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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)**

## **PERIODIC ANNOUNCEMENT**

This periodic announcement is made pursuant to Rule 13.24A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the announcements (the “**Announcements**”) of Mayer Holdings Limited (the “**Company**”) dated 30 March 2015, 1 April 2015, 22 May 2015, 30 June 2015, 31 July 2015, 31 August 2015, 30 September 2015, 30 October 2015, 1 December 2015, 31 December 2015 and 1 February 2016 respectively in relation to the Update on the Status of Resumption, Delay in Publication of the Outstanding Financial Results, Business and Litigation.

Capitalized terms used herein shall bear the same meanings as defined in the Announcements unless otherwise stated.

### **UPDATE ON THE STATUS OF RESUMPTION**

Trading in the Shares on the Stock Exchange has been suspended since 9 January 2012. The Company has engaged legal consultants and a financial adviser to address the matters in respect of the resumption of trading of the Shares on the Stock Exchange. On 13 May 2015, the Company disclosed resumption conditions which were imposed by the Stock Exchange.

### **DELAY IN PUBLICATION OF THE OUTSTANDING FINANCIAL RESULTS**

Due to (i) the delay in publication of the Outstanding Financial Results caused by the old Board; (ii) the Change of the Board which took place on 9 October 2014; and (iii) the local management of Guangzhou Mayer remains un-cooperative with the Board, the Company is unable to publish and despatch the annual results and annual report of the Group for the year ended 31 December 2014 and also unable to publish and despatch interim results and interim report of the Group for the six months ended 30 June 2015 pursuant to the Listing Rules.

Following the Change of the Board, the Board has put in extensive amount of effort to liaise with the respective local managements of Guangzhou Mayer and Dan Tien Port, particularly in dealing with the proposed audit works and resume management control.

*\* For identification purposes only*

The Auditors has completed the audit works on the Company (exclusion of certain principal subsidiaries) for the four financial years ended 31 December 2014. However, the Auditors has not yet completed the audit works on Dan Tien Port for the same period due to certain difficulties. The main difficulties that the Auditors has faced including language barrier, different in accounting treatments particularly in revenue recognition and costs allocations, different regulations and laws. Therefore, it is imperative to evaluate the nature of all entries prior to making the relevant adjustments if applicable. The Auditors has also sought further clarifications with local accounting staff of Dan Tien Port to support the nature of the entries. Subject to the major issues be confirmed and verified, the first draft results will be submitted by 31 March 2016 in accordance with the Auditors.

At the request of the Auditors, the Company has engaged a qualified translator, and also engaged a qualified professional valuer and Vietnam legal advisers to appraise the business value and property interests held by Dan Tien Port and to provide legal opinion respectively.

The local management of Guangzhou Mayer remains un-cooperative with the Board. In this regard, many actions have been taken by the Company and Bamian in a year. On 17 December 2015, Guangzhou Administration for Industry and Commerce (“GAIC”) has notified Guangzhou Mayer that its filings of the changes (the “**Filings of the Changes**”) in respect of, among others, unauthorized alterations of the Articles of Association of Guangzhou Mayer made on 30 May 2014 and 30 September 2014 respectively have been revoked. In addition, Bamian has further requested Guangzhou Economic and Technological Development Zone, Guangzhou High-tech Industrial Development Zone, Guangzhou Export Processing Zone, and Guangzhou Free Trade Zone of the Management Committee (collectively, the “**Management Committee**”) to revoke the Filings of the Changes. The valid of the Articles of Association of Guangzhou Mayer will be restored to the version prior to the unauthorized alteration made by Guangzhou Mayer on 30 May 2014 upon the Management Committee revoke the Filings of the Changes. The Company will update the Shareholders and public if any material development in this regard.

## **BUSINESS**

### *Dan Tien Port, Vietnam*

The Company indirectly holds 87.5% equity interests in Good Wishes Investment Limited, a subsidiary of the Company incorporated in Hong Kong, which in turn holds 80% equity interest in Dan Tien Port. The Group’s effective interest in Dan Tien Port is 70%. Dan Tien Port is licensed with the Certificate of Investment (with a 50 years term from 27 June 2003) by the People’s Committee of Quang Ninh Province, Vietnam to develop and carry out the Port Business and Property Business in Vietnam. The Company has appointed an experienced consultant to derive a commercially viable development plan for the Board to consider, and the consultant has commenced the study. The draft report has been submitted for the Directors for considering.

### *Guangzhou Mayer, the PRC*

The Company indirectly holds 81.4% equity interest in Guangzhou Mayer through Bamian Investments Pte Ltd., a wholly-owned subsidiary of the Company incorporated in Singapore. The Group’s effective interest in Guangzhou Mayer is 81.4%. At present, Bamian is under the control of the Company. Guangzhou Mayer is principally engaged in manufacturing and trading of steel pipes, steel sheets and other metal products.

