



美亞控股有限公司\*  
MAYER HOLDINGS LIMITED

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 01116)  
(the “Company”)

## PERIODIC ANNOUNCEMENT

This periodic announcement is made by the Company pursuant to Rule 13.24A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Reference is made to the announcements of the Company dated 30 March 2015, 1 April 2015, 22 May 2015, 30 June 2015, 31 July 2015, 31 August 2015, 30 September 2015, 30 October 2015, 1 December 2015, 31 December 2015, 1 February 2016, 29 February 2016, 31 March 2016, 3 May 2016, 31 May 2016, 30 June 2016, 29 July 2016, 31 August 2016, 30 September 2016, 31 October 2016, 30 November 2016, 29 December 2016, 27 January 2017, 28 February 2017, 31 March 2017, 28 April 2017, 31 May 2017, 30 June 2017 and 31 July 2017 respectively in relation to the Update on the Status of Resumption, Delay in Publication of the Outstanding Financial Results, Business and Litigation (altogether, the “**Announcements**”). Capitalized terms used herein shall have the same meanings as those defined in the Announcement unless defined otherwise.

### **Update on the status of resumption**

Trading in the Shares on the Stock Exchange has been suspended from 9:00 a.m. on 9 January 2012. The Stock Exchange has placed the Company in the third delisting stage under Practice Notice 17 to the Listing Rules. If the Company does not submit a viable resumption proposal to the Stock Exchange by the end of the third delisting stage (i.e. 13 December 2017), the Company’s listing will be cancelled. The Company has engaged legal consultants and a financial adviser to address the matters in respect of the resumption of the trading of the Shares on the Stock Exchange.

### **Review of the Group’s Internal Control System**

Taking into consideration of the SFC’s comments, the draft engagement agreement between the Company and its chosen consultancy firm shall be concluded and signed shortly under the professional guidance of the Company’s lawyers. By then, the independent consultancy firm would conduct the review and evaluation of the Group’s internal control system and thereafter would make recommendation proposals for improving the Group’s internal control system as a whole.

### **Delay in the publications of the outstanding financial results**

Due to (i) the delay in the publications of the Outstanding Financial Results caused by the old Board; (ii) the Change of the Board took place on 9 October 2014; and (iii) the management of Guangzhou Mayer was un-cooperative with the Board, the Company is unable to publish and despatch the annual

\* *For identification only*

results and annual reports of the Group for the respective years ended 31 December 2014, 31 December 2015 and 31 December 2016, and also unable to publish and despatch interim results and interim reports of the Group for the six months ended 30 June 2015, 30 June 2016 and 30 June 2017 respectively pursuant to the Listing Rules.

### **Resumption of the control over Guangzhou Mayer**

Save as disclosed in the Company's last updates of the captioned matter on the Company's periodic announcement dated 31 July 2017, the Company is pleased to announce that the Company has successfully gained back the governance rights of its subsidiary company, Guangzhou Mayer. The new board of directors of Guangzhou Mayer (the "**GZM Board**") had been established by the temporary general meeting of Guangzhou Mayer held on 14 February 2017, of which four of the Company's directors; namely, Mr. Lee Kwok Leung, Mr. Xu Lidi, Mr. Lin Jinhe and Mr. Wang Dongqi had been elected as directors for the present term in the said general meeting. Mr. Wang Dongqi had been entrusted as the authorized representative and the chairman of the GZM Board, and thereafter the new management of the GZM Board immediately started out the process for the preparation and taking over of Guangzhou Mayer. The Guangzhou City licensing authority had issued the new business license to Guangzhou Mayer on 4 August 2017 whereby Mr. Wang Dongqi is the registered licensee. Soon after Guangzhou Mayer had been taken over, the new management has conducted comprehensive reviews in order to bring order out of chaos, to implement and to set up the service program of the production, enabling Guangzhou Mayer to sustain the status of good development. In the meantime, the petitions for prosecuting Lo Haw and the other related persons in breach of laws had been made, attempting to secure the interest of the shareholders of Guangzhou Mayer by demanding the compensation of the damages resulted from the illegal acts committed by them. Furthermore, Zhonghui Anda CPA Limited ("**Zhonghui**") had been appointed as the Company's auditor on 17 August 2017, and Zhonghui had commenced the accounting repairing works on 22 August 2017 over the financial data of Guangzhou Mayer in the past years, and the auditing of Guangzhou Mayer's accounting records over the past years is expected to be completed by the end of October 2017. In conclusion, from the official new issue of the business license to the establishment of the indoor management team, the Company is indeed in control of all operation and management of Guangzhou Mayer.

### **Business**

#### *Dan Tien Port, Vietnam*

Same as disclosed in the Company's last updates of the captioned matter on the Company's periodic announcement dated 31 July 2017.

