

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

**VOLUNTARY CONDITIONAL CASH OFFERS BY
ROOFER SECURITIES LIMITED
ON BEHALF OF WANG HAN
FOR ALL THE ISSUED SHARES IN AND
OUTSTANDING CONVERTIBLE NOTES OF
MAYER HOLDINGS LIMITED (STOCK CODE: 1116)
(OTHER THAN THOSE ALREADY OWNED OR
AGREED TO BE ACQUIRED BY WANG HAN
AND PARTIES ACTING IN CONCERT WITH HIM)**

**LEVEL OF ACCEPTANCES ON SECOND CLOSING DATE AND
FURTHER EXTENSION OF THE ACCEPTANCE PERIOD**

Financial adviser to Wang Han

**VEDA | CAPITAL
智 略 資 本**

As at 4:00 p.m. on Tuesday, 24 April 2012, being the Second Closing Date, (i) valid acceptances under the Share Offer had been received in respect of 26,430,000 Offer Shares, representing approximately 2.85% of the issue share capital and voting rights of the Company; and (ii) no valid acceptance of the CN Offer had been received in respect of the Convertible Notes.

The Offeror announces that the Offers will be further extended until 4:00 p.m. on Tuesday, 8 May 2012.

References are made to (i) the offer document dated 9 March 2012 in respect of, among others, the Offers (the “**Offer Document**”); (ii) the announcement of the Offeror dated 10 April 2012 (the “**First Closing Announcement**”) in relation to the level of acceptances on the First Closing Date and extension of the acceptance period. Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the Offer Document and the First Closing Announcement.

LEVEL OF ACCEPTANCE ON THE SECOND CLOSING DATE

As at 4:00 p.m. on Tuesday, 24 April 2012, being the Second Closing Date, (i) valid acceptances under the Share Offer had been received in respect of 26,430,000 Offer Shares, representing approximately 2.85% of the issue share capital and voting rights of the Company; and (ii) no valid acceptance of the CN Offer had been received in respect of the Convertible Notes.

INTERESTS OF THE OFFEROR AND PARTIES ACTING IN CONCERT WITH HIM

Immediately before the commencement of the Offer Period, i.e. 18 January 2012, (i) the 1st Share Acquisition had been executed; (ii) all the relevant stamp duties for the 1st Share Acquisition had been paid for; and (iii) the Offeror was not able to register the transfer of title of the 70,000,000 Shares acquired pursuant to the 1st Share Acquisition into his name.

During the Offer Period, (i) the 2nd Share Acquisition had been executed; (ii) all relevant stamp duties for the 2nd Share Acquisition had been paid for; and (iii) the Offeror was not able to register the transfer of title of the 166,363,636 Shares acquired pursuant to the 2nd Share Acquisition into his name. Save as the 2nd Share Acquisition, the Offeror and parties acting in concert with him has not (i) acquired or agreed to acquire any Shares or rights over Shares; or (ii) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period up to the Second Closing Date.

As at the Second Closing Date, the Offeror is still not yet able to register the transfer of title of the Unregistered Shares, representing approximately 25.48% of the issued share capital of the Company, acquired pursuant to the 1st Share Acquisition and the 2nd Share Acquisition into his name.

The Offers are conditional upon the Offeror having received valid acceptances in respect of the Share Offer which, together with the Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with him before or during the Offer Period, will result in the Offeror and parties acting in concert with him holding more than 50% of the voting rights of the Company. According to the counsel's opinion as disclosed in the announcement made by the Offeror dated 17 April 2012, the 70,000,000 Shares acquired pursuant to the 1st Share Acquisition and 166,363,636 Shares acquired pursuant to the 2nd Share Acquisition, being the Unregistered Shares would not be counted as constituting part of the 50% of the voting rights in the Company. Based on the level of acceptance of the Offers as at the Second Closing Date, the Offers have not become unconditional.

FURTHER EXTENSION OF THE OFFERS

The Offeror announces that the Offers will be further extended until 4:00 p.m. Tuesday 8 May 2012 (the “**Final Closing Date**”). If the Offers have become or are declared unconditional on or before the Final Closing Date as to acceptances, the Offers will remain open for not less than 14 days thereafter in accordance with the Takeovers Code. Pursuant to the Takeovers Code, unless the Offers have previously become or been declared unconditional as to acceptances, the latest time and date which the Offers may become unconditional as to acceptance is 7:00 p.m. Tuesday, 8 May 2012 unless the Offers are extended by the Offeror with the consent of the Executive.

Wang Han

Hong Kong, 24 April 2012

The Offeror accepts full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.