## LITIGATION

The Company has taken legal actions to resume management control over Guangzhou Mayer in Singapore and in the PRC. Brief descriptions of the relevant material ongoing legal actions in relation to Guangzhou Mayer are as follows:-

### Singapore: HC/S 320/2015

On 6 April 2015, Bamian issued a writ of summons in the High Court of the Republic of Singapore against two former directors of Bamian, Mr. Lo Haw (is also the sole legal representative, chairman and a director of Guangzhou Mayer) and Mr. Wu Kuo-Lung (was also the director of Guangzhou Mayer before he passed away), for breach of their directors' duties leading to unauthorized amendments made to the Articles of Association of Guangzhou Mayer on 30 May 2014 and 30 September 2014 respectively. The hearings for the Pre-Trial Conference (which is primarily for the Court to determine how the case is progressing) have been held on 7 January 2016 and on 13 January 2016 respectively. The next hearing for the PTC will be held on 9 March 2016.

### The PRC: (2015)穗蘿法民二初字第300號

On 11 May 2015, Bamian issued a writ of summons in the People's Court of Guangzhou Luogang District (廣州市蘿崗區人民法院) in the PRC against Guangzhou Mayer claiming for the dispute in respect of the Shareholders' Right to Know. The hearings for the claim have been held by the People's Court of Guangzhou Huangpu District (廣州市黃埔區人民法院) on 1 December 2015 and 24 February 2016 respectively. Bamian is currently waiting for judgement from the People's Court of Guangzhou Huangpu District.

The Company is also involved in the following material litigation:-

### Hong Kong: the Claim (HCA 64/2012)

Reference is made to the announcements of the Company dated 16 January 2012, 9 March 2012, 5 April 2012, 3 October 2012, 31 December 2013, 8 October 2014 and 30 March 2015 in respect of the Claim, the Board will seek further legal advice before making a final decision in respect of the Claim.

However, in view of the circumstances stated therein, the Company has been in preliminary discussion with representatives of the counterparty in view of reaching into standstill, so that the Company can complete the Dan Tien Port Plan and present to the counter party for detail negotiation. The Company will update the Shareholders and public if any material development in connection with the negotiation.

### Cayman Islands: the Appeal (CICA No.: 21 of 2014)

Reference is made to the announcements of the Company dated 11 August 2014, 23 September 2014, 8 October 2014, 19 January 2015, 30 March 2015, 22 May 2015 and 30 June 2015 respectively, among others, in relation to the Winding-Up Petition and the Appeal. The first hearing for the Appeal was held by the Court of Appeal of the Cayman Islands on 5 and 6 May 2015. The Company received a sealed court order on 17 June 2015. Further reference is made to the announcements of the Company dated 22 June 2015 and 10 August 2015 in relation to the Court Order and the Poll Results of the Extraordinary General Meeting of the Company respectively. The next hearing date is yet to be determined.

Hong Kong: HCA 156/2015

On 19 January 2015, the Company issued a writ of summons in the Court of First Instance of the High Court of Hong Kong claiming against the former company secretary and chief financial controller of the Company, Mr. Chan Lai Yin, Tommy, for having wrongfully deprived the Company of access to or possession of certain documents, information and records which belonged to the Company and wrongfully refused to disclose the relevant passwords for the computer server and laptop of the Company. The next hearing date is yet to be determined.

The PRC: (2015)穗黃法民一初字第1364號

On 14 December 2015, the Company and Bamian (Collectively, the “Defendants”) received an originating summons (the “Summons”) issued and filed by the subsidiary of Bamian, Guangzhou Mayer, and the legal representative and director, Lo Haw (Collectively, the “Plaintiffs” ) claiming for protection of the Plaintiffs’ reputation under the People’s Court of Guangzhou Huangpu District. Details of the Summons could be referred to the Company’s announcement dated 15 December 2015. The Company and Bamian have initiated the respective objections of jurisdiction against the People’s Court of Guangzhou Huangpu District on 16 December 2015.

**CONTINUED SUSPENSION OF TRADING IN THE SHARES**

Trading in the Shares remains suspended until further announcement.

**The Company will keep the Shareholders and public informed of any material development in connection with the above matters by way of periodic announcements and/or further announcement(s) as and when appropriate.**

By order of the Board  
**Mayer Holdings Limited**  
**Lee Kwok Leung**  
*Chairman and Executive Director*

Hong Kong, 29 February 2016

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Lee Kwok Leung, Mr. Xu Lidi and Mr. Lin Jinhe; two non-executive Directors, namely Mr. Li Deqiang and Mr. Xia Liangbing, and three independent non-executive Directors, namely Mr. Lau Kwok Hung, Mr. Ng Cheuk Lun and Mr. Huang Jianwei.*