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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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting of Mayer Holdings Limited (the “**Company**” and the “**EGM**”, respectively) as requisitioned by one its shareholders in accordance with the articles of association of the Company (the “**Articles of Association**”) will be held at Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Wednesday, 8 November 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

- 1 “**THAT** Mr. Zhou Shi Hao be and is hereby removed as a director of the Company pursuant to article 118(a) of the Articles of Association with immediate effect upon passing of this resolution.”
- 2 “**THAT** Mr. Chen Zhirui be and is hereby removed as a director of the Company pursuant to article 118(a) of the Articles of Association with immediate effect upon passing of this resolution.”

Yours faithfully,  
By Order of the Board  
**Mayer Holdings Limited**  
**Lee Kwok Leung**  
*Chairman and Executive Director*

Hong Kong, 20 October 2023

*Registered office:*  
PO Box 309, Umland House,  
Grand Cayman, KY1-1104,  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
Room 2001, 20/F  
Tung Ning Building  
2 Hellier Street  
Hong Kong

\* *For identification purpose only*

*Notes:*

1. All resolutions to be proposed and put to the vote at the EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**” and the “**Listing Rules**”, respectively). The results of the poll will be published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.mayer.com.hk](http://www.mayer.com.hk)) in accordance with Rule 13.39(5) of the Listing Rules.
2. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the EGM shall be entitled to appoint a proxy to attend, speak and vote instead of him/her/it. A proxy need not be a Member. A Member who/which is the holder of two or more shares of the Company (the “**Shares**”) may appoint more than one proxy to represent him/her/it to attend, speak and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong (the “**Registrar**”) Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for the EGM or the adjourned meeting thereof.
4. Where there are joint holders of any Shares, any one of such persons may vote at the EGM either personally, or by proxy, in respect of such Shares as if he/she were solely entitled thereto, and if more than one of such joint holders are present at the EGM personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote.
5. Completion and return of the form of proxy will not preclude a Member from attending, speaking and voting in person at the EGM or the adjourned meeting thereof and in such event, the form of proxy shall be deemed to be revoked.
6. The register of members of the Company will be closed from Monday, 6 November 2023 to Wednesday, 8 November 2023, both days inclusive, during which period no transfer of Shares can be registered. In order to ascertain Shareholders’ rights for the purpose of attending and voting at the EGM, non-registered Shareholders must lodge all duly completed and stamped transfer forms accompanied by the relevant share certificates with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 3 November 2023.
7.
  - (a) Subject to paragraph (b) below, if a black rainstorm warning signal is expected to be in force at any time during three hours before the time fixed for the holding of the EGM, the EGM will be postponed and the Members will be informed of the date, time and venue of the postponed EGM by an announcement posted on the respective websites of the Company and the Stock Exchange.
  - (b) If a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for holding the EGM and where conditions permit, the EGM will be held as scheduled.
  - (c) The EGM will be held as scheduled when a thunderstorm warning signal is in force.
8. Reference to time and dates in this notice are to Hong Kong time and dates.
9. The English text of this notice shall prevail over the Chinese text in case of any inconsistency.

*As at the date hereof, the Board comprises five executive Directors, namely Mr. Lee Kwok Leung (Chairman), Mr. Zhou Shi Hao (duties suspended), Mr. Chen Zhirui (duties suspended), Mr. Xiao Libo (Chief Executive Officer) and Dr. Cheung Ka Yue; one non-executive Director, namely Mr. Lam Chung Chak; and three independent non-executive Directors, namely Mr. Lau Kwok Hung, Mr. Chan Chun Kit and Mr. Lu Jianping.*