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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)

**RESIGNATION OF EXECUTIVE DIRECTOR
AND
WITHDRAWAL OF ORDINARY RESOLUTION NO.2(c)
AT THE AGM**

The Board announces that with effect from 7 May 2019:

1. Mr. Lin has resigned as an executive Director of the Company.
2. Due to the resignation of Mr. Lin, the ordinary resolution no. 2(c) in respect of the re-election of Mr. Lin as an executive Director as set out in both the AGM Notice and Proxy Form is no longer applicable and will not be put forward for consideration and approval by the Shareholders of the Company at the AGM.

RESIGNATION OF EXECUTIVE DIRECTOR

The board (the “Board”) of directors (the “Directors”) of Mayer Holdings Limited (the “Company”) announces that Mr. Lin Jinhe (“Mr. Lin”) tendered his resignation as an executive Director with effect from 7 May 2019 as he needs to devote more time on his other engagements.

Mr. Lin has confirmed that, notwithstanding to the reason for his resignation as stated above, he has no disagreement with the Board and that there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Board would like to extend its appreciation to Mr. Lin for his valuable contribution during his tenure of office in the Company.

WITHDRAWAL OF ORDINARY RESOLUTION NO. 2(c) AT THE AGM

Reference is made to the notice of annual general meeting dated 30 April 2019 (the “AGM Notice”) and form of proxy (the “Proxy Form”) issued by the Company in relation to the annual general meeting of the Company to be held at 15th Floor, Admiralty Centre II, 18 Harcourt Road, Wanchai, Hong Kong on Friday, 31 May 2019 at 11:00 a.m. (the “AGM”).

Due to the resignation of Mr. Lin, the ordinary resolution no. 2(c) in respect of the re-election of Mr. Lin as an executive Director as set out in both the AGM Notice and the Proxy Form is no longer applicable and will not be put forward for consideration and approval by the shareholders of the Company (the “Shareholders”) at the AGM.

The Shareholders are reminded to read the AGM Notice, including its notes, for details in respect of other resolutions which will remain scheduled for consideration and approval at the AGM, eligibility for attending the AGM, proxy and other relevant matters.

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

Hong Kong, 7 May 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 three independent non-executive directors, namely, Mr. Lau Kwok Hung, Mr. Deng Shimin and Ms. Chen Yen Yung.

* *For identification purpose only*

The English text of this announcement shall prevail over its Chinese text.