

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of the Offers or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or otherwise transferred** all your securities in **Mayer Holdings Limited**, you should at once hand this Offer Document and the accompanying Form(s) of Acceptance to the purchaser(s) or transferee(s), licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

This Offer Document should be read in conjunction with the accompanying Form(s) of Acceptance, the contents of which form part of the terms and conditions of the Offers.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Offer Document and the accompanying Form(s) of Acceptance, make no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Offer Document and the accompanying Form(s) of Acceptance.

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**VOLUNTARY CONDITIONAL CASH OFFERS BY  
ROOFER SECURITIES LIMITED  
ON BEHALF OF WANG HAN  
FOR ALL THE ISSUED SHARES IN AND  
OUTSTANDING CONVERTIBLE NOTES OF  
MAYER HOLDINGS LIMITED (STOCK CODE: 1116)  
(OTHER THAN THOSE ALREADY OWNED OR  
AGREED TO BE ACQUIRED BY WANG HAN  
AND PARTIES ACTING IN CONCERT WITH HIM)**

**Financial Adviser to Wang Han**

**VEDA | CAPITAL**  
**智 略 資 本**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this Offer Document.

A letter from Roofers Securities containing, among other things, the details of the terms of and condition to the Offers is set out on pages 13 to 16 of this Offer Document.

The procedures for acceptance of the Offers and other related information are set out in Appendix I to this Offer Document and in the accompanying Form(s) of Acceptance. Acceptance of the Offers should be received by the Receiving Agent no later than 4:00 p.m. on 10 April 2012 or such other time as the Offeror may determine and announce in accordance with the Takeovers Code.

9 March 2012

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## EXPECTED TIMETABLE

*The timetable set out below is indicative only and any changes to the timetable will be announced by the Offeror and the Company.*

**2012**

Despatch date of the Offer Document and the commencement of the Offers ( <i>Note 1</i> ) . . . . .	Friday, 9 March
Latest time for the posting of the Offeree Document ( <i>Note 2</i> ) . . . . .	Friday, 23 March
Latest time and date for acceptance of the Offers . . . . .	not later than 4:00 p.m. on Tuesday, 10 April
First Closing Date of the Offers ( <i>Note 3</i> ) . . . . .	Tuesday, 10 April
Announcement of the results of the Offers and the level of acceptance as at the First Closing Date uploaded to the Stock Exchange's website . . . . .	not later than 7:00 p.m. on Tuesday, 10 April
Latest date for posting of remittances for the amounts due in respect of valid acceptance of the Offers lodged on or before First Closing Date (if the Offers become or are declared unconditional on the First Closing Date) ( <i>Note 4</i> ) . . . . .	Friday, 20 April
Latest time and date for the Offers remaining open for acceptance assuming the Offers become or are declared unconditional on the First Closing Date) ( <i>Note 5</i> ) . . . . .	4:00 p.m. on Tuesday, 24 April
Latest Date for posting of remittance for the amounts due in respect of valid acceptance received under the Offers on or before 4:00 p.m. on Tuesday, 24 April 2012, being the latest date which the Offers remain open for acceptance assuming the Offers become, or are declared unconditional in all respects on the First Closing Date. . . . .	Tuesday, 8 May
Latest time and date by which the Share Offer can be declared unconditional as to acceptance ( <i>Note 6</i> ). . . . .	7:00 p.m. on Tuesday, 8 May

*Notes:*

1. The Offers are made on 9 March 2012, being the date of posting of the Offer Document, and is capable of acceptance on and from that date. The Share Offer is conditional upon valid acceptances having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the Closing Date in respect of the Shares, which together with the Shares acquired or agreed to be acquired by the Offeror and parties acting in concert with him, constituting more than 50% of the voting rights of the Company in accordance with the Takeovers Code. The CN Offer is conditional upon the Share Offer becoming unconditional in all respects. Acceptance of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in Rule 17 and Rule 19.2 of the Takeovers Code.

## EXPECTED TIMETABLE

Pursuant to Rule 17 of the Takeovers Code, the accepting Shareholders and holder(s) of Convertible Notes shall be entitled to withdraw their acceptance after 21 days from the First Closing Date of the Offers on Tuesday, 10 April, if the Offers have not by then become unconditional as to acceptances. This entitlement to withdraw shall be exercisable until such time as the Offers become or are declared unconditional as to acceptances: however, on the 60th day (or any date beyond which the Offeror has stated that his Offers will not be extended) the final time for the withdrawal must coincide with the final time for the lodgement of acceptances set out in Rule 15.5, and this time must not be later than 4.00 p.m.

