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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)

INSIDE INFORMATION ISSUE OF A WRIT OF SUMMONS

This announcement is made by Mayer Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2)(a) 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, Laws of Hong Kong).

Reference is made to the announcement of the Company dated 8 November 2023 on the poll results of the extraordinary general meeting of the Company held on the even date (the “**EGM**”), whereby it is disclosed that the Company disputed the validity of the votes of Harbour Prestige International Limited (“**Harbour Prestige**”), being 410,000,000 votes (the “**Votes**”) against the respective resolutions to remove Mr. Zhou Shi Hao (“**Mr. Zhou**”) and Mr. Chen Zhirui as directors of the Company (the “**Directors**” and the “**Resolutions**”, respectively), and would seek legal advice on the matter.

On 13 November 2023, the Company and Elate Ample Limited (“**Elate Ample**”, a wholly-owned subsidiary of the Company), as plaintiffs (collectively, the “**Plaintiffs**”), filed a writ of summons with the High Court of the Hong Kong Special Administrative Region with an indorsement of claim against Harbour Prestige, Mr. Zhou (the ultimate beneficial owner and/or director and/or effective controller of Harbour Prestige) and Yicko Finance Limited (“**Yicko**”) (collectively, the “**Defendants**”). On the basis of the terms of a sale and purchase agreement dated 11 June 2019 (as supplemented by various supplemental agreements) (the “**SPA**”) entered into among the Company, Elate Ample, Harbour Prestige and Mr. Zhou, an escrow agreement dated 26 November 2019 (the “**Escrow Agreement**”) was entered into among Harbour Prestige, Elate Ample, the Company and Yicko, whereby it was agreed that 410,000,000 shares of the Company registered under the name of Harbour Prestige (the “**Escrow Shares**”) are/were held in

* For identification purpose only

escrow by Yicko. Pursuant to the terms of the Escrow Agreement, until the Escrow Shares are released by Yicko to Harbour Prestige, neither Harbour Prestige nor its representatives are permitted to exercise any rights attached to the Escrow Shares, including but not limited to the right to attend, vote and/or appoint proxies to attend at any meetings of the shareholders of the Company (the “Shareholders”). The Plaintiffs claimed that in breach of the Escrow Agreement, Harbour Prestige authorised Zhou Xi Wen to vote, and who did vote, on behalf of Harbour Prestige at the EGM using the Escrow Shares.

Accordingly, the Company is claiming (i) an order for a declaration that Harbour Prestige had breached the Escrow Agreement; (ii) an order for declaration that the Votes made by Harbour Prestige at the EGM was null and void and of no effect; (iii) an order for declaration that the Resolutions are nonetheless valid; (iv) the return of the Escrow Shares by Harbour Prestige to the Company and/or its designated person(s) pursuant to the Escrow Agreement and/or the SPA; (v) an order that the Defendants do, by way of execution of all necessary documents and/or instructions, return to the Company and/or its designated person(s) the Escrow Shares; (vi) further or alternatively to the above, damages to be assessed; (vii) interests; (viii) costs; and (ix) further and/or other reliefs as the court deems fit.

The Company will keep the Shareholders and the potential investors informed of any further material development in connection with the above by way of announcement(s) as and when appropriate.

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

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

Hong Kong, 14 November 2023

As at the date of this announcement, the board of Directors comprises three executive Directors, namely Mr. Lee Kwok Leung (Chairman), 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 Messrs. Lau Kwok Hung, Chan Chun Kit and Lu Jianping.