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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)**

## **ANNOUNCEMENT**

### **AMENDED WRIT OF SUMMONS AND AMENDED INDORSEMENT OF CLAIM ISSUED BY THE COMPANY**

Reference is made to the announcement of Mayer Holdings Limited (the “**Company**”) dated 16 January 2012 (the “**First Announcement**”) in respect of a writ of summons issued by the Company. Unless the context otherwise requires, capitalised terms used in this announcement bear the same meanings as defined in the First Announcement.

The Company wishes to announce that further to the First Announcement, the Company has filed on 6 March 2012 an amended writ of summons and amended indorsement of claim in the Court of First Instance of the High Court of Hong Kong claiming against the following defendants:

- (i) Make Success Limited as 1<sup>st</sup> Defendant;
- (ii) Tan Thang Construction Commercial Investment Joint Stock Company (Công ty cổ phần Đầu tư Xây dựng Thương mại Tấn Thắng) as 2<sup>nd</sup> Defendant;
- (iii) Hop Thanh Trading – Electronics – Telecom Service Joint Stock Company (Công ty cổ phần Dịch vụ – Thương mại – Điện tử Viễn thông Hợp Thành) as 3<sup>rd</sup> Defendant;
- (iv) Zhang Xin Yu as 4<sup>th</sup> Defendant;
- (v) Lam Chin Chun as 5<sup>th</sup> Defendant;
- (vi) Chau Yau Keung as 6<sup>th</sup> Defendant;
- (vii) Wang Han as 7<sup>th</sup> Defendant;
- (viii) Simsen Capital Finance Limited as 8<sup>th</sup> Defendant; and
- (ix) Spring Sky Limited as 9<sup>th</sup> Defendant.

The Company claims for the following relief:

As against the 1<sup>st</sup> to 4<sup>th</sup> Defendants:

1. Damages for conspiracy between the 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup> and/or 4<sup>th</sup> Defendants to defraud the Company and/or to injure the Company's business and economic interests unlawfully by procuring the sale by the 1<sup>st</sup> Defendant to the Company of the entire shareholding in Yield Rise Limited, which indirectly holds a 70% attributable interest in the right to develop a designated port and certain real estate projects in the Socialist Republic of Vietnam (the "**Yield Rise Shares**") on an inflated valuation arrived at by the use and supply of false and/or misleading information.

Alternatively, as against the 1<sup>st</sup> to 6<sup>th</sup> Defendants:

2. Damages for the conspiracy between the 1<sup>st</sup>, 2<sup>nd</sup>, 3<sup>rd</sup>, 4<sup>th</sup>, 5<sup>th</sup> and/or 6<sup>th</sup> Defendants to defraud the Company and/or to injure the Company's business and economic interests unlawfully by procuring the sale by the 1<sup>st</sup> Defendant to the Company of the Yield Rise Shares on an inflated valuation arrived at by the use and supply of false and/or misleading information.

Further or alternatively, as against the 1<sup>st</sup> Defendant:

3. Damages for a breach of the sale and purchase agreement made on or about 8 November 2010 between the Company and the 1<sup>st</sup> Defendant as amended by a supplemental agreement on 31 March 2011 (the "**Agreement**") for the sale of the Yield Rise Shares by the 1<sup>st</sup> Defendant to the Company.
4. Damages for misrepresentation or deceit.
5. Rescission of the Agreement for misrepresentation, deceit and/or the conspiracy set out in paragraph 1 or 2 above.
6. Damages in lieu of or in addition to rescission.
7. Repayment by the 1<sup>st</sup> Defendant to the Company of the sum of HK\$100,000,000, being part of the consideration for the purchase of the Yield Rise Shares (the "**Cash Consideration**").
8. An order for the re-transfer by the 1<sup>st</sup> Defendant to the Company of 236,363,636 issued shares in the Company, being part of the consideration for the purchase of the Yield Rise Shares (the "**Consideration Shares**").
9. A declaration that the 1<sup>st</sup> Defendant is and was at all material times from 9 May 2011 a constructive trustee for the Company of:
  - (1) the Cash Consideration;
  - (2) the Consideration Shares;