Save as aforesaid, acceptances of the Offers by the Independent Shareholders and holder(s) of the Convertible Notes shall be irrevocable and cannot be withdrawn except in the circumstances set out in Rule 19.2 of the Takeovers Code which is to the effect that if the Offeror is unable to comply with any of the requirements of making announcements relating to the Offers as described under the section headed "Announcements" in this Offer Document, the Executive may require that acceptors be granted a right of withdrawal on terms acceptable to the Executive until such requirements can be met.

2. In accordance with the Takeovers Code, the Company is required to post the Offeree Document to the Shareholders within 14 days from the posting of the Offer Document, unless the Executive consents to a later date and the Offeror agrees to extend the closing date by the number of days in respect of which the delay in the posting of the Offeree Document is agreed.
3. In accordance with the Takeovers Code, where the Offeree Document is posted after the date on which the Offer Document is posted, the Offers must remain open for acceptance for at least 28 days following the date on which the Offer Document is posted. The Offeror has the right to revise or extend the Offers until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code).

The Offeror will issue an announcement in relation to any revision or extension of the Offers, which will state the next closing date or, if the Offers have become or are at that time unconditional as to acceptances, that the Offers will remain open until further notice. In any event, where the Offers become or are declared unconditional, the Offers will remain open for acceptance for not less than 14 days thereafter in accordance with the Takeovers Code.

4. Subject to the Offers becoming unconditional, remittance in respect of the consideration payable for the Shares tendered under the Offers will be posted by ordinary post to the Shareholders accepting the Offers at their own risk as soon as possible, but in any event within 10 days of the later of the date on which the Offers become, or are declared, unconditional and the date of receipt by the Receiving Agent of all the relevant documents to render the acceptance under the Offers complete and valid in accordance with the Takeovers Code.
5. In accordance with the Takeovers Code, where the Offers become or are declared unconditional in all respects, the Offers should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the Offers are closed to the Shareholders who have not accepted the Offers. The Offeror has the right, subject to the Takeovers Code, to extend the Offers until such date as it may determine or as permitted by the Executive, in accordance with the Takeovers Code. The Offeror will issue a press announcement in relation to any extension of the Offers, which will state the next closing date or, if the Offers have become or are at that time unconditional, that the Offers will remain open until further notice.
6. Pursuant to the Takeovers Code, unless with the consent of the Executive, the Share Offer may not become or be declared unconditional as to acceptance after 7:00 p.m. on the 60th day after the date of the posting of the Offer Document.

All times and dates refer to Hong Kong local times and dates.

## EXPECTED TIMETABLE

### **Effect of bad weather on the latest time for acceptance of the Offers**

The latest time for acceptance will not take place if there is a tropical cyclone warning signal number eight or above or, a “black” rainstorm warning:

(i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on 10 April 2012. The latest time and date for acceptance of the Offers will be remained at 4:00 p.m. on the same business day; or

(ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on 10 April 2012. Instead the latest time for acceptance will be rescheduled to 4:00 p.m. on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

## DEFINITIONS

*In this Offer Document, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:*

“1st Announcement”	the announcement made by the Offeror dated 18 January 2012 in relation to the Offers pursuant to Rule 3.7 of the Takeovers Code
“1st Share Acquisition”	the acquisition of 70,000,000 Shares by the Offeror from the Vendor at the price of HK\$0.12 per Share on 6 January 2012
“2nd Announcement”	the announcement made by the Offeror dated 15 February 2012 in relation to the Offers pursuant to Rule 3.5 of the Takeovers Code
“2nd Share Acquisition”	the conditional acquisition of 166,363,636 Shares by the Offeror from the Vendor at the price of HK\$0.12 per Share on 6 January 2012
“acting in concert”	has the meaning ascribed to it in the Takeovers Code
“associate”	has the meaning ascribed to it in the Takeovers Code or the Listing Rules, as the context may require from time to time
“Blue Form of Acceptance”	the form of acceptance and transfer of the Convertible Notes in BLUE in respect of the CN Offer which accompanies this Offer Document
“Board”	the board of directors of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CN Offer”	the voluntary conditional cash offer to be made by Roofers Securities on behalf of the Offeror for the Convertible Notes in accordance with the Takeovers Code
“Company”	Mayer Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (stock code: 1116)
“connected person”	has the meaning ascribed to it in the Listing Rules
“Convertible Notes”	outstanding convertible notes of the Company in the principal amount of HK\$90,000,000 (which can be converted into an aggregate of 163,636,363 Shares at the conversion price of HK\$0.55 per Share)
“Director(s)”	director(s) of the Company from time to time
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director

