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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGE IN COMPOSITION OF BOARD COMMITTEES

Resignation of Independent Non-Executive Director

The board of directors of Mayer Holdings Limited (the “**Company**”, the “**Directors**” and the “**Board**”, respectively) announces that with effect from 28 February 2022, Mr. Wong Chi Kin (“**Mr. Wong**”) has resigned as an independent non-executive Director (the “**INED**”) in order to devote more time to his business and accordingly, has ceased to be the chairman and a member of the Board’s remuneration committee (the “**Remuneration Committee**”) and a member of each of the Board’s audit committee (the “**Audit Committee**”) and nomination committee (the “**Nomination Committee**”).

Mr. Wong has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation and cessation above-mentioned 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. Wong for his valuable contributions to the Company during his tenure of directorship.

Appointment of INED

The Board is pleased to announce that with effect from 28 February 2022, Mr. Lu Jianping (“**Mr. Lu**”) has been appointed as an INED.

The biographical details of Mr. Lu are set out below:

Mr. Lu, aged 57, has over 30 years' engineering and management experience gained from working in a number of companies in Guangzhou and Tsingtao in the People's Republic of China (the "PRC"). He is currently a professional technical staff of Guangzhou Yangcheng Property Management Co., Ltd. and graduated from Jingqiao University in the PRC with a professional diploma in laws.

Mr. Lu has been appointed as an INED for an initial term of one year commencing on 28 February 2022, which is automatically renewable for a successive term of one year each commencing from the expiry of the then current term of appointment, subject to termination by either party serving notice to the other party in writing. Mr. Lu will be subject to retirement and re-election at the next following 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. Lu is entitled to an annual director's fee of HK\$150,000, which has been determined by the Board by reference to his responsibilities with the Company, qualification and experience as well as the prevailing market rate.

Mr. Lu 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. Lu 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, senior management or substantial shareholders or controlling shareholders (the latter terms having their respective meanings ascribed thereto under the Rules Governing the Listing of Securities on the Stock Exchange (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. Lu 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. Lu 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. Lu for his new appointment.

Change in Composition of Board Committees

The Board further announces that with effect from 28 February 2022,

- (a) Mr. Chan Chun Kit, an INED, has been appointed as the chairman of the Remuneration Committee; and
- (b) Mr. Lu has been appointed as a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee.

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

Hong Kong, 28 February 2022

As at the date hereof, the Board comprises four executive Directors, namely Mr. Lee Kwok Leung (Chairman), Mr. Zhou Shi Hao, Mr. Chen Zhirui and Mr. Xiao Libo; three non-executive Directors, namely Mr. Lam Chung Chak, Ms. Cheng Bo Kei Peggy and Dr. Cheung Ka Yue; and four INEDs, namely Mr. Lau Kwok Hung, Dr. Li Yutong, Mr. Chan Chun Kit and Mr. Lu Jianping.

* For identification purpose only