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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)**

**1. ADDITIONAL RESUMPTION GUIDANCE;  
2. APPOINTMENT OF INTERNAL CONTROL ADVISER; AND  
3. CONTINUED SUSPENSION OF TRADING**

This announcement is made by Mayer Holdings Limited (the “**Company**”) pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(the “**SFO**”).

**1. ADDITIONAL RESUMPTION GUIDANCE**

References are made to the announcements of the Company dated 21 and 15 March, 22 and 14 February, 26, 19 and 3 January 2024, as well as 28 December, 30 November, 31 and 10 October, 29 September, 31 and 10 August and 15 June 2023 (collective, the “**Announcements**”). Capitalized terms used herein shall have the same respective meanings as defined or adopted in the Announcements unless otherwise stated.

On 12 April 2024, the Company received a letter from the Stock Exchange setting out two additional guidance for the resumption of trading in the Shares on the Stock Exchange:

- Demonstrate that there is no reasonable regulatory concern about the management integrity and/or the integrity of any persons with substantial influence over the Company’s management and operations, which may pose a risk to investors and damage market confidence.
- Conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to comply with the Listing Rules.

Accordingly, as at the date of this announcement, the Stock Exchange has imposed the following resumption guidance for the Company:

- (a) Publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (b) Conduct an appropriate independent investigation into the Allegations (of which the details are set out in the Company's announcement of 15 June 2023), assess the impact on the Company's business operation and financial position, announce the findings and take appropriate remedial actions;
- (c) Demonstrate the Company's compliance with Rule 13.24 of the Listing Rules;
- (d) Inform the market of all material information for the Shareholders and the Company's investors to appraise the Company's situation;
- (e) Re-comply with Rules 3.10(1) and 3.21 of the Listing Rules;
- (f) Re-comply with Rule 13.92 of the Listing Rules;
- (g) Demonstrate that there is no reasonable regulatory concern about the management integrity and/or the integrity of any persons with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence; and
- (h) Conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to comply with the Listing Rules.

The Stock Exchange also indicated that it may modify the resumption guidance (as set out in the above) and/or give further guidance as and when appropriate.

As disclosed in the announcements of the Company dated 21 March and 26 January 2024 and as at the date hereof, the Company has fulfilled paragraphs (e) and (f) of the resumption guidance as abovementioned by achieving diversity of Board members with both genders, having three INEDs and three Audit Committee members.

The Company will make further announcement(s) in relation to the above matters as and when appropriate and in accordance with the requirements of the Listing Rules to keep the Shareholders and its potential investors informed of the latest progress in complying with the resumption guidance imposed by the Stock Exchange.

## **2. APPOINTMENT OF INTERNAL CONTROL ADVISER**

On 17 April 2024, the Company appointed Zhonghui Anda Risk Services Limited (the “**IC Adviser**”) as its independent professional adviser to conduct a thorough review to identify any deficiencies of the Company’s internal controls, and to make recommendations to improve the Company’s internal controls and to ensure compliance with the Listing Rules.

The Company will take appropriate measures as soon as possible thereafter to address the deficiencies (if any) and implement the enhanced internal control procedures based on the recommendations of the IC Adviser.

## **3. CONTINUED SUSPENSION OF TRADING**

Trading in the Shares on the Stock Exchange has been suspended since 9:00 a.m. on 29 September 2023 and will remain suspended until further notice.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

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

Hong Kong, 17 April 2024

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Lee Kwok Leung (Chairman), Mr. Xiao Libo (Chief Executive Officer), Dr. Cheung Ka Yu and Ms. Zhang Yana; and three INEDs, namely Mr. Lau Kwok Hung, Mr. Lu Jianping and Mr. Du Ning.*

\* *For identification purpose only*