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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)

REQUISITION FROM SHAREHOLDER TO REMOVE DIRECTORS

This announcement is made by Mayer Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 12 October 2023, the Company received a letter dated 10 October 2023 from HKSCC Nominees Limited as the nominee holder for shares in the CCASS Depository (a recognized clearing house) which made a requisition pursuant to the instruction of Mr. Cheung Ngan (“**Mr. Cheung**”), requesting the board of directors of the Company (the “**Board**”) to call for an extraordinary general meeting of the Company (the “**EGM**”) in accordance with article 68 of the articles of association of the Company (the “**Articles**”) for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company (the “**Requisition**”):

1. “THAT Mr. Zhou Shi Hao be and is hereby removed as a director of the Company pursuant to article 118(a) of the Articles with immediate effect upon passing of this resolution.”
2. “THAT Mr. Chen Zhirui be and is hereby removed as a director of the Company pursuant to article 118(a) of the Articles with immediate effect upon passing of this resolution.”

As at the date of deposit of the Requisition, Mr. Cheung held 518,680,000 issued shares of the Company, representing approximately 24.04% of the issued share capital of the Company.

Pursuant to article 68 of the Articles, general meetings (including an EGM) can be convened on the written requisition of any one or more members of the Company holding alone or together as at the date of deposit of the requisition, shares representing not less than one-tenth of the voting rights, on a one vote per share basis, in the share capital of the Company which carry the right of voting at general meetings of the Company. The written requisition shall specify the objects of the meetings and the resolutions to be added to the meeting agenda. The Board shall within 21 days from the date of the requisition proceed duly to convene the meeting within a further 21 days.

The Company will convene the necessary EGM in accordance with the Requisition and according to the Articles.

A circular containing further details of the proposed removal of directors of the Company (the “**Directors**”) and a notice convening the EGM and the relevant form of proxy will be despatched to the shareholders of the Company (the “**Shareholders**”) as soon as practicable.

The content of this announcement has been approved by all the Directors save and except Mr. Zhou Shi Hao and Mr. Chen Zhirui.

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

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

Hong Kong, 15 October 2023

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Lee Kwok Leung (Chairman), Mr. Zhou Shi Hao (duties suspended), Mr. Chen Zhirui (duties suspended), Mr. Xiao Libo (Chief Executive Officer) and Dr. Cheung Ka Yue; one non-executive Director, namely Mr. Lam Chung Chak; and three independent non-executive Directors, namely Mr. Lau Kwok Hung, Mr. Chan Chun Kit and Mr. Lu Jianping.

** For identification purpose only*