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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)**

## **ANNOUNCEMENT**

### **INTERIM INJUNCTION OBTAINED BY THE COMPANY IN RELATION TO CLAIM AGAINST MAKE SUCCESS LIMITED AND WANG HAN**

Reference is made to the announcements of Mayer Holdings Limited (the “**Company**”) dated 16 January 2012 and 9 March 2012 (the “**Announcements**”) in relation to the High Court action HCA 64/2012 commenced by the Company as the Plaintiff (the “**Action**”). Unless the context otherwise requires, capitalised terms used in this announcement bear the same meanings as defined in the Announcements.

The Company wishes to announce that, at a court hearing held on 5 April 2012 in relation to the Company’s application for an interlocutory injunction pursuant to its Inter Partes Summons dated 29 March 2012 (the “**Plaintiff’s Summons**”) under the Action, the High Court of the Hong Kong Special Administrative Region (the “**Court**”) made an order (the “**Order**”) that:

As against Make Success Limited (1st Defendant), Zhang Xin Yu (4th Defendant) and Wang Han (7th Defendant)

- (1) The 1st, 4th and 7th Defendants be restrained whether, in the case of the 1st Defendant, acting by itself, its directors, officers, employees, servants, agents or any of them or otherwise howsoever, and in the case of the 4th and 7th Defendants, acting by themselves, their servants or agents or any of them or otherwise howsoever, until the determination of the Plaintiff’s Summons or further order of the Court, from:
  - (i) disposing of, transferring, dealing in any way with, or diminishing the value of;
  - (ii) procuring the disposal, transfer, dealing with, or diminution of the value of;
  - (iii) exercising any rights or powers (including but not limited to voting rights in general meeting(s) as defined under the Codes on Takeovers and Mergers and Share Repurchases or under the general law) in respect of; and/or

\* For identification purpose only.

- (iv) entering into any agreement to effect any transactions referred to in paragraphs (i), (ii) and/or (iii) above in relation to 236,363,636 issued shares in the Plaintiff (the “**Consideration Shares**”), being part of the consideration for the sale by the 1st Defendant to the Plaintiff of the entire shareholding in Yield Rise Limited (the “**Yield Rise Shares**”) pursuant to a sale and purchase agreement made on or about 8 November 2010 between the Plaintiff and the 1st Defendant as amended by a supplemental agreement on 31 March 2011 (the “**Agreement**”);
- (2) The 7th Defendant be restrained whether acting by himself, his servants or agents or any of them or otherwise howsoever, until the determination of the Plaintiff’s Summons or further order of the Court, from completing the voluntary conditional cash offer dated 9 March 2012 made on behalf of the 7th Defendant for 691,200,000 shares in the Plaintiff at the price of HK\$0.12 per share (the “**VGO**”) on the basis that the condition precedent to the completion of the VGO is fulfilled by calculating, adding, consolidating or in any other way taking into account the Consideration Shares, or any part thereof.

The Plaintiff’s Summons has been adjourned for a substantive Court hearing to a date to be fixed, when the Company will ask, inter alia, for the Order to be continued until the final determination of the Action. It was further directed by the Court that the parties be at liberty to fix the hearing immediately, for a date not earlier than 63 days from the date of the Order. Meanwhile, all parties to the Action are subject to the Order.

The Company will keep the shareholders and the public informed of any material development in connection with the above action by way of further announcement(s) as and when appropriate.

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

Hong Kong, 5 April 2012

*The Directors (except for Mr. Xue Wenge, Mr. Li Deqiang and Mr. Lam Chun Yin on the basis that they have a material conflict of interest) jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their 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.*

*As at the date of this announcement, the Board comprises five executive directors, namely Mr. Hsiao Ming-chih, Mr. Lai Yueh-hsing, Mr. Chiang Jen-chin, Mr. Lu Wen-yi, and Mr. Xue Wenge; two non-executive directors, namely Mr. Li Deqiang and Mr. Lam Chun Yin; and three independent non-executive directors, namely Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu.*