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Terms defined in the Prospectus (as defined below) shall have the same meanings when used herein unless the context otherwise require.



美亞控股有限公司*
MAYER HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)

**LISTING ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING AND PUBLIC OFFER**

Number of Offer Shares	:	100,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Placing Shares	:	90,000,000 Shares (subject to reallocation and the Offer Size Adjustment Option)
Number of Public Offer Shares	:	10,000,000 Shares (subject to reallocation)
Offer Price	:	HK\$0.55 per Share
Nominal value	:	HK\$0.10 each
Stock code	:	1116

Joint Sponsors



CSC Asia Limited

**Joint Lead Manager
and Bookrunner**

CSC Securities (HK) Limited



Barits Securities (Hong Kong) Limited

Joint Lead Manager

Barits Securities (Hong Kong) Limited

Co-lead Manager

Taiwan Securities (HK) Co., Ltd.

Underwriters

Japan Asia Securities Limited

Kingsway Financial Services Group Limited

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the shares of HK\$0.10 each (the “Shares”) in the share capital of Mayer Holdings Limited (the “Company”) in issue and to be issued as described in the prospectus of the Company dated 10th June, 2004 (the “Prospectus”) and the application forms relating thereto, including any Shares which may fall to be issued upon the exercise of the options which may be granted under the Company’s share option scheme. Dealings in the Shares on the Stock Exchange are expected to commence at 9:30 a.m. on Monday, 21st June, 2004. Subject to the granting of the listing of, and permission to deal in, the Shares on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the Central Clearing and Settlement System (“CCASS”) with effect from the commencement date of dealings in the Shares on the Stock Exchange or such other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

The share offer (the “Share Offer”) of 100,000,000 new Shares (the “Offer Shares”) comprises an offer for subscription (the “Public Offer”) of initially 10,000,000 new Shares (the “Public Offer Shares”) (subject to reallocation) to the public in Hong Kong and a placing (the “Placing”) of initially 90,000,000 new Shares (the “Placing Shares”) (subject to reallocation and the Offer Size Adjustment Option (as defined in the Prospectus), to professional, institutional and private investors. The Offer Price is HK\$0.55 per Offer Share. The proposed board lot for trading in the Shares is 4,000 Shares. Applicant must apply for a minimum of 4,000 Shares. Applicant must also pay brokerage of 1%, SFC transaction levy of 0.005% and SFC investor compensation levy of 0.002% and Stock Exchange trading fee of 0.005% on application. Applicant who applies for a board lot of 4,000 Public Offer Shares have to pay HK\$2,222.26. The **WHITE** and **YELLOW** application forms contain tables showing the exact amount payable for certain multiples of Shares.

The allocation of the Offer Shares between the Public Offer and the Placing is subject to adjustments. If the number of Offer Shares validly applied for under the Public Offer represents 15 times or more but less than 50 times the number of Public Offer Shares initially available for subscription under the Public Offer, then Placing Shares will be reallocated to the Public Offer from the Placing, so that the total number of Shares available under the Public Offer will be 30,000,000 Shares, representing up to 30% of the total number of Offer Shares initially available under the Share Offer (before any exercise of the Offer Size Adjustment Option). If the number of Offer Shares validly applied for under the Public Offer represents 50 times or more but less than 100 times the number of Public Offer Shares initially available for subscription under the Public Offer, then the number of Placing Shares to be reallocated to the Public Offer from the Placing will be increased so that the total number of Shares available under the Public Offer will be 40,000,000 Shares, representing up to 40% of the total number of Offer Shares initially available under the Share Offer (before any exercise of the Offer Size Adjustment Option). If the number of Public Offer Shares validly applied for under the Public Offer represents 100 times or more the number of the Public Offer Shares initially available for subscription under the Public Offer, then the number of Placing Shares to be reallocated to the Public Offer from the Placing will be increased, so that the total number of Public Offer Shares available under the Public Offer will be 50,000,000 Shares, representing up to 50% of the total number of Offer Shares initially available under the Share Offer (before any exercise of the Offer Size Adjustment Option).

Applicants should be aware that the number of Shares available under the Placing will be corresponding reduced as a result of the reallocation (if any) described above.

If the Public Offer is undersubscribed, CSC Securities (HK) Limited (“CSC Securities”) will have the absolute discretion to reallocate all or any unsubscribed Public Offer Shares originally included in the Public Offer to the Placing (or vice versa, as appropriate) in such amounts and manner as it deems appropriate. Only one application on a **WHITE** or **YELLOW** application form may be made for the benefit of any person. Multiple or suspected multiple applications, or any application for more than 10,000,000 Shares, being 100% of the Public Offer Shares initially offered for application, are liable to be rejected. In addition, applicants are required to undertake and confirm that they or the relevant beneficial owner(s) have not applied for or taken up or indicated any interest in and will not apply for or take up or indicate any interest in, and have not received or been placed or allotted (including conditionally and/or provisionally) any interest in any Placing Shares under the Placing nor otherwise participated in the Placing and such applicants’ applications are liable to be rejected if the said undertaking and confirmation is breached and/or untrue (as the case may be).

