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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of Mayer Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that the Board had resolved to grant share options (the “**Share Options**”) under the share option scheme adopted by the Company on 31 May 2019 (the “**Share Option Scheme**”) to 10 eligible participants (the “**Grantees**”) to subscribe, in aggregate, for up to 215,800,000 ordinary shares of HK\$0.20 each in the share capital of the Company (the “**Shares**”, each a “**Share**”) (representing 10% of the existing issued Shares), subject to the acceptance of the Grantees.

Details of the Share Options are set out below:

- Date of grant : 28 May 2025 (the “**Date of Grant**”)
- Number of Grantees : 10 Grantees (who are all employees of the Group)
- Exercise price of Share Options granted : HK\$0.500 per Share, which is not lower than the highest of:
- (i) the closing price of HK\$0.405 per Share as stated in the daily quotation sheet issued by the Stock Exchange on the Date of Grant;

* For identification purpose only

- (ii) the average of the closing prices as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the Date of Grant of approximately HK\$0.411 per Share; and
- (iii) HK\$0.20, being the nominal value of each Share on the Date of Grant.

Number of underlying Shares comprised in Share Options granted	:	An aggregate of 215,800,000 Shares are comprised in the 10 Share Options
Validity period of the Share Options	:	Valid for a period of 3 years commencing on the Date of Grant
Exercise period of the Share Options	:	From 28 May 2025 to 27 May 2028 (both dates inclusive)
Vesting period of the Share Options	:	215,800,000 Shares comprising in the Share Options will be vested on 28 May 2025 to the Grantees

The vesting period of the Share Options granted is less than 12 months. In this regard, there is no specific requirement on the minimum vesting period under the Share Option Scheme. The Board is of the view that the grant of Share Options (i) acts as a recognition of the past contribution of the relevant Grantees to the Group's business, which can motivate and incentivise the relevant Grantees to continuously contribute to the operation, development and long term growth of the Group; and (ii) is in line with the overall purpose of attracting, motivating and retaining core talents of the Group. Accordingly, the grant of Share Options to the Grantees with a shorter vesting period aligns with the purpose of the Share Option Scheme.

Performance targets : The vesting of the Share Options is not subject to any performance targets.

The purpose of the Share Option Scheme is to provide eligible participants with the opportunity to own individual Shares and to incentivise participants to enhance the value of the Company and the Shares for the benefit of the Company and its shareholders as a whole. The Share Options granted will provide benefits to the Grantees as a reward and motivation for their contribution to the Group. The number of Share Options granted is based on the work performance and potential of the Grantees and no additional performance target is imposed before the Share Options are vested in the Grantees. In view of the above, the Board considers that the grant of Share Options aligns with the purpose of the Share Option Scheme.

Clawback mechanism : The Share Options granted will be subject to the clawback mechanism as set out in the Share Option Scheme and the offer letter of the grant of Share Options as determined by the Board, in particular, any Share Options not exercised by the Grantees as of the expiry of the Exercise Period or upon termination of employment or death of the Grantees shall automatically lapse and cease to be exercisable .

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (i) no financial assistance has been provided by the Group to the Grantees for the purchase of Shares under the Share Option Scheme; (ii) none of the Grantees is a Director, chief executive or substantial shareholder (as defined in the Listing Rules) of the Company, an associate (as defined in the Listing Rules) of any of them or a senior manager (as defined in Chapter 17 of the Listing Rules); (iii) none of the Grantees is a related entity participant or service provider (as defined in the Listing Rules); and (iv) none of the Grantees is a participant with the Share Options granted exceeding the 1% individual limit under the Listing Rules.

Subsequent to the grant of the Share Options, the number of Shares available for future grants under the Share Option Scheme is 0.

By order of the Board
Mayer Holdings Limited
Mr. Ip Yun Kit
Chairman and Executive Director

Hong Kong, 28 May 2025

As at the date of this announcement, 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.