#### *Guangzhou Mayer The PRC*

Same as disclosed in the Company's last updates of the captioned matter on the Company's periodic announcement dated 31 July 2017.

#### *Other Business*

The Company is still aggressively seeking for new investment opportunities in order to diversify the

Group's business.

## **Litigations**

Brief descriptions of the relevant ongoing legal actions in relation to Guangzhou Mayer are as follows:-

### *Singapore: CA/CA 108/2017 appeals against HC/S 320/2015*

In addition to those disclosed in the Company's periodic announcement dated 31 July 2017, according to the lawyers of Bamian in Singapore (the "**Singaporean Lawyers**"), Bamian has about two more weeks to the deadline for the filing of the respondent's case in respect of the appeal filed by Lo Haw (case numbered CA/CA 108/2017). The Singaporean Lawyers are now preparing the necessary summons and affidavit in support of the application to the Court of Appeal of the Republic of Singapore for security of costs pledged by Lo Haw in respect of his appeal. At the same time, the Singaporean Lawyers are also drafting the necessary legal arguments to resist the appeal filed by Lo Haw.

### *Hong Kong: HCA 1994 of 2016*

References are made to the announcements of the Company dated 1 August 2016, 30 June 2017 and 31 July 2017 respectively, whereby the Board informed that the Company has taken the legal action against five former directors of Guangzhou Mayer in the High Court of Hong Kong, details of which claims against the 1st, 3rd, 4th and 5th Defendants was stated in the announcement dated 31 July 2017. The Board wishes to update that the 1st, 3rd, 4th and 5th Defendants took out another summons on 22 August 2017, which is returnable on 11 September 2017, with a view for amending various terms in the original summons that they previously filed in the High Court on 20 March 2017 ("**Original Summons**"), notwithstanding that the Company has already filed its affirmation in opposition to the Defendants' application based on their Original Summons and affirmation filed on 20 March 2017. In view of the sudden move of the Defendants, the Company is now in discussion with its lawyers for assessing whether the proposed amendments would have any impact to the Company's position at the hearing scheduled on 28 November 2017. The Board will inform any further development if and whenever appropriate.

The Company is also involved in the following material litigations: -

### *Hong Kong: Claim (HCA 64/2012)*

Following the last updates of the captioned Claim disclosed in the Company's last periodic announcement dated 31 July 2017, the Company's legal counsels are now drafting an affirmation to be used in the application to discharge the undertaking of not settling the captioned Claim.

### *Cayman Islands: the Appeal (CICA No.: 21 of 2014)*

Following the last updates of the captioned appeal disclosed in the Company's last periodic announcement dated 31 July 2017, the Company's lawyers are now drafting an affirmation to be used in the application in Cayman to strike out the captioned appeal on the dismissal of the winding up

petition. According to our leading counsel, we need written evidence to show to the Cayman court how the Cayman litigations would affect the Stock Exchange's approval to the resumption plan of the Company. The lawyers are now seriously considering the necessity of writing to the Stock Exchange to confirm its requirements on approving the resumption, particularly, whether the said litigations have to be disposed of.

*The PRC: Defamation dispute (2015)穗黃法民一初字第1364號*

Following the last updates of the captioned appeal disclosed in the Company's last periodic announcement dated 31 July 2017, the judgment of the court of Huangpu had been decided on 31 July 2017 (the "**Huangpu Judgments**"). Pursuant to the Huangpu Judgments, the defendants, the Company and Bamian, had been ordered to (i) stop releasing letters that would defame the reputation of the plaintiffs, Guangzhou Mayer and Lo Haw, with effect from the date of becoming effective of the Huangpu Judgments; and (ii) clear the influence and to restore the reputation of Guangzhou Mayer and Lo Haw by giving written notice to the Industrial and Commerce Administration Bureau of Guangzhou City and the Agricultural Bank of China, the Branch of Guangzhou Development Zone within five days from the date of the Huangpu Judgment. The lawyers of the Company and Bamian are now preparing the petition of appeal to the Huangpu Judgment (the "**Huangpu Appeal**"). The Company will inform the general public of any further development of the Huangpu Appeal whenever necessary.

**Continued suspension of the trading in the Shares**

Trading in the Shares will continue to be suspended until further notice.

**The Company will keep the Shareholders and potential investors informed of any material development in connection with the above matters by way of periodic announcements and/or further announcement(s) as and when appropriate.**

For and on behalf of the Board  
**Mayer Holdings Limited**  
Lee Kwok Leung  
*Chairman and Executive Director*

Hong Kong, 31 August 2017

*As at the date hereof, the Board comprises three executive directors; namely, Mr. Lee Kwok Leung, Mr. Xu Lidi and Mr. Lin Jinhe; one non-executive director; namely, Mr. Wang Dongqi; and three independent non-executive directors; namely, Mr. Lau Kwok Hung, Mr. Ng Cheuk Lun and Mr. Deng Shimin.*