## DEFINITIONS

“Facility”	a margin loan facility of up to HK\$103,000,000 granted by United Simsen Securities Limited (a corporation licensed by the SFC to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO) to the Offeror
“First Closing Date”	10 April 2012, being the first closing date of the Offers (or such later date as may be determined and announced by the Offeror in accordance with the Takeovers Code)
“Form(s) of Acceptance”	the accompanying WHITE Form of Acceptance and/or (as the case may be) the BLUE Form of Acceptance
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	Shareholders other than the Offeror and parties acting in concert with him
“Last Trading Day”	6 January 2012, being the last trading day of the Shares prior to the publication of this document
“Latest Practicable Date”	7 March 2012, being the latest practicable date prior to the despatch of this Offer Document for the purpose of ascertaining certain information for inclusion herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offer Document”	this document issued by the Offeror to the Shareholders and the holder(s) of the Convertible Notes in connection with the Offers
“Offer Period”	the period from 18 January 2012, being the date of the 1st Announcement to 10 April 2012 or such later time and/or date to which the Offeror may decide to extend the Offers in accordance with the Takeovers Code
“Offer Shares”	691,200,000 Shares, being all the Shares other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with him
“Offeree Document”	the response document in respect of the Offers to be issued by the Company to the Independent Shareholders in accordance with the Takeovers Code

## DEFINITIONS

“Offeror”	Mr. Wang Han
“Offers”	the Share Offer and the CN Offer
“Receiving Agent”	Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Registrar”	Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Relevant Period”	the period from 18 July 2011 (being the date falling six months prior to 18 January 2012, the date of the 1st Announcement) and up to and including the Latest Practicable Date
“Roofers Securities”	Roofers Securities Limited, a corporation licensed by the SFC to carry out Type 1 (dealing in securities) regulated activity under the SFO
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Offer”	the voluntary conditional cash offer to be made by Roofers Securities on behalf of the Offeror for the Offer Shares in accordance with the Takeovers Code
“Share Offer Price”	HK\$0.12 per Offer Share payable by the Offeror to the holders of the Offer Shares for each Offer Share accepted under the Share Offer
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“White Form of Acceptance”	the form of acceptance and transfer of the Offer Shares in WHITE in respect of the Share Offer which accompanies this Offer Document
“Veda Capital”	Veda Capital Limited, a corporation licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO and the financial adviser to the Offeror in respect of the Offers



## DEFINITIONS

“Vendor”	Make Success Limited (wholly and beneficially owned by Mr. Zhang Xin Yu), the vendor under the 1st Share Acquisition and 2nd Share Acquisition
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

\* *In this Offer Document, conversion of RMB to HK\$ is assumed at RMB1 = HK\$1.2317*

**LETTER FROM THE OFFEROR**

9 March 2012

*To the Independent Shareholders and holder(s) of the Convertible Notes*

Dear Sirs or Madams,

**VOLUNTARY CONDITIONAL CASH OFFERS BY  
ROOFER SECURITIES LIMITED  
ON BEHALF OF WANG HAN  
FOR ALL THE ISSUED SHARES IN AND  
OUTSTANDING CONVERTIBLE NOTES OF  
MAYER HOLDINGS LIMITED (STOCK CODE: 1116)  
(OTHER THAN THOSE ALREADY OWNED OR  
AGREED TO BE ACQUIRED BY WANG HAN  
AND PARTIES ACTING IN CONCERT WITH HIM)**

**INTRODUCTION**

References are made to the 1st Announcement and the 2nd Announcement.

