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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)
(the “Company”)

CHANGE OF AUDITOR AND NON-EXECUTIVE DIRECTOR

With reference to the Company’s announcement dated 2 August 2017, the board of directors of the Company (the “**Board**”) hereby announces that the Board and its audit committee had confirmed to appoint Zhonghui Anda CPA Limited (“**Zhonghui**”) as the auditor of the Company with effect from 17 August 2017 to fill the casual vacancy following the resignation of Cheng & Cheng Limited and to hold office until the conclusion of the next annual general meeting of the Company.

The Board also announces that, with effect from 17 August 2017, Mr. Xia Liangbing (“**Mr. Xia**”) has resigned as a non-executive director of the Company (“**NED**”) and the co-chairman of the Board due to his personal working schedules. Mr. Xia has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

In the meantime, the Board further announces that Mr. Wang Dongqi (“**Mr. Wang**”) has been appointed as a NED with effect from 17 August 2017

Since 14 February 2017, Mr. Wang has been a director of Guangzhou Mayer Corporation Limited, a subsidiary company of the Company. Mr. Wang had served in the navy of the People’s Republic of China; thereafter, Mr. Wang has worked in various corporations in the sectors of logistics, trading and investment in China, accumulating more than twenty years extensive working experience in corporate administration and finance management with a powerful friend-sourcing network.

Mr. Wang has entered into appointment agreement with the Company in relation to his appointment as a NED for an initial term of three year over which the appointment agreement can be terminated by either party upon the serving of three months’ written notice. Mr. Wang will be subject to retirement at

* For identification only

the next annual general meeting of the Company after his appointment and will then be eligible for re-election; thereafter, subject to retirement by rotation and re-election in accordance with the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the bye-laws of the Company. Pursuant to the terms of the appointment agreement, Mr. Wang is entitled to receive an annual director’s fee of HK\$150,000. The remuneration of Mr. Wang is determined by the Board and its remuneration committee with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Mr. Wang (i) does not hold any other position with the Company or its subsidiaries; (ii) did not hold any directorship in the three years immediately preceding the date of this announcement in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have interest in the shares of the Company within the meaning of Part XV of the *Securities and Futures Ordinance*; and (iv) does not have relationship with any director, senior management, substantial or controlling Shareholders.

Other than the above, the Board is not aware of any matters in relation to the appointment of Mr. Wang that needs to be brought to the attention of the Shareholders or any information that should be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Xia for his valuable contribution to the Board during his tenure of office and to welcome Zhonghui and Mr. Wang for their new appointments.

For and on behalf of the Board
Mayer Holdings Limited
Lee Kwok Leung
Chairman and Executive Director

Hong Kong, 17 August 2017

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. Ng Cheuk Lun and Mr. Deng Shimin.