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**DESPATCH OF OFFER DOCUMENT RELATING TO
VOLUNTARY CONDITIONAL CASH OFFERS BY
ROOFER SECURITIES LIMITED
ON BEHALF OF WANG HAN
FOR ALL THE ISSUED SHARES IN AND
OUTSTANDING CONVERTIBLE NOTES OF
MAYER HOLDINGS LIMITED (STOCK CODE: 1116)
(OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY WANG HAN
AND PARTIES ACTING IN CONCERT WITH HIM)**

Financial adviser to Wang Han

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The Offer Document containing, among other things, the terms of the Offers and the information on the Offeror, and the forms of acceptance will be despatched to the Shareholders and the holder(s) of the Convertible Notes on 9 March 2012 in accordance with the Takeovers Code. A detailed expected timetable in respect of the Offers will be included in the Offer Document and is set out in this announcement.

In accordance with the Takeovers Code, a response document is required to be sent to the Shareholders by the Company within 14 days from the posting of the Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the first closing date. **The Shareholders and the holder(s) of the Convertible Notes are advised to read the Offer Document and the Company's response document before taking any action on the Offers.**

The Offers may lapse if they do not become unconditional on the Closing Date. The Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers. The Offeror reminds his associates of the dealing restrictions under the Takeovers Code and their duties to disclose their permitted dealings, if any, in any securities of the Company.

References are made to the announcements of the Offeror dated 18 January 2012 in relation to the Offers pursuant to Rule 3.7 of the Takeovers Code and dated 15 February 2012 in relation to the Offers pursuant to Rule 3.5 of the Takeovers Code (collectively, the “**Announcements**”). Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

DESPATCH OF OFFER DOCUMENT

The offer document dated 9 March 2012 (the “**Offer Document**”) in connection with the Offers containing, among other things, the terms of the Offers and information on the Offeror, and the forms of acceptance in respect of the Offers, will be despatched to the Shareholders and the holder(s) of the Convertible Notes on 9 March 2012. A detailed expected timetable in respect of the Offers will be included in the Offer Document and is also set out below.

In accordance with the Takeovers Code, a response document is required to be sent to the Shareholders by the Company within 14 days from the posting of the Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the first closing date. **The Shareholders and the holder(s) of the Convertible Notes are advised to read the Offer Document and the Company’s response document before taking any action on the Offers.**

EXPECTED TIMETABLE

The Offeror would like to remind the Shareholders and the holder(s) of the Convertible Notes regarding the expected timetable of the Offers which has been extracted from the Offer Document and is set out as follows, the timetable is indicative only and any changes to the timetable will be announced by the Offeror and the Company.

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| Despatch date of the Offer Document and the commencement of the Offers ^(Note 1) | Friday, 9 March |
| Latest time for the posting of the Offer Document ^(Note 2) | Friday, 23 March |
| Latest time and date for acceptance of the Offers | not later than 4:00 p.m. on Tuesday, 10 April |
| First Closing Date of the Offers ^(Note 3) | Tuesday, 10 April |
| Announcement of the results of the Offers and the level of acceptance as at the First Closing Date uploaded to the Stock Exchange’s website | not later than 7:00 p.m. on Tuesday, 10 April |
| Latest date for posting of remittances for the amounts due in respect of valid acceptance of the Offers lodged on or before First Closing Date (if the Offers become or are declared unconditional on the First Closing Date) ^(Note 4) | Friday, 20 April |

Latest time and date for the Offers remaining open for acceptance assuming the Offers become or are declared unconditional on the First Closing Date) ^(Note 5) 4:00 p.m. on Tuesday, 24 April

Latest Date for posting of remittance for the amounts due in respect of valid acceptance received under the Offers on or before 4:00 p.m. on Tuesday, 24 April 2012, being the latest date which the Offers remain open for acceptance assuming the Offers become, or are declared unconditional in all respects on the First Closing Date Tuesday, 8 May

Latest time and date by which the Share Offer can be declared unconditional as to acceptance ^(Note 6) . . . 7:00 p.m. on Tuesday, 8 May

Notes:

1. The Offers are made on 9 March 2012, being the date of posting of the Offer Document, and is capable of acceptance on and from that date. The Share Offer is conditional upon valid acceptances having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the Closing Date in respect of the Shares, which together with the Shares acquired or agreed to be acquired by the Offeror and parties acting in concert with him, constituting more than 50% of the voting rights of the Company in accordance with the Takeovers Code. The CN Offer is conditional upon the Share Offer becoming unconditional in all respects. Acceptance of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in Rule 17 and Rule 19.2 of the Takeovers Code.