The Share Offer is subject to the conditions stated in the paragraph headed “Conditions of the Share Offer” in the section headed “Structure of the Share Offer” in the Prospectus, namely that the listing of, and permission to deal in the Shares is granted by the Listing Committee of the Stock Exchange, the Underwriting Agreement becomes unconditional and not being terminated in accordance with its terms. If the Share Offer does not become unconditional, all application moneys received from the applicants under the Public Offer will be refunded, without interest, on the terms set out under the paragraph headed “Refund of your money” on the related application forms.

Pursuant to the Underwriting Agreement, the Company has granted to the Placing Underwriters (as defined in the Prospectus) the Offer Size Adjustment Option, which is exercisable by CSC Securities (for itself and on behalf of the other Placing Underwriters) at any time on or before 6:00 p.m. on the business day immediately before the date of allotment results announcement of the level of indication of interest in the Placing. Pursuant to the Offer Size Adjustment Option, the Company may be required to allot and issue up to an aggregate of 15,000,000 additional new Shares representing 15% of the total number of Shares initially available for subscription under the Share Offer. These additional Shares may be issued to cover any excess demand in the Placing. In the event that the Offer Size Adjustment Option is exercised, CSC Securities (for itself and on behalf of the other Placing Underwriters) in its absolute discretion may decide to whom and the proportion as to how the additional Shares will be allotted. If any part of the Offer Size Adjustment Option is exercised, an announcement will be published in The Standard (in English) and the Hong Kong Economic Times (in Chinese).

For the avoidance of doubt, the purpose of the Offer Size Adjustment Option is to provide flexibility for CSC Securities (for itself and on behalf of the other Placing Underwriters) to meet any excess demand in the Placing. The Offer Size Adjustment Option will not be associated with any price stabilisation activities of the Shares in the secondary market after the listing of the Shares on the Stock Exchange and will not be subject to the Securities and Futures (Price Stabilising) Rules of the SFO. No purchase of the Shares in the secondary market will be effected to cover any excess demand in the Placing which will only be satisfied by the exercise of the Offer Size Adjustment Option in full or in part.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the application forms relating thereto. Applicants who would like to have the allotted Public Offer Shares issued in their own names should complete the **WHITE** application forms. Applicants who would like to have the allotted Public Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS investor participant stock accounts or their designated CCASS participants’ stock accounts maintained in CCASS should complete the **YELLOW** application forms, copies of which, together with the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Thursday, 10th June, 2004 until 12:00 noon on Tuesday, 15th June, 2004 at the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road

Central, Hong Kong or the Customer Service Centre of HKSCC at Upper Ground Floor, V-Heun Building, 128-140 Queen's Road Central, Hong Kong. **WHITE** application forms together with the Prospectus are available during normal business hours for the same period from:

CSC Asia Limited

Unit 3204-3207, 32/F
Cosco Tower
183 Queen's Road Central
Hong Kong

or

CSC Securities (HK) Limited

Unit 3204-3207, 32/F
Cosco Tower
183 Queen's Road Central
Hong Kong

or

Barits Securities (Hong Kong) Limited

Room 3406, 34/F
Edinburgh Tower
The Landmark
15 Queen's Road Central
Hong Kong

or

Taiwan Securities (HK) Co., Ltd.

Room 4001-3, 40/F, Tower 2
Lippo Centre
89 Queensway Central
Hong Kong

or

Japan Asia Securities Limited

11/F
No. 8 Queen's Road Central
Hong Kong

or

Kingsway Financial Services Group Limited

5/F, Hutchison House
10 Harcourt Road Central
Hong Kong

or any of the following branches of **Hang Seng Bank Limited**:

Hong Kong Island:	Head Office	83 Des Voeux Road Central
	Central District Branch	Basement, Central Building, Pedder Street
	Causeway Bay Branch	28 Yee Wo Street
	Wanchai Branch	200 Hennessy Road
Kowloon:	Kowloon Main Branch	618 Nathan Road
	Tsimshatsui Branch	18 Carnarvon Road
	Kwun Tong Branch	70 Yue Man Square
	Mongkok Branch	677 Nathan Road
New Territories:	Tsuen Wan Branch	289 Sha Tsui Road, Tsuen Wan
	Shatin Branch	Shop 18 Lucky Plaza, Wang Pok Street, Shatin

Completed **WHITE** and **YELLOW** application forms, to which cheques or banker's cashier orders should be securely stapled, should be deposited in the special collection boxes provided at any of the branches of Hang Seng Bank Limited referred to above on the following dates during the following times:

Thursday, 10th June, 2004	–	9:00 a.m. to 4:00 p.m.
Friday, 11th June, 2004	–	9:00 a.m. to 4:00 p.m.
Monday, 14th June, 2004	–	9:00 a.m. to 4:00 p.m.
Tuesday, 15th June, 2004	–	9:00 a.m. to 12:00 noon

The application lists will open from 11:45 a.m. to 12:00 noon on Tuesday, 15th June, 2004 (or such later date as may apply in case of certain bad weather conditions as described in the section headed "How to apply for the Public Offer Shares" in the Prospectus).

