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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”)

**RESULTS OF OPEN OFFER OF 1,398,400,000 OFFER SHARES
AT HK\$0.20 PER OFFER SHARE ON THE BASIS OF FOUR (4) OFFER
SHARES FOR EVERY ONE (1) ADJUSTED SHARE HELD ON THE
RECORD DATE**

Financial adviser to the Company

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智 略 資 本

Reference is made to the prospectus of the Company dated 29 October 2018 in relation to the Open Offer (the “**Prospectus**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus, unless the context requires otherwise.

RESULTS OF THE OPEN OFFER

The Board is pleased to announce that at 4:00 p.m. on Monday, 12 November 2018, being the Latest Time for Acceptance of and payment for the Offer Shares, a total of 14 valid acceptances (including excess application) of allotments for an aggregate of 757,378,800 Offer Shares, representing approximately 54.16% of the total number of 1,398,400,000 Offer Shares available for subscription under the Open Offer, were received. Accordingly, the Open Offer was under-subscribed by 641,021,200 Offer Shares, representing approximately 45.84% of the total number of the Offer Shares available for subscription under the Open Offer.

UNDERWRITING AGREEMENT

As at the date of this announcement, all of the conditions precedent of the Underwriting Agreement have been satisfied and the Underwriting Agreement was not terminated by the Underwriters prior to the latest time for termination of the Underwriting Agreement. Accordingly, the Open Offer has become unconditional. Pursuant to the Underwriting Agreement and based on the results of the Open Offer as disclosed in this announcement, Yicko Securities, one of the Underwriters, has subscribed for 641,021,200 Offer Shares which are all the Offer Shares not taken up by the Qualifying Shareholders upon the Underwriting Agreement becomes unconditional. As advised by Yicko Securities, all the 641,021,200 Offer Shares will be subsequently placed out to individuals and entities, and none of them will become a substantial Shareholder.

DESPATCH OF CERTIFICATES AND COMMENCEMENT OF DEALINGS IN THE OFFER SHARES

Share certificates for the Offer Shares will be despatched on Tuesday, 20 November 2018 to the Qualifying Shareholders' registered addresses shown on the register of members of the Company by ordinary post at their own risk. Subject to the fulfillment of the resumption conditions imposed by the Stock Exchange on the Company and the approval of the Stock Exchange for Resumption, dealings in the Adjusted Shares and Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 21 November 2018.

EXCESS OFFER SHARES

In light of the under-subscription, the Board has resolved to accept all valid applications for the excess Offer Shares and allot and issue such number of excess Offer Shares as having been validly applied for under each application.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following is a table showing the changes in the shareholding structure of the Company immediately before and upon completion of the Open Offer:

	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>No. of Shares</i>	<i>Approx. %</i>	<i>No. of Shares</i>	<i>Approx. %</i>
Bumper East	50,000,000	14.30	280,000,000	16.02
Aspial Investment	50,000,000	14.30	280,000,000	16.02
Chan Ka Kiu	12,694,000	3.63	213,470,000	12.21
Public Shareholders	<u>236,906,000</u>	<u>67.77</u>	<u>974,530,000</u>	<u>55.75</u>
Total	<u>349,600,000</u>	<u>100.00</u>	<u>1,748,000,000</u>	<u>100.00</u>

WARNING

Trading in the Shares will continue to be suspended until further notice. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.

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

Hong Kong, 19 November 2018

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, Ms. Chen Yen Yung and Mr. Deng Shimin.

The English text of this announcement shall prevail over its Chinese text.

* *For identification purpose only*