

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.

This announcement is for information purposes only and does not constitute an offer to acquire, purchase or subscribe for the securities of the Company referred to in this announcement.



美亞控股有限公司*
MAYER HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01116)

(the “Company”)

**(I) COMPLETION OF SHARE BUY-BACKS;
(II) COMPLETION OF CAPITAL REORGANISATION;
AND
(III) ALLOTMENT AND THE ISSUE OF
THE REMUNERATION SHARES**

Financial adviser to the Company

VEDA | CAPITAL
智 略 資 本

Reference are made to (a) the circular of the Company dated 21 September 2018 in relation to, among other things, (i) the Settlement Deed and the Share Buy-backs; (ii) the Capital Reorganisation; (iii) the allotment and issue of Remuneration Shares; (iv) the Open Offer and (v) the notice of EGM (the “Circular”); and (b) the poll results of the extraordinary general meeting announcement of the Company dated 15 October 2018. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular, unless the context requires otherwise.

COMPLETION OF SHARE BUY-BACKS

The Board is pleased to announce that all conditions precedent of the Share Buy-backs have been fulfilled on 15 October 2018. The completion of the Share Buy-backs and the cancellation of all the Consideration Shares took place on 16 October 2018.

COMPLETION OF CAPITAL REORGANISATION

Upon completion of the Share Buy-backs and the cancellation of all the Consideration Shares, the Capital Reorganisation (including the Share Consolidation, the Authorised Share Capital Increase and the Change in Board Lot) has become effective on 16 October 2018, which was

* For identification purpose only

also the first day for the free exchange of existing share certificates for new certificates for the Adjusted Shares. Pursuant to the expected timetable set out in the Circular, the last day for the free exchange of existing certificates for new certificates for the Adjusted Shares is expected to be 21 November 2018. The new share certificates will be issued in orange colour in order to distinguish them from existing share certificates with are in blue colour.

Following the implementation of the Capital Reorganisation, (i) every two (2) issued and unissued Shares of a nominal value of HK\$0.10 each in the capital of the Company has been consolidated into one (1) Adjusted Share of a nominal value of HK\$0.20; (ii) the authorised share capital of the Company has been increased to HK\$800,000,000 divided into 4,000,000,000 Adjusted Shares of a nominal value of HK\$0.20 each, by the creation of 2,000,000,000 Adjusted Shares of a nominal value of HK\$0.20 each; and (iii) the board lot size for trading on the Stock Exchange has been changed from 4,000 Shares to 10,000 Adjusted Shares on 16 October 2018.

ALLOTMENT AND THE ISSUE OF THE REMUNERATION SHARES

The Board is also pleased to announce that all conditions precedent of the allotment and issue of Remuneration Shares have been fulfilled on 16 October 2018. 4,000,000 Remuneration Shares have been duly allotted and issued to a nominee of Veda Capital Limited.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purpose, the following tables illustrate the shareholding of the Company upon completion of the transactions contemplated in the Circular:

(i) Assuming full acceptance of the Open Offer

	Immediately before the completion of the transactions contemplated in the Circular		(i) Immediately after the completion of the Share Buy-backs under the Settlement Deed and the Consideration Shares having been cancelled		(ii) Immediately after (i) and the completion of the Capital Reorganisation		(iii) Immediately after (ii) and the allotment and issue of the Remuneration Shares		(iv-A) Immediately after (iii) and the Open Offer assuming full acceptance of the Offer Shares	
	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Adjusted Shares	Approx. %	No. of Adjusted Shares	Approx. %	No. of Adjusted Shares	Approx. %
Make Success	236,363,636	25.48	-	-	-	-	-	-	-	-
Bumper East	100,000,000	10.78	100,000,000	14.47	50,000,000	14.47	50,000,000	14.30	250,000,000	14.30
Aspial Investment	100,000,000	10.78	100,000,000	14.47	50,000,000	14.47	50,000,000	14.30	250,000,000	14.30
Public Shareholders:										
Existing public shareholders	491,200,000	52.96	491,200,000	71.06	245,600,000	71.06	245,600,000	70.25	1,228,000,000	70.25
Veda Capital	-	-	-	-	-	-	4,000,000	1.15	20,000,000	1.15
Total	927,563,636	100.00	691,200,000	100.00	345,600,000	100.00	349,600,000	100.00	1,748,000,000	100.00

(ii) Assuming no acceptance of the Open Offer by the Qualifying Shareholders (other than Bumper East and Aspial Investment)

	Immediately before the completion of the transactions contemplated in the Circular		(i)		(ii)		(iii)		(iv-B)	
	No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Adjusted Shares	Approx. %	No. of Adjusted Shares	Approx. %	No. of Adjusted Shares	Approx. %
Make Success	236,363,636	25.48	-	-	-	-	-	-	-	-
Bumper East	100,000,000	10.78	100,000,000	14.47	50,000,000	14.47	50,000,000	14.30	250,000,000	14.30
Aspial Investment	100,000,000	10.78	100,000,000	14.47	50,000,000	14.47	50,000,000	14.30	250,000,000	14.30
Public Shareholders:										
Existing public shareholders	491,200,000	52.96	491,200,000	71.06	245,600,000	71.06	245,600,000	70.25	245,600,000	14.05
Veda Capital	-	-	-	-	-	-	4,000,000	1.15	4,000,000	0.23
The Underwriters:										
Yicko Securities	-	-	-	-	-	-	-	-	171,400,000	9.81
President Securities	-	-	-	-	-	-	-	-	100,000,000	5.72
Kam Fai Securities	-	-	-	-	-	-	-	-	148,400,000	8.49
Investors	-	-	-	-	-	-	-	-	578,600,000	33.10
										(Note)
Total	927,563,636	100.00	691,200,000	100.00	345,600,000	100.00	349,600,000	100.00	1,748,000,000	100.00

Note: The Directors confirm that (i) each of the Investors and the parties acting in concert with it will not in aggregate be interested in 10% or more of the enlarged issued share capital of the Company upon completion of the Capital Reorganisation, the allotment and issue of the Remuneration Shares and the Open Offer; and (ii) each of the Investors shall be a third party independent of, not connected and acting in concert with, the Company and its connected persons, the Underwriters, any other Investor(s), and any other Shareholder(s).

WARNING

Trading in the Shares will continue to be suspended until further notice. Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.

The publication of this announcement does not warrant any approval from the Stock Exchange on the Resumption. The proposed transactions disclosed in the Circular are also subject to the fulfilment or waiver (as the case maybe) of the relevant conditions precedent. The Company will keep the public informed of the latest development by making further announcements as and when appropriate.

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

Hong Kong, 16 October 2018

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, Ms. Chen Yen Yung and Mr. Deng Shimin.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable enquiries, to the best of their 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.

The English text of this joint announcement shall prevail over its Chinese text.