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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

The board of directors of Mayer Holdings Limited (the “**Company**”, the “**Directors**”, and the “**Board**”, respectively) 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” (the “**Proposed Change of Company Name**”).

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 of the Company (the “**Shareholders**”) approving the Proposed Change of Company Name at an extraordinary general meeting of the Company (the “**EGM**”); and
- (ii) the Registrar of Companies in the Cayman Islands (the “**Registrar**”) approving the Proposed Change of Company Name.

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 issue the certificate of incorporation on change of name. 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 (together with its subsidiaries, the “**Group**”) is investment holding. The subsidiaries of the Company are principally engaged in (i) the processing, manufacturing and selling of steel sheets, steel pipes and other steel products in the Peoples Republic of China (the “**PRC**”); and (ii) urban renewal project planning and consulting 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.

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 shares of the Company (the “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 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; and
- (c) subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading of the Shares on the Stock Exchange will be changed.

General

The EGM will be convened and held by the Company for the Shareholders to consider and, if thought fit, pass a special resolution regarding the Proposed Change of Company Name. A circular containing, among other things, details of the Proposed Change of Company Name, together with the notice of the EGM and the related form of proxy, will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.mayer.com.hk and will be despatched to the Shareholders (if requested) as soon as practicable.

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 relevant resolution(s) to approve the Proposed Change of Name at the EGM.

The Company will make further announcement(s) as and when appropriate to inform the Shareholders and the market of the poll results of the EGM, the effective date of the Proposed Change of Company Name, the English and Chinese stock short names for trading in the Shares on the Stock Exchange and relevant trading arrangements as well as its new logo and website address.

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

Hong Kong, 27 February 2025

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.

* *For identification purpose only*