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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: 01116)

(the “Company”)

PERIODIC ANNOUNCEMENT

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

References are made to the announcements of 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, 1 February 2016, 29 February 2016, 31 March 2016, 3 May 2016, 31 May 2016, 30 June 2016, 29 July 2016, 31 August 2016, 30 September 2016, 31 October 2016, 30 November 2016, 29 December 2016, 27 January 2017, 28 February 2017, 31 March 2017, 28 April 2017, 31 May 2017, 30 June 2017, 31 July 2017, 31 August 2017, 29 September 2017 and 31 October 2017 respectively in relation to the Update on the Status of Resumption, Delay in Publication of the Outstanding Financial Results, Business and Litigation (altogether, “**Those Announcements**”). Capitalized terms used herein shall have the same meanings as those defined in Those Announcements unless defined otherwise.

Update on the status of resumption

Trading in the Shares on the Stock Exchange has been suspended from 9:00 a.m. on 9 January 2012. The Stock Exchange has placed the Company in the third delisting stage under the Practice Notice 17 to the Listing Rules on 14 June 2017. If the Company does not submit a viable resumption proposal to the Stock Exchange by the end of the third delisting stage (that is, 13 December 2017), the Company’s listing status will be cancelled.

The Company’s financial adviser had submitted the resumption proposal, on behalf of the Company, to the Stock Exchange on 28 November 2017. The Company will inform the general public of any further development of the resumption application whenever appropriate.

Review of the Group’s Internal Control System

Through the independent professional adviser engaged by the Company (the “**IPA**”), the Review Report had been submitted to the SFC on 31 October 2017. The Board had expressed its appreciation to the IPA for its valuable contribution to the improvement of the Group’s internal control system.

* For identification only

Furthermore, the IPA had also been engaged for the purpose of demonstrating that the Company has put in place adequate financial reporting procedures and internal control systems to meet obligations under the Listing Rules (the “**IC Review**”). The IPA had then conducted a comprehensive review of the Group’s internal control system in early November 2017 and the IC Review had been completed with the review report issued by the IPA on 21 November 2017 to the Company. With respect to the identified internal control deficiencies, the IPA had made recommendations to enhance the efficiency and effectiveness of the internal control systems of the Group and the Company has immediately adopted the recommendations made by the IPA to strengthen its internal control systems.

Delay in the publications of the outstanding financial results

Due to (i) the delay in the publications of the Outstanding Financial Results caused by the old Board; (ii) the Change of the Board took place on 9 October 2014; and (iii) the management of Guangzhou Mayer was un-cooperative with the Board, the Company is unable to publish and despatch the annual results and annual reports of the Group for the respective years ended 31 December 2011, 31 December 2012, 31 December 2013, 31 December 2014, 31 December 2015 and 31 December 2016, and also unable to publish and despatch interim results and interim reports of the Group for the six months ended 30 June 2012, 30 June 2013, 30 June 2014, 30 June 2015, 30 June 2016 and 30 June 2017 respectively pursuant to the Listing Rules.

Business

Project of Dan Tien Port, Vietnam

The Company is now liaising with the relevant parties to cease the project of Dan Tien Port by way of a settlement deed. The Company will update the Shareholders for further development.

Guangzhou Mayer, the PRC

The current status of Guangzhou Mayer remains the same as of the periodic announcement made by the Company on 31 October 2017.

Other Business

The Company continues its endeavors in reviewing the previous businesses, the restructuring of business, and in the meantime, the Company is also actively seeking for new investment opportunities in order to diversify the Group’s business.

Update on a Very Substantial Disposal

Particular reference is made to the Company’s announcement dated 5 January 2012 where the Company agreed to dispose of entire issued shares of Bamian, which holds 81.4% of Guangzhou Mayer, to an independent third party under the disposal agreement dated 21 November 2011 (the “**Disposal Agreement**”). On 8 February 2013, the Company announced that as the purchaser had not given written termination notice to the Company, the Disposal Agreement would remain effective.

