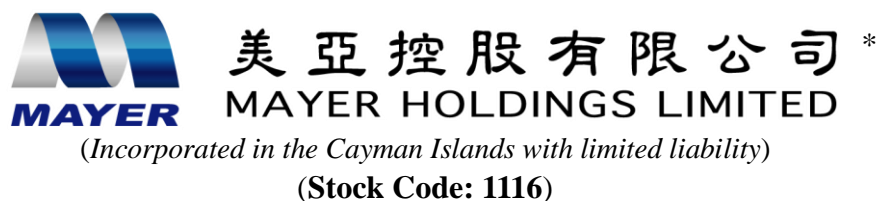


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## **SECOND DELISTING STAGE AND RESUMPTION CONDITIONS**

This announcement is made by Mayer Holdings Limited (the “**Company**”) pursuant to Rules 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements (the “**Announcements**”) of the Company dated 30 March 2016, 11 April 2016 and 25 May 2016 in relation to the Company being placed in the First Delisting Stage by the Stock Exchange, the application for review of the First Delisting Stage Decision and the results of the Review Hearing respectively. Capitalized terms used herein shall bear the same meanings as defined in the Announcements unless otherwise stated.

### **Second Delisting Stage and Resumption Conditions**

On 24 November 2016, the Stock Exchange issued a letter to the Company that the Stock Exchange has placed the Company in the second delisting stage (the “**Second Delisting Stage**”) under Practice Note 17 to the Listing Rules. The Second Delisting Stage will expire on 23 May 2017 and the Company should submit a viable resumption proposal to the Stock Exchange at least 10 business days before the Second Delisting Stage expires (i.e. 8 May 2017) to address the following resumption conditions:

- (i) demonstrate that the Company has sufficient operations or value of assets under Rule 13.24;
- (ii) publish all outstanding financial results and address any audit qualifications;

*\* For identification purposes only*

- (iii) demonstrate that the Company has put in place adequate financial reporting procedures and internal control systems to meet obligations under the Listing Rules; and
- (iv) inform the market about all material information of the Company.

The Stock Exchange may modify any of the above conditions and/or impose further resumption conditions if necessary.

The Stock Exchange will determine whether to place the Company in the third delisting stage at the end of the Second Delisting Stage.

In order to submit a viable resumption proposal to the Stock Exchange and comply with the aforesaid resumption conditions, the Company still endeavors to resume the control of its subsidiary, Guangzhou Mayer Corporation Ltd., while actively seeking potential projects. Should there be any material developments, the Company will update shareholders of the Company and the public as and when appropriate.

### **Suspension of Trading**

At the request of the Company, trading in the shares of the Company on the Stock Exchange was suspended with effect from 9:00 a.m. on 9 January 2012 and will remain suspended until further notice.

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

Hong Kong, 24 November 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.*