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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Mayer Holdings Limited (the “**Company**”) will be held at held at 15th Floor, Admiralty Centre II, 18 Harcourt Road, Hong Kong on Thursday, 12 September 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution to be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the Sale and Purchase Agreement dated 11 June 2019 (the “**Sale and Purchase Agreement**”) entered into among Harbour Prestige International Limited (the “**Vendor**”), Elate Ample Limited (the “**Purchaser**”), the Company and Mr. Zhou Shi Hao in relation to the acquisition of the entire issued share capital of Happy (Hong Kong) New City Group Limited at an aggregate consideration of HK\$260,000,000 (the “**Consideration**”), which shall be satisfied by (i) cash; (ii) the issue of the promissory note in an aggregate principal amount of HK\$158,000,000; and (iii) the allotment and issue of 410,000,000 new shares in the share capital of the Company by the Company to the Vendor (or its nominee) credited as fully paid, at the issue price of HK\$0.20 per new share (the “**Consideration Shares**”), and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified (copy of the Sale and Purchase Agreement has been tabled at the EGM for the purpose of identification);

* *For identification purpose only*

- (b) the grant of a specific mandate (the “**Specific Mandate**”) to the directors of the Company (“**Directors**”) to allot and issue the Consideration Shares to the Vendor (or its nominee) pursuant to the terms and conditions of the Sale and Purchase Agreement be and is hereby approved, the Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution;
- (c) the issue of the promissory note in an aggregate principal amount of HK\$158,000,000 by the Purchaser to the Vendor (or its nominees) as part of the Consideration pursuant to the terms and conditions of the Sale and Purchase Agreement be and is hereby approved; and
- (d) any one of the Directors be and is hereby authorised to do all such further acts and things and sign, agree, ratify and/or execute all such further documents or instruments under hand (or where required, under the common seal of the Company together with such other Director or person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the Sale and Purchase Agreement and any of the transactions contemplated thereunder.”

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

Hong Kong, 23 August 2019

Registered office:

PO Box 309GT, Uglan House,
South Church Street, George Town,
Grand Cayman, Cayman Islands
British West Indies

Head office and principal

place of business in Hong Kong:
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, 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.
5. The register of members of the Company will be closed from Monday, 9 September 2019 to Thursday, 12 September 2019, both days inclusive, during which period no transfer of shares of the Company can be registered. In order to ascertain shareholders' rights for the purpose of attending and voting at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 6 September 2019.

As at the date hereof, the Board comprises two executive directors, namely Mr. Lee Kwok Leung and Mr. Xu Lidi; one non-executive director, namely Mr. Wang Dongqi; and two independent non-executive directors, namely Mr. Lau Kwok Hung and Mr. Deng Shimin.