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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”)

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 15 OCTOBER 2018**

The Board is pleased to announce that all resolutions set out in the EGM Notice were duly passed by the Shareholders by way of poll at the extraordinary general meeting held on 15 October 2018.

Reference is made to the circular of the Company dated 21 September 2018 (the “**Circular**”) to the shareholders of the Company and the notice of the extraordinary general meeting dated 21 September 2018 (the “**EGM Notice**”). Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

### **Poll Results of the Extraordinary General Meeting**

The Board is pleased to announce that all resolutions set out in the EGM Notice were duly passed by the Shareholders by way of poll at the EGM held on 15 October 2018.

The Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. Please refer to the EGM Notice for the full text of the resolutions proposed at the EGM. The voting results in respect of the resolutions as set out in the EGM Notice are as follows:

\* For identification purpose only

<b>Special Resolution (Note 1)</b>		<b>Number of votes cast (percentage of total number of votes cast) (Note 2)</b>		<b>Total number of votes cast</b>
		<b>For</b>	<b>Against</b>	
1.	<p>(a) To approve and/or confirm and/or ratify (as the case may be) the Settlement Deed and the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith;</p> <p>(b) to approve the Share Buy-backs as contemplated under the Settlement Deed and the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith; and</p> <p>(c) to authorise any Director to execute such documents and do all such acts and things which he/she considers appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the Settlement Deed and the Share Buy-backs.</p>	210,980,000 (96.79%)	7,000,000 (3.21%)	217,980,000 (100.00%)
<b>Ordinary Resolutions (Note 1)</b>				
2.	To approve the Capital Reorganisation and matters contemplated thereunder and to authorise any Director to execute such documents and do all such acts and things which he/she considers appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the Capital Reorganisation.	310,980,000 (97.80%)	7,000,000 (2.20%)	317,980,000 (100.00%)
3.	To approve and authorise the Directors to allot and issue the Remuneration Shares and to authorise any Director to execute such documents and do all such acts and things which he/she considers appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the allotment and issue of the Remuneration Shares.	310,980,000 (97.80%)	7,000,000 (2.20%)	317,980,000 (100.00%)

4.	<p>(a) To approve the Open Offer (including but not limited to the allotment and issue of the Offer Shares) and the transactions contemplated thereunder;</p> <p>(b) to approve, confirm and ratify the entering into of the underwriting agreement dated 20 July 2018 made between the Company, Yicko Securities Limited, President Securities (Hong Kong) Limited and Kam Fai Securities Company Limited (as amended and supplemented by the supplement agreement dated 18 September 2018) and the arrangements for excess application for the Offer Shares by the Qualifying Shareholders; and</p> <p>(c) to authorise any Director to execute such documents and do all such acts and things which he/she considers appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the Open Offer.</p>	210,980,000 (96.79%)	7,000,000 (3.21%)	217,980,000 (100.00%)
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*Notes:*

- 1. The full text of the above resolutions was set out in the EGM Notice.*
- 2. The number of votes and approximate percentages of voting as stated above are based on the total number of Shares held by the Shareholders who voted at the EGM in person or by proxy.*

As at the date of the EGM, the number of Shares in issue was 927,563,636. As disclosed in the Circular, Make Success which holds 236,363,636 Shares, representing approximately 25.48% of the total issued share capital of the Company as at the date of the EGM, abstained from voting on all resolutions proposed at the EGM. Bumper East, a substantial Shareholder who holds 100,000,000 Shares, representing approximately 10.78% of the total issued share capital of the Company as at the date of the EGM, is solely owned by Mr. Lin Jinhe who is an executive Director. Therefore, Bumper East abstained from voting on the resolutions numbered 1 and 4 above. The total number of Shares held by the Shareholders entitled to attend and vote on resolutions 1 and 4 at the EGM was 591,200,000 Shares, and the total number of Shares held by the Shareholders to attend and vote on resolutions 2 and 3 at the EGM was 691,200,000 Shares.

Save as disclosed above, no Shareholder was required to abstain from voting on any resolution proposed at the EGM under the Listing Rules. No Shareholder who was entitled to attend had to abstain from voting in favour of any resolution at the EGM pursuant to Rule 13.40 of the Listing Rules. No parties indicated their intention in the Circular to vote against or abstain from voting in respect of any resolution proposed at the EGM.

