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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)

**APPOINTMENT OF  
AN INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
CHANGES IN COMPOSITION OF BOARD COMMITTEES**

**APPOINTMENT OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Mayer Holdings Limited (the “**Company**”) announces that the Board has appointed Mr. Cheung, Eddie Ho Kuen (“**Mr. Cheung**”) as an independent non-executive Director, and a member of the audit committee, the nomination committee and the remuneration committee of the Company with effect from 28 August 2019 (“**Effective Date**”).

Mr. Cheung, aged 71, has over 30 years’ experience in commerce, specialized in international trading. Mr. Cheung completed his studies in the United States in the 1970s. Mr. Cheung founded companies in the field of international trading, focused on Sino-U.S. trades.

Save as disclosed above, Mr. Cheung does not hold directorships in any other public companies listed in Hong Kong and overseas in the last three years, does not hold any other position with the Company and other members of the group, and does not have any relationship with any directors, senior management or substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr. Cheung does not have any interest in the ordinary shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Cheung has confirmed that he meets the independence criteria set out in Rule 3.13 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited.

Mr. Cheung has a letter of appointment with the Company as an independent non-executive Director for a term of one year with effect from the Effective Date unless either party gives one month written notice to the other to terminate the letter of appointment before expiry of the existing term. He shall hold office until the next following general meeting of the Company and shall be eligible for re-election at that meeting, and is subject to retirement by rotation and re-election at any subsequent annual general meeting of the Company in accordance with the Articles of Association of the Company.

Mr. Cheung’s emolument is recommended by the remuneration committee of the Company with reference to his skills, knowledge, qualification, experience and responsibilities and is approved by the Board. As an independent non-executive Director of the Company, Mr. Cheung shall receive a total remuneration of HK\$150,000 per annum. Mr. Cheung’s remuneration is subject to annual review by the remuneration committee of the Company and approval by the Board pursuant to the power granted by the shareholders at the annual general meetings of the Company.

Save as disclosed above, there is no other information relating to Mr. Cheung’s appointment as an independent non-executive Director of the Company required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its welcome to Mr. Cheung for joining the Board.

## **COMPLIANCE WITH REQUIREMENTS UNDER RULE 3.10(1) OF THE LISTING RULES**

Following the appointment of Mr. Cheung, the Company has complied with the minimum number of independent non-executive Directors under Rule 3.10(1) of the Listing Rules.

## CHANGES IN COMPOSITION OF BOARD COMMITTEES

The Board further announces the changes in the composition of the Board committees with effect from Effective Date as following:

1. Mr. Wang Dongqi, a non-executive Director of the Company, has resigned as a member of the audit committee and the remuneration committee of the Company;
2. Mr. Cheung has been appointed as a member of the remuneration committee, the audit committee and the nomination committee.

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

Hong Kong, 28 August 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 Mr. Cheung, Eddie Ho Kuen.*

\* *For identification purpose only*

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