Subject to the terms and conditions set out in the Prospectus and the application forms relating thereto, applications made on **WHITE** or **YELLOW** application forms must be received no later than 12:00 noon on Tuesday, 15th June, 2004 (or if the application lists are not open on that day, then by 12:00 noon on the next business day the lists are open). Please see the section headed "How to apply for the Public Offer Shares" in the Prospectus for further details.

If you have applied for 1,000,000 Public Offer Shares or more under a **WHITE** application form and you have indicated on your application form that you wish to collect your share certificate(s) and/or refund cheque(s) (if any) in person, you may collect them in person from Computershare Hong Kong Investor Services Limited, Shops 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong between 9:00 a.m. to 1:00 p.m. on the date notified by the Company in the newspapers as the date of despatch of share certificate(s) and refund cheque(s). This is expected to be Friday, 18th June, 2004. Applicants being individuals who opt for personal collection cannot authorise any other person to make collection on their behalf. You must show your identification documents (which must be acceptable to Computershare Hong Kong Investor Services Limited) to collect your share certificate(s) and/or refund cheque(s) (if any) at the time of collection. Applicants being corporations which opt for personal collection must attend by their authorised representatives bearing letters of authorisation from their corporations stamped with the corporations' chop. Their authorised representatives (if applicable) must produce, at the time of collection, evidence of identity acceptable to Computershare Hong Kong Investor Services Limited. Uncollected share certificate(s) and/or refund cheque(s) (if any) will be sent to the address on your application form shortly after the time specified for the collection on the date of despatch by ordinary post and at your own risk. If you have applied for less than 1,000,000 Public Offer Shares or if you have

applied for 1,000,000 Public Offer Shares or more but have not indicated in your application form that you wish to collect your share certificate(s) and/or refund cheque(s) (if any) in person, your share certificate(s) and/or refund cheque(s) (if any) will be sent to the address on your application form by ordinary post and at your own risk.

You should be aware that no temporary documents or evidence of title or any receipt for application money paid will be issued by the Company in connection with the Share Offer.

The announcement of the level of indication of interest in the Placing, and the results of applications under the Public Offer and basis of allocation of the Public Offer Shares will be published on Friday, 18th June, 2004 in The Standard (in English) and the Hong Kong Economic Times (in Chinese).

If you have applied for the Public Offer Shares on a **YELLOW** application form and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your CCASS investor participant stock account or your designated CCASS participant's stock account as instructed by you at the close of business on Friday, 18th June, 2004 or under certain contingent situations, on any other date as shall be determined by HKSCC or HKSCC Nominees Limited. You should check the number of the Public Offer Shares allotted to you with your designated CCASS participant (other than a CCASS investor participant) if you are applying through a designated CCASS participant (other than a CCASS investor participant), or via the CCASS Phone System and CCASS Internet System if you are applying as a CCASS investor participant. For CCASS investor participants, HKSCC will also make available to you an activity statement showing the number of the Public Offer Shares credited to your CCASS investor participant stock account.

If you have applied for 1,000,000 Public Offer Shares or above and have indicated on your **YELLOW** Application Form that you will collect your refund cheque(s) (if any) in person, please follow the instructions set out in the sub-paragraph under **WHITE** application form above.

If you have applied for 1,000,000 Public Offer Shares or above and have not indicated on your **YELLOW** Application Form that you will collect your refund cheque(s) in person, or if you have applied for less than 1,000,000 Public Offer Shares, then your refund cheque(s), if any, will be sent to the address on your Application Form by ordinary post and at your own risk on Friday 18th June, 2004.

Dealings in the Shares on the Main Board are expected to commence at 9:30 a.m. on 21st June, 2004.

By Order of the Board
Mayer Holdings Limited
Lai Yuen Hsing
Chairman

Hong Kong, 10th June, 2004

As at the date of this announcement, the board of directors comprises six executive directors, being Mr. Lai Yueh-hsing, Mr. Lo Haw, Mr. Shen Heng-chiang, Mr. Wu Kuo-lung, Mr. Cheng Dar-terng and Mr. Chiang Jen-chin, two non-executive directors, being Mr. Hsiao Ming-chih and Mr. Huang Chun-fa, and three independent non-executive directors, being Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu.

* For identification purposes only