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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult an exchange participant or other securities dealer licensed as a licensed person under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in **Mayer Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the exchange participant, licensed securities dealer, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

### **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in the lower portion of this cover page shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the EGM to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Wednesday, 30 April 2025 at 11:00 a.m. is set out on pages 8 and 9 of this circular. A form of proxy for use by the Shareholders in connection with the EGM is enclosed herewith.

If you do not intend to attend, speak and vote at the EGM in person, you may complete the accompanying form of proxy in accordance with the instructions printed thereon and return the completed form to the Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 11:00 a.m. on Monday, 28 April 2025, or in case of the adjournment thereof, not later than 48 hours before the time appointed for holding such adjourned meeting. Completion and return of the form of proxy will not preclude you from attending, speaking and voting in person at the EGM or the adjourned meeting should you so wish.

7 April 2025

\* For identification purpose only

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## DEFINITIONS

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*In this circular, the following expressions have the following respective meanings unless the context otherwise requires:*

“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time;
“Board”	the board of Directors;
“Company”	Mayer Holdings Limited (美亞控股有限公司*), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 1116);
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be held at 2/F, 35-45B, Bonham Strand, Sheung Wan, Hong Kong on Wednesday, 30 April 2025 at 11:00 a.m., to consider and, if thought fit, to approve the special resolution contained in the notice of the meeting, which is set out on page 8 of this circular, or any adjournment thereof;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	the Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Proposed Change of Company Name”	the proposed change of the Company’s name as described in the first paragraph on page 4 of the Letter from the Board in this circular;

\* For identification purpose only

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## DEFINITIONS

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“Registrar”	the Registrar of Companies in the Cayman Islands;
“Share Registrar”	the branch share registrar of the Company in Hong Kong;
“Share(s)”	the ordinary share(s) of HK\$0.20 each of the Company or if there is a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“subsidiary(ies)”	has the meaning ascribed to this expression under the Listing Rules.

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## LETTER FROM THE BOARD

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美亞控股有限公司<sup>\*</sup>  
MAYER HOLDINGS LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1116)

*Executive Directors:*

Mr. Ip Yun Kit (*Chairman*)

Mr. Cheung Ka Yue (*Chief Executive Officer*)

Ms. Zhang Yana

*Registered office:*

PO Box 309, Ugland House,

Grand Cayman, KY1-1104,

Cayman Islands

*Independent Non-executive Directors:*

Mr. Lau Kwok Hung

Mr. Lu Jianping

Mr. Du Ning

*Head office and principal place of  
business in Hong Kong:*

Room 2001, 20/F

Tung Ning Building

2 Hillier Street

Hong Kong

7 April 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 27 February 2025.

The purpose of this circular is to provide you with (i) the information of the Proposed Change of Company Name and seek your approval of the relevant special resolution to be proposed at the EGM; and (ii) the notice of the EGM.

<sup>\*</sup> For identification purpose only

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## LETTER FROM THE BOARD

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### PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Mayer Holdings Limited” to “Huiyuan Cowins Technology Group Limited” and adopt the Chinese name “慧源同創科技集團有限公司” as its new dual foreign name to replace its existing Chinese name “美亞控股有限公司”.

### Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Proposed Change of Company Name at the EGM; and
- (ii) the Registrar approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name (the “**Certificate**”).

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the Registrar enters the new English name and dual foreign name of the Company on the register of companies maintained by the Registrar and issues the Certificate. Thereafter, the Company will carry out all necessary registration and/or filing procedures with the Companies Registry in Hong Kong.

### Reasons for the Proposed Change of Company Name

The principal activity of the Company is investment holding. The subsidiaries of the Company are principally engaged in the processing, manufacturing and selling of steel sheets, steel pipes and other steel products in the PRC. In addition, the Group has been developing the applications of nano phase change energy storage material(s) with environmental related technologies under the agricultural industry in the PRC to enhance its business portfolio.

In fact, the name “Mayer” has been used in many different industries in the PRC and caused business confusion. The Group’s past business was solely in the traditional processing industry. In order to adjust its development direction, the Company has diversified its business since 2023. It has established the Beijing Institute of Agricultural Sciences of Zhongnong Mayer in the PRC, which now plans to change its name to the Nano Phase Change Science Research Institute and is in the process of cooperating with the government’s Science and Technology Department on the project application and name rectification to fully launch related business.