Pursuant to Rule 17 of the Takeovers Code, the accepting Shareholders and holder(s) of Convertible Notes shall be entitled to withdraw their acceptance after 21 days from the First Closing Date of the Offers on Tuesday, 10 April, if the Offers have not by then become unconditional as to acceptances. This entitlement to withdraw shall be exercisable until such time as the Offers become or are declared unconditional as to acceptances: however, on the 60th day (or any date beyond which the Offeror has stated that his Offers will not be extended) the final time for the withdrawal must coincide with the final time for the lodgement of acceptances set out in Rule 15.5, and this time must not be later than 4:00 p.m..

Save as aforesaid, acceptances of the Offers by the Independent Shareholders and holder(s) of the Convertible Notes shall be irrevocable and cannot be withdrawn except in the circumstances set out in Rule 19.2 of the Takeovers Code which is to the effect that if the Offeror is unable to comply with any of the requirements of making announcements relating to the Offers as described under the section headed "Announcements" in the Offer Document, the Executive may require that acceptors be granted a right of withdrawal on terms acceptable to the Executive until such requirements can be met.

2. In accordance with the Takeovers Code, the Company is required to post the Offeree Document to the Shareholders within 14 days from the posting of the Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the closing date by the number of days in respect of which the delay in the posting of the Offeree Document is agreed.

3. In accordance with the Takeovers Code, where the Offeree Document is posted after the date on which the Offer Document is posted, the Offers must remain open for acceptance for at least 28 days following the date on which the Offer Document is posted. The Offeror has the its right to revise or extend the Offers until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code).

The Offeror will issue an announcement in relation to any revision or extension of the Offers, which will state the next closing date or, if the Offers have become or are at that time unconditional as to acceptances, that the Offers will remain open until further notice. In any event, where the Offers become or are declared unconditional, the Offers will remain open for acceptance for not less than 14 days thereafter in accordance with the Takeovers Code.

4. Subject to the Offers becoming unconditional, remittance in respect of the consideration payable for the Shares tendered under the Offers will be posted by ordinary post to the Shareholders accepting the Offers at their own risk as soon as possible, but in any event within 10 days of the later of the date on which the Offers become, or are declared, unconditional and the date of receipt by the Receiving Agent of all the relevant documents to render the acceptance under the Offers complete and valid in accordance with the Takeovers Code.
5. In accordance with the Takeovers Code, where the Offers become or are declared unconditional in all respects, the Offers should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the Offers are closed to the Shareholders who have not accepted the Offers. The Offeror has the right, subject to the Takeovers Code, to extend the Offers until such date as it may determine or as permitted by the Executive, in accordance with the Takeovers Code. The Offeror will issue a press announcement in relation to any extension of the Offers, which will state the next closing date or, if the Offers have become or are at that time unconditional, that the Offers will remain open until further notice.
6. Pursuant to the Takeovers Code, unless with the consent of the Executive, the Share Offer may not become or be declared unconditional as to acceptance after 7:00 p.m. on the 60th day after the date of the posting of the Offer Document.

All times and dates refer to Hong Kong local times and dates.

CONDITION OF THE OFFERS

The Share Offer is conditional upon valid acceptances having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the Closing Date in respect of the Shares, which together with the Shares acquired or agreed to be acquired by the Offeror and parties acting in concert with him, constituting more than 50% of the voting rights of the Company in accordance with the Takeovers Code.

The Offers will be made in compliance with the Takeovers Code, which is administered by the Executive. The CN Offer is conditional upon the Share Offer becoming unconditional in all respects.

The Offers may lapse if they do not become unconditional on the Closing Date. The Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers. The Offeror reminds his associates of the dealing restrictions under the Takeovers Code and their duties to disclose their permitted dealings, if any, in any securities of the Company.

Wang Han

Hong Kong, 9 March 2012

The Offeror accepts full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.