 2008. In 2014, he was awarded the Chartered Building Engineer designation, followed by the Sustainable Development Planner designation from the UNESCO Hong Kong Association in 2018. A year later, he became a member of the Institute of Public Accountants in Melbourne, Australia. In 2020, he became a member of the International Federation of Inventors’ Association in Geneva, Switzerland.

Dr. Ip has been invited to join the boards of directors of different companies and has held positions as an independent non-executive director, executive director and acting chairman. His understanding of listed companies’ operations extends to involvement in acquisitions and mergers. Additionally, he was a Responsible Officer (Type 4 regulated activity) of Fruit Tree Securities Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (“**SFO**”).

Dr. Ip will be appointed by the Company as an executive Director for an initial term of one year commencing on 12 June 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. Dr. Ip 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. Dr. Ip will be appointed as directors of certain subsidiaries of the Company, including Guangzhou Mayer Corporation Limited. Dr. Ip will receive a monthly director’s fee of HK\$50,000 from the Company, which has been determined by the Remuneration Committee by reference to his responsibilities with the Company and its subsidiaries, qualifications and experience as well as the prevailing market rate.

As at the date of this announcement, Dr. Ip 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 SFO.

Save as disclosed above,

- (i) Dr. Ip 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 Dr. Ip as an executive Director and the Board Chairman 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 Dr. Ip for his new appointment.

CHANGE OF AUTHORIZED REPRESENTATIVES AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board also announces that immediately following Mr. Lee's cessation of the positions mentioned above, Dr. Ip will be appointed as the Authorized Representatives, the chairman of the Nomination Committee and a member of the Remuneration Committee with effect from 12 June 2024.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company (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, 11 June 2024

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

* *For identification purpose only*