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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”)

**RESIGNATION AND APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
CHANGE OF COMPOSITION OF BOARD COMMITTEES**

The board of directors of the Company (the “**Board**”) hereby announces that Mr. Ng Cheuk Lun (“**Mr. Ng**”) had tendered his resignation as an independent non-executive director of the Company with effect from 7 September 2018. Mr. Ng has decided to focus and pursue his other business interests and is not able to carry on with his present position in the Company. Following his resignation as an independent non-executive director, Mr. Ng ceased to be the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Board with effect from 7 September 2018. Mr. Ng 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 is pleased to announce that on 7 September 2018, Ms. Chen Yen Yung (“**Ms. Chen**”) has been appointed as an independent non-executive director of the Company by the Board. Taking up the roles of Mr. Ng in the various committees of the Board, Ms. Chen has also been appointed as the chairman of the remuneration committee and a member of the audit committee and the nomination committee of the Board with effect from 7 September 2018.

Ms. Chen, aged 47, studied in The Hong Kong Polytechnic University for higher certificate in accountancy and holds a bachelor’s degree in commerce (accounting) from the Curtin University of Technology, Western Australia. She has over 20 years’ experience in the accounting and finance field. She is a member of the Australian Society of Certified Public Accountants and an associate member of the Hong Kong Society of Accountants (currently known as the Hong Kong Institute of Certified Public Accountants). From February 1995 to February 2001, she was the

** For identification purpose only*

assistant manager of K.L. Lee & Partners CPA Limited (subsequently known as KLL Associates CPA Ltd. and merged with BDO Limited in 2005), a certified practicing accountancy firm in Hong Kong. From February 2001 to June 2002, she was the director of B&M Consultants Limited (currently known as BMI Consultants Limited), a business consultancy company in Hong Kong. Ms. Chen is currently a qualified accountant and company secretary of 浙江永安融通控股股份有限公司 (Zhejiang Yongan Rongtong Holdings Co., Ltd.*, formerly known as 浙江永隆實業股份有限公司 Zhejiang Yonglong Enterprises Co., Ltd.*, stock code: 08211), a joint stock limited company incorporated in the People's Republic of China, whose H shares are listed on the GEM board of the Stock Exchange.

Ms. Chen has entered into a service agreement with the Company in relation to her appointment as an independent non-executive director of the Company for an initial term of three years over which the service agreement can be terminated by either party upon the serving of at least three month's written notice. Ms. Chen will be subject to retirement at the next annual general meeting of the Company after her 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 articles of association of the Company. Pursuant to the terms of the service agreement entered between Ms. Chen and the Company, Ms. Chen is entitled to receive an annual director's fee of HK\$150,000. The remuneration of Ms. Chen is determined by the Board on the recommendation of its remuneration committee with reference to her duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Ms. Chen (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 any relationship with any director, senior management, substantial or controlling Shareholders of the Company.

Upon Ms. Chen's appointment in the Company, her letter of independence would be submitted to the Stock Exchange in due course.

Other than the above, the Board is not aware of any matters in relation to the appointment of Ms. Chen 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. Ng for his valuable contribution to the Board during his tenure of office and to welcome Ms. Chen for her new appointment.

Continued suspension of the trading in the shares of the Company

The Company requested to suspend the trading in its shares on the Stock Exchange with effect from 9:00 a.m. on 9 January 2012 pending the release of an announcement by the Company which was of price-sensitive in nature. Trading in the shares of the Company will continue to be suspended until further notice.

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

Hong Kong, 7 September 2018

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. Deng Shimin and Ms. Chen Yen Yung.