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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: 01116)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Mayer Holdings Limited (the “**Company**”) will be held at 2:00 p.m. on Monday, 15 October 2018 at 3/F., Alliance Building, 130-136 Connaught Road Central, Hong Kong to consider and, if thought fit, passing, with or without modifications, the following resolution:

SPECIAL RESOLUTION

1. “**That:**

- (a) the entering into of the settlement deed (“**Settlement Deed**”) dated 20 July 2018 made between the Company, Make Success Limited (“**Make Success**”) and Yield Rise Limited (a copy of the Settlement Deed marked “A” has been produced to the EGM and signed by the Chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed;
- (b) subject to the approval having been granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director (the “**Executive**”) and not having been withdrawn, the buy-back and cancellation of 236,363,636 shares of a nominal value of HK\$0.1 each in the existing share capital of the Company (“**Share(s)**”) by the Company from Make Success as contemplated under the Settlement Deed (the “**Share Buy-backs**”) be and is hereby approved; and
- (c) any Director be and is hereby authorised to execute all other documents whether under the common seal of the Company or otherwise and to do all such acts or things for and on behalf of the Company as he/she may consider appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the Settlement Deed and the Share Buy-backs.”

* *For identification purpose only*

ORDINARY RESOLUTIONS

2. “**That** subject to the passing of resolution numbered 1 above, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Adjusted Shares (as defined below), the Company obtaining all necessary consents and approvals regarding the Capital Reorganisation (as defined below), and completion of the Share Buy-backs:
- (a) every two issued and unissued Shares of a nominal value of HK\$0.10 each be and is hereby consolidated into one adjusted share of a nominal value of HK\$0.20 (“**Adjusted Share(s)**”), such that following such consolidation, the Company’s authorised share capital shall be HK\$200,000,000 divided into 1,000,000,000 Adjusted Shares of a nominal value of HK\$0.20 each (“**Share Consolidation**”);
 - (b) such Adjusted Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;
 - (c) the authorised share capital of the Company be and is hereby increased to HK\$800,000,000 divided into 4,000,000,000 Adjusted Shares of a nominal value of HK\$0.20 each by the creation of 3,000,000,000 Adjusted Shares of a nominal value of HK\$0.20 each (“**Authorised Share Capital Increase**”);
 - (d) the Adjusted Shares be and hereby traded in board lots of 10,000 Adjusted Shares (“**Change in Board Lot**”, together with the Share Consolidation and the Authorised Share Capital Increase, the “**Capital Reorganisation**”); and
 - (e) any Director be and is hereby authorised to execute all other documents whether under the common seal of the Company or otherwise and to do all such acts or things for and on behalf of the Company as he/she may consider appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the Capital Reorganisation.”
3. “**That** subject to the passing of resolutions numbered 1 and 2 above, the Stock Exchange granting the listing of, and permission to deal in, the Remuneration Shares (as defined below), and completion of each of the Share Buy-backs and the Capital Reorganisation, the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue 4,000,000 Adjusted Shares (“**Remuneration Shares**”) to Veda Capital Limited, and any Director be and is hereby authorised to execute all other documents whether under the common seal of the Company or otherwise and to do all such acts or things for and on behalf of the Company as he/she may consider appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the allotment and issue of the Remuneration Shares.”

4. **“That** subject to the passing of resolutions numbered 1 and 2 above, the Stock Exchange granting the listing of, and permission to deal in the Offer Shares (as defined below), completion of the Capital Reorganisation, the waiver pursuant to rule 7 of the Code on Share Buy-backs having been granted by the Executive and not having been withdrawn, and the fulfilment of the conditions set out in the Underwriting Agreement (as defined below) and the Underwriting Agreement not being terminated in accordance with the terms thereof:
- (a) the allotment and issue by way of open offer (the **“Open Offer”**) of 1,398,400,000 Adjusted Shares (the **“Offer Shares”**) at the price of HK\$0.20 per Offer Share to the qualifying shareholders (the **“Qualifying Shareholders”**) of the Company whose names appear on the register of members of the Company on Friday, 26 October 2018 (or such other date as may be agreed between the Company and the Underwriters for the determination of the entitlements under the Open Offer) (the **“Record Date”**) (excluding those overseas shareholders whom the Directors, after making relevant enquires pursuant to Rule 13.36(2) of the Rules Governing the Listing of Securities on Main Board of the Stock Exchange (the **“Listing Rules”**), consider it necessary or expedient to exclude from the Open Offer on account either of the legal restrictions under the laws of the relevant place or the requirements of any relevant regulatory body or stock exchange in that place (the **“Excluded Shareholders”**)) on the basis of four (4) Offer Shares for every one (1) Adjusted Share held on the Record Date and otherwise pursuant to and subject to the terms and conditions set out in the Underwriting Agreement (as defined below), and the transactions contemplated thereunder, be and are hereby approved;
 - (b) the Directors be and are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to Excluded Shareholders as they deem necessary or expedient 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, and to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution;
 - (c) the entering into of the underwriting agreement dated 20 July 2018 made between the Company, Yicko Securities Limited, President Securities (Hong Kong) Limited and Kam Fai Securities Company Limited (the **“Underwriters”**) (as amended and supplemented by the supplement agreement dated 18 September 2018 made between the Company and the Underwriters) (the **“Underwriting Agreement”**, a copy of which has been produced to this meeting marked “B” and signed by the chairman of this meeting for the purpose of identification) and any transaction contemplated thereunder be and are hereby approved, confirmed and ratified;

- (d) the arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and is hereby approved, confirmed and ratified; and
- (e) any Director be and is hereby authorised to execute all other documents whether under the common seal of the Company or otherwise and to do all such acts or things for and on behalf of the Company as he/she may consider appropriate or desirable relating to or in connection with the matters contemplated in and/ or for implementation of the Open Offer.”

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

Hong Kong, 21 September 2018

Registered Office:

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

Head Office and Principal Place of Business:

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

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, on poll, vote on his behalf. A proxy need not be a member of the Company.
2. 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 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 any adjourned meeting thereof.
3. Where there are joint holders of any shares of the Company, any one of such persons may vote at the EGM either personally, or by proxy, in respect of such shares of the Company as if he 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.
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjourned meeting thereof and in such event, the form of proxy shall be deemed to be revoked.

As at the date hereof, the Board comprises three executive directors, namely Mr. Lee Kwok Leung, Mr. Xu Lidi and Mr. Lin Jinhe; one non-executive director, namely Mr. Wang Dongqi; and three independent non-executive directors, namely Mr. Lau Kwok Hung, Mr. Deng Shimin and Ms. Chen Yen Yung.

The English text of this announcement shall prevail over its Chinese text.