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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)**

**CHANGE OF DIRECTORS  
AND  
AUTHORISED REPRESENTATIVE**

The Board announces that (i) Mr. Chen resigned as a non-executive Director of the Company with effect from 30 June 2011; (ii) Mr. Xue and Mr. Lam have been appointed as executive Director and non-executive Director respectively with effect from the same day.

The Board further announces that Mr. Chiang has tendered his resignation as an Authorized Representative of the Company with effect from 30 June 2011. Consequential upon his resignation, Mr. Lam will be appointed as an Authorized Representative of the Company.

**RESIGNATION OF NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director**”) of Mayer Holdings Limited (the “**Company**”) announces that with effect from 30 June 2011, Mr. Chen Guoxiang (“**Mr. Chen**”) resigned as a non-executive Director of the Company due to the pursuance of his own business.

Mr. Chen confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board wishes to express its gratitude to Mr. Chen for his contribution to the Company during his tenure of services.

**APPOINTMENT OF EXECUTIVE DIRECTOR AND NON-EXECUTIVE DIRECTOR**

The Board also announces that (i) Mr. Xue Wenge (“**Mr. Xue**”) has been appointed as an executive Director of the Company; and (ii) Mr. Lam Chun Yin (“**Mr. Lam**”) has been appointed as a non-executive Director of the Company with effective from 30 June 2011.

\* *For identification purposes only.*

The biographical details of Mr. Xue are set out as below:

Mr. Xue, aged 41, holds a master degree in criminal justice in the East China University of Political Science and Law and has over 14 years of experience in the field of jurisdiction and law. Mr. Xue has been a tribunal director of People's Court in Lishu District, Jixi City, Heilongjiang, qualified lawyer of Heilongjiang Tianfu Law Firm Shanghai Branch\* (黑龍江天輔律師事務所上海分所) and chief lawyer of Zhejiang Xintaizhou Law Firm Shanghai Branch\* (浙江新台州律師事務所上海分所). He is now working as a chief lawyer of Shanghai Junjin Law Firm\* (上海君錦律師事務所) since 2009.

Other than the position as an executive Director, Mr. Xue does not hold any position with the Company and its subsidiaries. Mr. Xue does not hold any other major appointments and has not held any position or directorships in any other listed public companies in Hong Kong or overseas during last three years preceding the date of this announcement.

There is no service contract between the Company and Mr. Xue and he has no fixed term of service with the Company. Pursuant to the Articles of Association of the Company, Mr. Xue will retire and be eligible for re-election at the next annual general meeting. Thereafter, he will be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company. Mr. Xue will be entitled to receive a director's fee to be determined by the Board with reference to the prevailing market rate and his duties and responsibilities in the Company.

As at the date of this announcement, Mr. Xue did not have or was not deemed to have any interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the Securities and Futures Ordinance (the "SFO").

As far as the Board is aware, Mr. Xue does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules")) or controlling shareholders (as defined in the Listing Rules) of the Company.

As confirmed by Mr. Xue and as far as the Board is aware, he has no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to her appointment that need to be brought to the attention of the shareholders of the Company.

The biographical details of Mr. Lam are set out as below:

Mr. Lam, aged 27, graduated from London School of Economics and Political Science, University of London, England with a Bachelor of Science degree in Accounting and Finance. Mr. Lam has around 5 years' experience in investment banking. He is also a responsible officer in advising of corporate finance regulated activity of United Simsen Securities Limited pursuant to the SFO. Mr. Lam has undertaken assignments including advising on corporate finance activities, mergers and acquisitions, corporate resumption, IPO projects and equity fund raising activities.

Other than the position as a non-executive Director, Mr. Lam does not hold any position with the Company and its subsidiaries. Mr. Lam does not hold any other major appointments and has not held any position or directorships in any other listed public companies during last three years preceding the date of this announcement.

There is no service contract between the Company and Mr. Lam. Mr. Lam will be entitled to receive a director's fee of HK\$10,000 per month which is determined with reference to the prevailing market rate and his duties and responsibilities in the Company. Pursuant to the Articles of Association of the Company, Mr. Lam will retire and be eligible for re-election at the next annual general meeting. Thereafter, he will be subject to retirement by rotation and re-election in accordance with the Articles of Association of the Company.

As at the date of this announcement, Mr. Lam did not have or was not deemed to have any interests or short positions in the shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

As far as the Board is aware, Mr. Lam does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

As confirmed by Mr. Lam and as far as the Board is aware, he has no information to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters relating to her appointment that need to be brought to the attention of the shareholders of the Company.

#### **CHANGE OF AUTHORISED REPRESENTATIVE**

The Board further announces that Mr. Chiang Jen-chin ("**Mr. Chiang**") has resigned as one of the Company's authorized representatives (the "**Authorized Representative**") for the purposes of the Listing Rules and the Authorized Representative for the purposes of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong (the "**Companies Ordinance**"), with effect from 30 June 2011.

Consequential upon Mr. Chiang's resignation, Mr. Lam has been appointed as one of the Authorized Representatives of the Company for the purposes of Rule 3.05 of the Listing Rules and the Authorized Representative of the Company for the purposes of section 333A of the Companies Ordinance

By Order of the Board  
**Mayer Holdings Limited**  
**Hsiao Ming-chih**  
Chairman

Hong Kong, 30 June 2011

*As at the date of this announcement, the executive Directors are Messrs. Hsiao Ming-chih, Lai Yueh-hsing, Chiang Jen-chin, Lu Wen-yi, Cheng Koon Cheung and Xue Wenge; the non-executive Directors are Messrs. Chan Kin Sang, Li Deqiang and Lam Chun Yin; and the independent non-executive Directors are Messrs. Lin Sheng-bin, Huang Jui-hsiang, Alvin Chiu and Peter V.T. Nguyen respectively.*