



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**”).

References are 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, 31 July 2017, 31 August 2017 and 29 September 2017 respectively in relation to the Update on the Status of Resumption, Delay in Publication of the Outstanding Financial Results, Business and Litigation (altogether, “**Those Announcements**”). Capitalized terms used herein shall have the same meanings as those defined in Those Announcements 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 the Practice Notice 17 to the Listing Rules on 14 June 2017. If the Company does not submit a viable resumption proposal to the Stock Exchange by the end of the third delisting stage (that is, 13 December 2017), the Company’s listing status 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

The IPA had completed the Review and provided the preliminary review report (the “**Preliminary Review Report**”) to the Company on 25 October 2017. On behalf of the Board, the audit committee of the Company had convened a meeting on 27 October 2017 with the IPA for the review of the Preliminary Review Report. After the thorough review of the Preliminary Review Report and the discussion with the IPA by the Directors, the Board had accepted the official review report for the Review issued by the IPA on 30 October 2017 (the “**Review Report**”). The Board has also accepted all the recommendations provided by the Review Report and the Company has immediately commenced the improvement measures suggested therein.

* For identification only

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 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.

Business

Project of Dan Tien Port, Vietnam

As the Company does not maintain management and is unable to exercise control over the project of Dan Tien Port, the management of the Company has decided to cease the project of Dan Tien Port after thorough discussions with the lawyers. The Company will arrange the relevant procedures to dispose the Company's interest in the Dan Tien Port and to discontinue any further capital commitment to the project of Dan Tien Port. The Company will inform the general public of any further development of this matter if and whenever appropriate.

Guangzhou Mayer, the PRC

Right after the Company had successfully resumed the control of Guangzhou Mayer on 12 July 2017, the production, sale, marketing and administrative functions of Guangzhou Mayer have been restored comprehensively. The Board has made reassertion that Guangzhou Mayer must comply with the guidelines in relation to the Review Report issued by the IPA and the full-scale cooperation in the auditing process. At present, the production and operation of Guangzhou Mayer are carried out orderly.

Other Business

The Company is still seriously reviewing the previous businesses, the restructure of business, and in the meantime, the Company is also 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 provided as follows:-

Singapore: Appeal CA/CA 108/2017 against HC/S 320/2015

On 6 October 2017, the Court of Appeal in Singapore, after hearing arguments from both sides, had agreed with Bamian's application that Lo Haw should be made to put in further security for cost, and the Court of Appeal ordered that a sum of Singapore Dollars 20,000 be provided by 5 November 2017 failing which Lo Haw's appeal would be struck out. Again, the Singaporean Lawyers believe that the hearing for the captioned appeal is expected to take place between 5 and 13 February 2018.

Hong Kong: Jurisdiction dispute HCA 1994 of 2016

Following the Defendants' amended affirmation being filed on 12 September 2017 (a typo mistake of "14 September 2017" made in the Company's last "Periodic Announcement" dated 29 September 2017), the Company's senior counsel is still preparing an affirmation in reply to the Defendants' amended affirmation and the time limit for the Company, being the Plaintiff, to file its reply affirmation has been extended to 7 November 2017. The Company will inform the general public of any further development of this case if and whenever appropriate.

The PRC: Claim Disputes of (2017) 粵 0391 民初 2337 號、2338 號 and 2367 號

Particular reference is made to the Company's announcement dated 13 October 2017, up till the date of this announcement, the Qianhai Court has not yet decided the dates of hearing in respect of the captioned three claim disputes. The Company will inform the general public of any further development of these claim disputes whenever necessary.

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

Hong Kong: Claim Dispute (HCA 64/2012)

The Company accepts the legal opinions of its lawyers in Hong Kong that the captioned action cannot be settled without the granting of an order by the court of Cayman Islands to discharge or vary the undertaking given by the Company in the Cayman Appeal. Therefore, the Company's counsels in Cayman Islands had filed the application to vary the undertaking to the Cayman Islands Court of Appeal on 19 October 2017.

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

In addition to the application mentioned in above in relation to HCA 64/2012, the Company's counsels in Cayman Islands had also filed an application to strike out the captioned appeal to the Cayman Islands Court of Appeal on 19 October 2017. An one-hour hearing has been fixed on 15 November 2017 but the court did not state such hearing will be for the application of variation order (as described in the Claim Dispute of HCA 64/2012 above) and/or the striking out application. The Company will inform the general public of any further development of the said hearing whenever necessary.

Hong Kong: Litigation No. HCA156/2015

On 19 January 2015, the Company issued a writ of summons in the Court of First Instance of the High Court of Hong Kong claiming against Mr. Chan Lai Yin Tommy, the former company secretary and chief financial controller of the Company, for having wrongfully deprived the Company of access to or possession of certain documents, but the hearing date is yet to be determined. The current status of the captioned litigation remains unchanged as of the announcement made by the Company on 27 January 2017.

Hong Kong: Miscellaneous Proceedings No. 1673 of 2016

The Company had issued a writ of summons numbered HCA 2347 of 2017 against the former Directors Lai Yueh Hsing, Hsiao Ming Chih and Huang Jui Hsiang for breach of fiduciary duties on 10 October 2017. The recovery action against the three former directors has officially begun.

The PRC: (2017)粵01民終19249號 Appeal against the rulings of (2015)穗黃法民一初字第1364號

The Intermediate Court of Guangzhou Municipality, Guangdong Province (廣東省廣州市中級人民法院) had informed the Company and Bamian on 16 October 2017 that the hearing for the Huangpu Appeal had been set on 13 November 2017. 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 October 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.