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**1. CHANGES OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR
AND A MEMBER OF THE AUDIT COMMITTEE**
2. CHANGE OF THE AUTHORISED REPRESENTATIVE

The Board hereby announces that with effect from 19 April 2016

1. Mr. Huang Jianwei has resigned as an independent non-executive Director and a member of the Audit Committee. Following the resignation of Mr. Huang, Mr. Deng Shimin has been appointed an independent non-executive Director and a member of the Audit Committee.
2. Mr. Lin Jinhe has resigned as the authorised representative of the Company. Following the resignation of Mr. Lin, Ms. Li Shan Mui has been appointed as the authorised representative of the Company.

**CHANGES OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND A
MEMBER OF THE AUDIT COMMITTEE**

The board of directors (the “**Board**” or the “**Director(s)**”) of Mayer Holdings Limited (the “**Company**”) announces that Mr. Huang Jianwei (“**Mr. Huang**”) has tendered his resignation as an independent non-executive Director and a member of the audit committee (the “**Audit Committee**”) of the Board with effect from 19 April 2016 due to his other business commitments and engagements.

Mr. Huang has confirmed that there is no disagreement with the Board and there are no matters with respect to his resignation that need to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Following the resignation of Mr. Huang, the Board is pleased to further announce that Mr. Deng Shimin (“**Mr. Deng**”) has been appointed as an independent non-executive Director and a member of the Audit Committee with effect from 19 April 2016.

The brief biography of Mr. Deng is set out below:

Mr. Deng, aged 58, graduated from the Zhengzhou University with a Bachelor Degree in Economics in 1983. Mr. Deng holds a Master's Degree in LLM rewarded by the China

* *For identification purposes only*

University of Political Science and Law in 1997 and a PhD in Economics rewarded by the Renmin University of China in 2003. Mr. Deng has extensive working experience and supervision in the financial industry. He was appointed as the President of the respective branches of the Bank of Communications in Zhengzhou and Tianjin during the years from 1991 to 2000. He was appointed as the Vice Chairman of China Everbright Bank Co., Ltd. in 2001. He was also as the Chairman of the Board of Supervisors of China Everbright Securities Co., Ltd. (SHA:601788) during the years from 2002 to 2003. Mr. Deng was the Vice President of the 5th and 6th Henan Institute of Finance, the 7th CPPCC member and executive director of China Youth Entrepreneurs Association and the committee member of the 7th People's Political Consultation Committee of Henan Province.

Mr. Deng has entered into a letter of appointment with the Company with an initial term of one year commencing from 19 April 2016 and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association of the Company. Mr. Deng is entitled to a director fee of HK\$150,000 per year, which is determined by the Board considering the recommendation of the remuneration committee of the Board, which was made taking into account of Mr. Deng's skill, knowledge and experience and will be reviewed by the Board regularly with reference to his duties and responsibilities with the Company.

As at the date of this announcement, save as disclosed above, Mr. Deng confirms that (i) he does not have any relationship with any of the Directors, senior management, or substantial shareholders of the Company; (ii) he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong; (iii) he does not hold other position in the Company and its subsidiaries; (iv) he did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the preceding three years; and (v) he does not have any other matters that need to be brought to the attention of the shareholders of the Company nor does he have any other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange.

The Board wishes to express its sincere gratitude to Mr. Huang for the valuable contribution to the Company during his tenure of office, and expresses its warmest welcome to Mr. Deng for joining the Board.

CHANGE OF THE AUTHORISED REPRESENTATIVE

The Board hereby announces that with effect from 19 April 2016, Mr. Lin Jinhe has ceased to be the authorised representative of the Company and Ms. Li Shan Mui has been appointed as the authorised representative of the Company.

By order of the Board
Mayer Holdings Limited
Lee Kwok Leung
Chairman and Executive Director

Hong Kong, 19 April 2016

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Lee Kwok Leung, Mr. Xu Lidi and Mr. Lin Jinhe; two non-executive Directors, namely Mr. Li Deqiang and Mr. Xia Liangbing; and three independent non-executive Directors, namely Mr. Lau Kwok Hung, Mr. Ng Cheuk Lun and Mr. Deng Shimin.