- (3) a HK\$90,000,000 5% Convertible Note issued by the Company to the 1<sup>st</sup> Defendant on 9 May 2011, being part of the consideration for the purchase of the Yield Rise Shares (the “**Convertible Note**”); and
  - (4) a promissory note of HK\$300,000,000 issued by the Company in favour of the 1<sup>st</sup> Defendant dated 9 May 2011, being part of the consideration for the purchase of the Yield Rise Shares (the “**Promissory Note**”).
10. An account and/or inquiry of all benefits, including but not limited to any proceeds of sale of the Consideration Shares, the Convertible Note and the Promissory Note and any profits and all assets derived directly or indirectly from:
  - (1) the use of the Cash Consideration, or any part thereof; and/or
  - (2) the sale, disposition and/or other dealings of any of the Consideration Shares, Convertible Note and Promissory Note; and
  - (3) the proceeds of sale thereof.
11. An order for the payment and the transfer (as the case may be) to the Company of such proceeds, profits and/or assets found due upon the taking of the said account and/or inquiry.
12. An injunction to restrain the Defendants (or any of them), by themselves or their respective servants or agents, from disposing of, dealing with, or diminishing the value of, or from procuring the disposal, dealing with or diminution of the value of:
  - (1) the Cash Consideration;
  - (2) the Consideration Shares;
  - (3) the Convertible Note; or
  - (4) the Promissory Note.

As against the 1<sup>st</sup>, 4<sup>th</sup> and/or 7<sup>th</sup> Defendants:

13. A declaration that the 7<sup>th</sup> Defendant has no title, interest or right to any of the Consideration Shares, and has acquired no such title, interest or right.
14. A declaration that the purported transfer of 70,000,000 of the Consideration Shares by the 1<sup>st</sup> Defendant to the 7<sup>th</sup> Defendant on or about 6 January 2012 is null and void and of no legal effect. Alternatively, an order for the re-transfer of the said 70,000,000 shares by the 7<sup>th</sup> Defendant to the Company.

15. An injunction to restrain the 1<sup>st</sup>, 4<sup>th</sup> and 7<sup>th</sup> Defendants (or any of them), by themselves or their respective servants or agents, from:
  - (1) completing or procuring the completing of an agreement made between the 1<sup>st</sup> and the 7<sup>th</sup> Defendant on or about 6 January 2012 for the sale by the 1<sup>st</sup> Defendant to the 7<sup>th</sup> Defendant of 166,363,636 shares in the Company; or
  - (2) transferring or procuring the transfer of the said 166,363,636 shares in the Company or any part thereof.

As against the 1<sup>st</sup>, 4<sup>th</sup> and 8<sup>th</sup> Defendants:

16. A declaration that the Convertible Note is null and void and of no legal effect.
17. A declaration that the 8<sup>th</sup> Defendant has no title, interest or right to the Convertible Note, and has acquired no such title, interest or right.

As against the 1<sup>st</sup>, 4<sup>th</sup>, 8<sup>th</sup> and 9<sup>th</sup> Defendants:

18. A declaration that the Promissory Note is null and void and of no legal effect.
19. A declaration that the 8<sup>th</sup> Defendant has no title, interest or right to the Promissory Note, and has acquired no such title, interest or right.
20. A declaration that the 9<sup>th</sup> Defendant has no title, interest or right to the Promissory Note, and has acquired no such title, interest or right.

As against all the Defendants:

21. Costs.
22. Interest pursuant to Section 48 of the High Court Ordinance, Cap 4, or under the equitable jurisdiction of the Court.
23. Further and/or other relief.

As far as the Company's board of directors is aware, the 236,363,636 Consideration Shares are exactly the same shares of the Company that Mr. Wang Han in the offer document dated 9 March 2012 claimed to have been acquired or agreed to be acquired by him and parties acting in concert with him.

The Company will keep the shareholders and the public informed of any material development in connection with the above action by way of further announcement(s) as and when appropriate.

By Order of the Board  
**Mayer Holdings Limited**  
**HSIAO Ming-chih**  
*Chairman*

Hong Kong, 9 March 2012

*The Directors (except for Mr. Xue Wenge, Mr. Li Deqiang and Mr. Lam Chun Yin on the basis that they have a material conflict of interest) jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that 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.*

*As at the date of this announcement, the Board comprises five executive directors, namely Mr. Hsiao Ming-chih, Mr. Lai Yueh-hsing, Mr. Chiang Jen-chin, Mr. Lu Wen-yi, and Mr. Xue Wenge; two non-executive directors, namely Mr. Li Deqiang and Mr. Lam Chun Yin; and three independent non-executive directors, namely Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu.*