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## LETTER FROM THE BOARD

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The Board considers that the Proposed Change of Company Name will better reflect the Group's strategic direction in the future, and will refresh the Group's corporate image for the benefit of future business development. As such, the Board believes that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

### **Effect of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect:

- (i) any rights of the Shareholders and the trading of the issued Shares on the Stock Exchange; and
- (ii) the Group's daily operation and financial position.

After the Proposed Change of Company Name has become effective,

- (a) any new share certificates of the Company will be issued in the new English name and dual foreign name in Chinese of the Company as well as its new logo;
- (b) all existing share certificates of the Company in issue bearing the existing English name and dual foreign name in Chinese as well as logo of the Company will continue to be effective and valid evidence of legal title to the issued Shares and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new English name and dual foreign name in Chinese as well as logo of the Company;
- (c) the English and Chinese stock short names of the Company for trading of the issued Shares on the Stock Exchange will be changed subject to the confirmation of the Stock Exchange; and
- (d) the logo and the website of the Company will be changed.

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## LETTER FROM THE BOARD

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### EGM AND PROXY ARRANGEMENT

A notice convening the EGM to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Wednesday, 30 April 2025 at 11:00 a.m. is set out on pages 8 and 9 of this circular. At the EGM, a special resolution will be proposed to change the name of the Company.

A form of proxy for use in connection with the EGM is enclosed with this circular. If you do not intend to attend, speak and vote at the EGM, you may complete the accompanying form of proxy in accordance with the instructions printed thereon and return the completed form to the Share Registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 11:00 a.m. on Monday, 28 April 2025, or in case of the adjournment thereof, not less than 48 hours before the time appointed for holding such adjourned meeting.

Completion and return of a form of proxy will not preclude you from attending, speaking and voting in person at the EGM or its adjourned meeting should you so wish. In such event, the form of proxy lodged shall be deemed to be revoked.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend, speak and vote at the EGM, the register of members of the Company will be closed from Friday, 25 April 2025 to Wednesday, 30 April 2025, both days inclusive, during which period no transfer of Shares can be registered. To qualify for attending, speaking 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 Share 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 Thursday, 24 April 2025 for registration.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the EGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules. As no Shareholder has any material interests in the Proposed Change of Company Name, no Shareholder will be required to abstain from voting on the special resolution to approve the Proposed Change of Company Name to be proposed at the EGM pursuant to the Listing Rules and/or the Articles of Association.



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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes the particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant special resolution to be proposed at the EGM.

### MISCELLANEOUS

The Company will make further announcement(s) to inform the Shareholders of the effective date of the change of the Company's name, the new English and Chinese stock short names of the Company for trading of the issued Shares on the Stock Exchange and other relevant changes as and when appropriate.

In addition, the English text of this circular shall prevail over the Chinese text for the purpose of interpretation, and references to the time and dates in this circular are to the time and dates in Hong Kong.

Yours faithfully,  
By Order of the Board  
**Mayer Holdings Limited**  
**Ip Yun Kit**  
*Chairman and Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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美亞控股有限公司<sup>\*</sup>  
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) will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Wednesday, 30 April 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands (the “**Registrar**”), the English name of the Company be changed from “Mayer Holdings Limited” to “Huiyuan Cowins Technology Group Limited” and the Chinese name “慧源同創科技集團有限公司” be adopted and registered as the dual foreign name of the Company in place of its existing Chinese name “美亞控股有限公司” (the “**Change of Company Name**”) with effect from the date of the certificate of incorporation on change of name issued by the Registrar, and that any one executive directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board

**Mayer Holdings Limited**

**Ip Yun Kit**

*Chairman and Executive Director*

Hong Kong, 7 April 2025

*Registered office:*

PO Box 309, Ugland 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 Hillier Street  
Hong Kong

<sup>\*</sup> For identification purpose only

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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, speak 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 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 of the shares of the Company (the “**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 “**Share 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 (the “**Register**”) 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 lodged shall be deemed to be revoked.
6. The Register will be closed from Friday, 25 April 2025 to Wednesday, 30 April 2025, both days inclusive, during which period no transfer of the Shares can be registered. In order to ascertain Shareholders’ rights for the purpose of attending, speaking 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 Share 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 Thursday, 24 April 2025 for registration.
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 the holding of the EGM and where conditions permit, the EGM will be held as scheduled.
8. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date hereof, the Board comprises three executive directors, namely Mr. Ip Yun Kit (Chairman), Mr. Cheung Ka Yue (Chief Executive Officer) and Ms. Zhang Yana; and three independent non-executive directors, namely Mr. Lau Kwok Hung, Mr. Lu Jianping and Mr. Du Ning.*