## Effect on Shareholding Structure of the Company

For illustration purpose, the following tables illustrate the shareholding of the Company upon completion of the transactions contemplated in the Circular:

### (i) Assuming full acceptance of the Open Offer

	Immediately before the completion of the transactions contemplated in the Circular		(i) Immediately after the completion of the Share Buy-backs under the Settlement Deed and the Consideration Shares having been cancelled		(ii) Immediately after (i) and the completion of the Capital Reorganisation			(iii) Immediately after (ii) and the allotment and issue of the Remuneration Shares			(iv-A) Immediately after (iii) and the Open Offer assuming full acceptance of the Offer Shares	
	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Adjusted Shares	of	Approx. %	No. of Adjusted Shares	of	Approx. %	No. of Adjusted Shares	Approx. %
Make Success Bumper East	236,363,636	25.48	-	-	-	-	-	-	-	-	-	-
Aspial Investment	100,000,000	10.78	100,000,000	14.47	50,000,000	14.47	50,000,000	14.30	250,000,000	14.30	250,000,000	14.30
<b>Public Shareholders:</b>												
Existing public shareholders	491,200,000	52.96	491,200,000	71.06	245,600,000	71.06	245,600,000	70.25	1,228,000,000	70.25	1,228,000,000	70.25
Veda Capital	-	-	-	-	-	-	4,000,000	1.15	20,000,000	1.15	20,000,000	1.15
<b>Total</b>	<u>927,563,636</u>	<u>100.00</u>	<u>691,200,000</u>	<u>100.00</u>	<u>345,600,000</u>	<u>100.00</u>	<u>349,600,000</u>	<u>100.00</u>	<u>1,748,000,000</u>	<u>100.00</u>	<u>1,748,000,000</u>	<u>100.00</u>

(ii) *Assuming no acceptance of the Open Offer by the Qualifying Shareholders (other than Bumper East and Aspial Investment)*

	Immediately before the completion of the transactions contemplated in the Circular		(i) Immediately after the completion of the Share Buy-backs under the Settlement Deed and the Consideration Shares having been cancelled		(ii) Immediately after (i) and the completion of the Capital Reorganisation			(iii) Immediately after (ii) and the allotment and issue of the Remuneration Shares			(iv-B) Immediately after (iii) and the Open Offer assuming no acceptance of the Offer Shares by Shareholders (other than Bumper East and Aspial Investment)		
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Adjusted Shares</i>	<i>of Approx. %</i>	<i>Approx. %</i>	<i>No. of Adjusted Shares</i>	<i>of Approx. %</i>	<i>Approx. %</i>	<i>No. of Adjusted Shares</i>	<i>of Approx. %</i>	<i>Approx. %</i>
Make Success	236,363,636	25.48	-	-	-	-	-	-	-	-	-	-	-
Bumper East	100,000,000	10.78	100,000,000	14.47	50,000,000	14.47	50,000,000	14.30	250,000,000	14.30	250,000,000	14.30	14.30
Aspial Investment	100,000,000	10.78	100,000,000	14.47	50,000,000	14.47	50,000,000	14.30	250,000,000	14.30	250,000,000	14.30	14.30
<b>Public Shareholders:</b>													
Existing public shareholders	491,200,000	52.96	491,200,000	71.06	245,600,000	71.06	245,600,000	70.25	245,600,000	14.05	245,600,000	14.05	14.05
Veda Capital	-	-	-	-	-	-	4,000,000	1.15	4,000,000	0.23	4,000,000	0.23	0.23
The Underwriters:													
Yicko Securities	-	-	-	-	-	-	-	-	171,400,000	9.81	171,400,000	9.81	9.81
President Securities	-	-	-	-	-	-	-	-	100,000,000	5.72	100,000,000	5.72	5.72
Kam Fai Securities	-	-	-	-	-	-	-	-	148,400,000	8.49	148,400,000	8.49	8.49
Investors	=	=	=	=	=	=	=	=	578,600,000	33.10	578,600,000	33.10	33.10
													<i>(Note)</i>
<b>Total</b>	<u>927,563,636</u>	<u>100.00</u>	<u>691,200,000</u>	<u>100.00</u>	<u>345,600,000</u>	<u>100.00</u>	<u>349,600,000</u>	<u>100.00</u>	<u>1,748,000,000</u>	<u>100.00</u>	<u>1,748,000,000</u>	<u>100.00</u>	<u>100.00</u>

*Note:* The Directors confirm that (i) each of the Investors and the parties acting in concert with it will not in aggregate be interested in 10% or more of the enlarged issued share capital of the Company upon completion of the Capital Reorganisation, the allotment and issue of the Remuneration Shares and the Open Offer; and (ii) each of the Investors shall be a third party independent of, not connected and acting in concert with, the Company and its connected persons, the Underwriters, any other Investor(s), and any other Shareholder(s).

**Continued suspension of the trading in the Shares**

The Company requested to suspend the trading in the 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 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, 15 October 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*

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