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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)**

## **ANNOUNCEMENT**

### **WRIT OF SUMMONS ISSUED AGAINST THE COMPANY AND CERTAIN DIRECTORS**

Reference is made to the announcement of Mayer Holdings Limited (the “**Company**”) dated 8 February 2012 (“**Placing Announcement**”) in relation to the proposed Placing. Unless the context otherwise requires, capitalised terms used in this announcement shall bear the same meanings as defined in the Placing Announcement.

On 15 February 2012, a writ of summons (the “**Writ**”) was issued by Make Success Limited (“**Make Success**”) against: (i) the Company as the 1st defendant; and (ii) certain members of the Board, namely: Mr. Hsiao Ming-chieh, Mr. Lai Yueh-hsing, Mr. Chiang Jen-chin, Mr. Lu Wen-yi, Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu, as the 2nd to 8th defendants.

Pursuant to the Writ, the following orders were, among others, sought to be granted by the Court of First Instance in the High Court of Hong Kong:

1. an order that the Placing Agreement be set aside on the ground that the Placing Agreement was entered into for an improper motive and/or by reason of the breach of fiduciary duties on the part of the 2nd to 8th defendants as directors of the Company;
2. alternatively a declaration that the Placing Agreement was entered into without any or any proper authorisation from the board of the Company and is void, or is voidable and an that it be set aside;
3. an order that the Company and the 2nd to 8th defendants be restrained from taking any steps for the purpose of proceeding with or completing the Placing;
4. damages to be assessed;
5. costs;

\* *For identification purpose only.*

6. interest; and
7. further and/or other relief.

The Company is currently seeking legal advice in respect of the Writ and will make further announcement in due course as to any material development in connection with the proceedings.

**Shareholders and potential investors should take note that there is no certainty whether the Placing will proceed. Shareholders and potential investors are urged to exercise caution when dealing in the Shares and any other securities of the Company.**

### **SUSPENSION OF TRADING**

Trading in the Shares has been suspended since 9:00 a.m. on 9 January 2012, and it will remain suspended pending the release of an announcement by the Company.

By order of the Board  
**Mayer Holdings Limited**  
**Hsiao Ming-chih**  
*Chairman*

Hong Kong, 28 February 2012

*As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Hsiao Ming-chih, Mr. Lai Yueh-hsing, Mr. Chiang Jen-chin, Mr. Lu Wen-yi and Mr. Xue Wenge; two non-executive Directors, namely Mr. Li Deqiang and Mr. Lam Chun Yin; and three independent non-executive Directors, namely Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu.*