It is clarified that, according to the terms of the Disposal Agreement, the Disposal Agreement shall be terminated if the relevant approval in relation to the disposal has not been obtained from the Stock Exchange or the Shareholders within one year after the signing of the Disposal Agreement. Since no approval had been obtained from the Stock Exchange and the Shareholders within one year after

signing of the Disposal Agreement (that is, before 22 November 2012), the Disposal Agreement had been considered as terminated on 22 November 2012.

Litigations

Brief descriptions of the relevant ongoing legal actions in relation to Guangzhou Mayer are provided as follows:

Singapore: Appeal CA/CA 108/2017 against HC/S 320/2015

The Singaporean Lawyers are still waiting for the written notice from the Court of Appeal in Singapore in respect of the fact whether Lo Haw had put in the further security for cost as ordered. Up till the date of this announcement, the Singaporean Lawyers still believe that the hearing for the captioned appeal is expected to take place between 5 and 13 February 2018.

Hong Kong: Jurisdiction dispute HCA 1994 of 2016

The final submissions of both the Company and the Defendants had been made respectively to the court on 24 November 2017; thereafter, the court had set the hearing at 2:30 pm of 28 November 2017. The Company will inform the Shareholders of any further development of this case whenever appropriate.

The PRC: Claim Disputes of (2017) 粵 0391 民初 2337 號、2338 號 and 2367 號

Up till the date of this announcement, the Qianhai Court has not yet decided the dates of hearing in respect of the captioned three claim disputes. The Company will inform the Shareholders of any further development of these claim disputes whenever necessary.

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

Hong Kong: Claim Dispute (HCA 64/2012)

On the same hearing described below in the CICA No.: 21 of 2014, the Cayman Islands Court of Appeal also discharged the undertaking which restricted the Company from settling the captioned claim dispute with the Defendants. The Company is now in the course of negotiating settlement with the relevant parties and shall inform the Shareholders of any further development whenever appropriate.

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

A hearing of the Cayman Islands Court of Appeal was held on 15 November 2017. Upon hearing, the counsel for the Appellant and the counsel for the Company, the Cayman Islands Court of Appeal ordered both the Appeal filed by the Petitioner and the Cross-Appeal by the Company be dismissed. However, since the Cayman court has reserved judgment on costs, the sealed copy order is yet to be issued. The Company will inform the Shareholders of any further development of the said Appeal whenever appropriate.

Hong Kong: Litigation No. HCA156/2015

The current status of the captioned litigation remains unchanged as of the announcement made by the Company on 27 January 2017. Up till the date of this announcement, the Court of First Instance of the High Court of Hong Kong has not yet determined the date of hearing.

Hong Kong: Miscellaneous Proceedings No. 1673 of 2016

The current status of the captioned proceedings remains unchanged as of the periodic announcement made by the Company on 31 October 2017.

The PRC: (2017)粵01民終19249號 Appeal against the rulings of (2015)穗黃法民一初字第1364號

The Intermediate Court of Guangzhou Municipality, Guangdong Province (廣東省廣州市中級人民法院) had heard the Huangpu Appeal on 13 November 2017 with the absence of Lo Haw (and/or his representing lawyers). Being one of the plaintiffs in the first trial, Guangzhou Mayer applied to the court for dismissal of the Huangpu Appeal. The Company and Bamian are now waiting for the issuance of the court judgment and will inform the Shareholders of any further development of the Huangpu Appeal whenever necessary.

Continued suspension of the trading in the Shares

Trading in the Shares will continue to be suspended until further notice.

The Company will keep the Shareholders and potential investors 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.

For and on behalf of the Board
Mayer Holdings Limited
Lee Kwok Leung
Chairman and Executive Director

Hong Kong, 30 November 2017

As at the date hereof, the Board comprises three executive directors; namely, Mr. Lee Kwok Leung, Mr. Xu Lidi and Mr. Lin Jinhe; one non-executive director; namely, Mr. Wang Dongqi; and three independent non-executive directors; namely, Mr. Lau Kwok Hung, Mr. Ng Cheuk Lun and Mr. Deng Shimin.