

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



美亞控股有限公司*
MAYER HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1116)

CLARIFICATION ANNOUNCEMENT ON RESIGNATION OF NON-EXECUTIVE DIRECTOR AND CHANGE OF AUTHORIZED REPRESENTATIVE

Reference is made to the announcement dated 10 May 2012 (the “**Announcement**”) of Mayer Holdings Limited (the “**Company**”) in relation to the resignation of Mr. Lam Chun Yin (“**Mr. Lam**”) as the non-executive director and authorized representative of the Company. Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

Whilst the Board does not agree with the criticisms made by Mr. Lam against the Company, it would like to provide a summary of the disagreement between Mr. Lam and the Board as follows in order to provide shareholders and investors of the Company with further information:

- Mr. Lam alleged that the company secretary (the “**Company Secretary**”) of the Company did not inform Mr. Lam about the enquiries from The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on a timely basis. The Board and the Company Secretary considered that they had used their reasonable endeavours to inform Mr. Lam of certain enquiries from the Stock Exchange on matters in a timely manner where the Company considered appropriate and necessary.
- Mr. Lam alleged that he was not provided with sufficient time to review all materials before meetings of the Board and he was not provided with sufficient information on correspondences between the Company and regulatory authorities. The Board considered that, in the relevant circumstances, the notices and materials given for the meetings were justified and reasonable.

* *For identification purposes only*

- Mr. Lam did not agree with the disclosure of court proceedings involving the Executive Director of the Company, Mr. Lai Yueh-hsing, as stated in the Company's announcement dated 24 April 2012. The Board considered that the relevant disclosure was appropriate and will make further announcements as appropriate.
- Mr. Lam claimed that he was not sufficiently informed of the Company's claim against, among others, Make Success Limited, as stated in the Company's announcements dated 16 January 2012 and 9 March 2012. The Board, based on reasonable grounds, considered that Mr. Lam and certain other directors have material conflicts of interest with the Company in relation to this matter.
- Mr. Lam alleged that the Company did not pay him any director's fee. The Company settled Mr. Lam's director's fees in full upon his resignation.

Save for the above, there are no other matters that the Board believes need to be brought to the attention of the shareholders of the Company in relation to Mr. Lam's resignation.

Mr. Lam on his own volition chose to tender his resignation.

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

Hong Kong, 7 June 2012

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; one non-executive director, namely Mr. Li Deqiang; and three independent non-executive directors, namely Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu.