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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)

## RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR APPOINTMENT OF COMPANY SECRETARY

The board of directors (the “**Board**”) of the Mayer Holdings Limited (the “**Company**”) announces that Ms. Li Shan Mui, Janice (“**Ms. Li**”) has tendered her resignation as an independent non-executive director of the Board (the “**Director**”) and a member of the audit committee (the “**Audit Committee**”) of the Company with effect from 16 December 2014 to assume the appointment as the company secretary of the Company with effect from 16 December 2014.

Ms. Li has confirmed that she has no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Ms. Li, aged 41, is a certified public accountant and a certified tax adviser in Hong Kong and has substantial experience in the supervision of corporate’s internal control and accounting operations. Ms. Li graduated with Bachelor of Arts, majoring in accounting, at the University of Hertfordshire in the United Kingdom in 2001 and is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and an associate member of the Taxation Institute of Hong Kong.

Ms. Li has been an independent non-executive Director from 9 October 2014 to 16 December 2014. She is also the company secretary of Global Energy Resources International Group Limited, a company whose shares are listed on the Stock Exchange with the stock code 8192.

Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) requires there shall be at least three independent non-executive directors in the board of directors of a listed issuer, whilst Rule 3.21 of the Listing Rules requires there shall be at least three members in the audit committee of a listed issuer. Following the resignation of Ms. Li, the Company is unable to fulfill such requirements.

In order to comply with the Listing Rules, the Company will make its best endeavours to identify a suitable candidate to fill the casual vacancy for the positions of independent non-executive Director and member of the audit committee of the Company, and expects the vacancies to be filled as soon as practicable. Further announcement will be made by the Company as and when appropriate.

The Board would like to take this opportunity to welcome Ms. Li on her appointment.

By order of the board  
**Mayer Holdings Limited**  
**Lee Kwok Leung**  
*Chairman*

Hong Kong, 17 December 2014

*As at the date of this announcement, the Board of the Company comprises:*

Executive Directors:

*Mr. Lee Kwok Leung (Chairman)*

*Mr. Lin Jinhe*

*Mr. Xu Lidi*

Non-executive Director:

*Mr. Li Deqiang*

Independent Non-executive Directors:

*Mr. Ng Cheuk Lun*

*Mr. Lau Kwok Hung*

\* *For identification purpose only*