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**美亞控股有限公司\***  
**MAYER HOLDINGS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1116)**

## **VERY SUBSTANTIAL ACQUISITION**

This announcement is made pursuant to Rules 13.09 and 14.36 of the Listing Rules.

Reference is made to the announcements of the Company dated 8 December 2009 and 22 December 2010 respectively in relation to an acquisition of the entire issued share capital of Maxipetrol Hong Kong Limited.

As of 30 December 2010, there are no further negotiations on any settlement agreement between the Vendors and the Company. As considerable time has lapsed since the signing of the Agreement on 8 December 2009, the parties to the Agreement have decided not to extend the long-stop date, being 31 December 2010, pursuant to the Agreement, and the Agreement for the Acquisition has therefore lapsed. The Company and the Vendors are mutually released from their rights and obligations under the Agreement.

The Directors do not expect the lapse of the Agreement would have any material adverse effect on the current business operation and financial position of the Group.

This announcement is made pursuant to Rules 13.09 and 14.36 of the Listing Rules.

Reference is made to the announcements of the Company dated 8 December 2009 and 22 December 2010 respectively in relation to an acquisition of the entire issued share capital of Maxipetrol Hong Kong (the “**Announcements**”). Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Announcements.

As of 30 December 2010, there are no further negotiations on any settlement agreement between the Vendors and the Company. As considerable time has lapsed since the signing of the Agreement on 8 December 2009, the parties to the Agreement have decided not to extend the long-stop date, being 31 December 2010, pursuant to the Agreement, and the Agreement for the Acquisition has therefore lapsed. The Company and the Vendors are mutually released from their rights and obligations under the Agreement.

The Directors do not expect the lapse of the Agreement would have any material adverse effect on the current business operation and financial position of the Group.

For and on behalf of the Board  
**Mayer Holdings Limited**  
**Hsiao Ming-chih**  
*Chairman*

Hong Kong, 31 December 2010

*As at the date of this announcement, the executive Directors are Messrs. Hsiao Ming-chih, Lai Yueh-hsing, Lo Haw, Chiang Jen-chin, Lu Wen-yi and Cheng Koon Cheung; the non-executive Directors are Messrs. Chan Kin Sang, Chen Guoxiang and Li Deqiang; and the independent non-executive Directors are Messrs. Lin Sheng-bin, Huang Jui-hsiang, Alvin Chiu and Peter V.T. Nguyen respectively.*

\* *For identification purpose only*