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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

### ORIGINATING SUMMONS ISSUED AGAINST THE COMPANY

On 7 April 2014, Capital Wealth Finance Company Limited (the “**Plaintiff**”) issued and filed an originating summons (the “**Summons**”) against the Company (the “**Defendant**”) under High Court Miscellaneous Proceedings No. 849 of 2014.

Pursuant to the Summons, the Plaintiff claims against the Defendant for the following relief:

- (1) Leave be granted to the Plaintiff to bring proceedings in the name and on behalf of the Company against all its directors (collectively “**Proposed Defendants**”) and/or such other persons against whom, on the basis of the investigation and report to be made pursuant to paragraph 3 below or otherwise, the said proceedings ought to be brought pursuant to s.733 of the Companies Ordinance (Cap. 622) (“**Intended Action**”);
2. An order that the Plaintiff shall be entitled to conduct the prosecution of the Intended Action for relief in the said proceedings and do all such things and matters for and on behalf of Mayer in connection with the prosecution of such Action;
3. An order that an independent professional accountant (“**Appointed Person**”) be appointed for and on behalf of Mayer to investigate and report to the Court on:-
  - (a) Mayer’s financial position;

- (b) the facts or circumstances that gave rise to these proceedings including (i) the reasons for the failure of Mayer to complete and publish the Outstanding Financial Statements (as defined in paragraph 5 below), (ii) the reasons for the failure of Mayer to convene and hold Annual General Meeting for the year 2012 and 2013, (iii) the reasons for suspension of trading of shares of Mayer, (iv) whether Mayer has made any application for resumption of trading and, if so, the grounds upon which HKEx rejected the application; and
  - (c) the conduct of the affairs of Mayer by the Proposed Defendants and whether there is any further breach of duties which have been committed against Mayer;
- 4. All reasonable costs and expenses incurred by the Appointed Person for the investigation and report as ordered shall be borne by Mayer; together with such other and/or further orders or directions as the Court may consider necessary or appropriate for the aforesaid purposes;
- 5. An order that Mayer, whether acting by itself, its directors, officers, servants or agents or any of them otherwise howsoever, shall forthwith provide all necessary information and assistance to its auditors as may be required by them for the purpose of conducting or completing the audit of Mayer's annual and interim financial results for the following financial periods:
  - (a) the interim report for the six months ended 30 June 2012;
  - (b) the interim report for the six months ended 30 June 2013;
  - (c) the annual report for the year ended 31 December 2011;
  - (d) the annual report for the year ended 31 December 2012; and
  - (e) the annual report for the year ended 31 December 2013 (collectively "**Outstanding Financial Statements**").
- 6. An order that Mayer shall forthwith take all necessary steps to convene and hold an Annual General Meeting of Mayer for each of the year 2012 and 2013;
- 7. Liberty to the Plaintiff and the Appointed Person (if appointed) to apply to the Court for further direction; and
- 8. Costs of these proceedings and of the Intended Action be indemnified and paid by Mayer on an indemnity basis, or paid by Mayer on such basis as may be directed by the Court.

The Company is current seeking legal advice in respect of the Originating Summons and will keep the shareholders and the public informed of any material development in connection with the above proceedings by way of further announcement(s) as and when appropriate.

By order of the Board  
**Mayer Holdings Limited**  
**Lai Yueh-hsing**  
*Chairman*

Hong Kong, 10 April 2014

*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; one non-executive Director, namely Mr. Li Deqiang; and three independent non-executive Directors, namely Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu.*

*\* for identification purposes only*