On 15 February 2012, the Offeror announced that Roofer Securities, would make the voluntary conditional cash offers on behalf of the Offeror for all the Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it in accordance with the Takeovers Code.

This letter sets out, among other things, the details of the Offers, and information and intention of the Offeror regarding the Group. Further details of the terms of the Offers are set out in Appendix I to this Offer Document (of which this letter forms part).

The Company is required to despatch the Offeree Document to the Shareholders and the holder(s) of the Convertible Notes, containing, among other things, the respective advices of the independent board committee of the Company and the independent financial adviser in respect of the Offers within 14 days after the posting of this Offer Document.

**THE OFFERS**

Roofer Securities is making the Share Offer on behalf of the Offeror in compliance with the Takeovers Code as follows:

*The Share Offer*

For every Offer Share . . . . . HK\$0.12 in cash

Pursuant to Rule 13 of the Takeovers Code, the Offeror is required to make a comparable CN Offer for the Convertible Notes as part of the Offers as follows:

*The CN Offer*

For each HK\$1 face value of the Convertible Notes . . . . . HK\$0.2182 in cash

## LETTER FROM THE OFFEROR

The Convertible Notes are in the principal amount of HK\$90,000,000, which can be converted into an aggregate of 163,636,363 Shares at HK\$0.55 per Share. Based on the Share Offer Price of HK\$0.12 per Offer Share divided by the prevailing conversion price of the Convertible Notes of HK\$0.55 per Share, the offer price under the CN Offer is HK\$0.2182 for each outstanding HK\$1 face value of the Convertible Notes.

Based on the published information in respect of the Company available as at the Latest Practicable Date, the Company has (i) a total of 927,563,636 Shares in issue (of which 236,363,636 Shares, representing approximately 25.48% of the entire issued share capital of the Company, had been acquired or agreed to be acquired by the Offeror and parties acting in concert with him); and (ii) the Convertible Notes. Save as disclosed above, the Offeror is not aware of any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company as at the Latest Practicable Date.

### Comparison of value

The Share Offer Price of HK\$0.12 per Offer Share represents:

- (a) a discount of approximately 2.44% to the closing price of HK\$0.123 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 3.85% to the average closing price of approximately HK\$0.1248 per Share as quoted on the Stock Exchange for the last 5 trading days up to and including the Last Trading Day;
- (c) a discount of approximately 5.44% to the average closing price of approximately HK\$0.1269 per Share as quoted on the Stock Exchange for the last 10 trading days up to and including the Last Trading Day;
- (d) a discount of approximately 2.44% to the closing price of HK\$0.123 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (e) a discount of approximately 74.81% to the Company's audited consolidated net asset per Share of approximately HK\$0.4763 based on the Company's audited consolidated equity attributable to Shareholders of approximately RMB358,690,000 (equivalent to approximately HK\$441,798,473) as at 31 December 2010 and 927,563,636 Shares in issue as at the Latest Practicable Date; and
- (f) a discount of approximately 79.80% to the Company's unaudited consolidated net asset per Share of approximately HK\$0.5941 based on the Company's unaudited consolidated equity attributable to Shareholders of approximately RMB447,379,000 (equivalent to approximately HK\$551,036,714) as at 30 June 2011 and 927,563,636 Shares in issue as at the Latest Practicable Date.

## LETTER FROM THE OFFEROR

### Condition of the Offers

The Share Offer is conditional upon valid acceptances having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the Closing Date in respect of the Shares, which together with the Shares acquired or agreed to be acquired by the Offeror and parties acting in concert with him, constituting more than 50% of the voting rights of the Company in accordance with the Takeovers Code.

The Offers will be made in compliance with the Takeovers Code, which is administered by the Executive. The CN Offer is conditional upon the Share Offer becoming unconditional in all respects.

**The Offers may lapse if they do not become unconditional on the Closing Date. The Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company.**

### Total consideration of the Offers

On the basis of 927,563,636 Shares in issue as at the Latest Practicable Date, the Share Offer based on the Share Offer Price values the equity value of the Company at HK\$111,307,636.32. Assuming that the Share Offer is accepted in full by the holders of the Offer Shares and on the basis that there will be 691,200,000 Offer Shares, the total amount of cash required to effect the Share Offer will be HK\$82,944,000. The consideration payable by the Offeror under the CN Offer is HK\$19,638,000. Accordingly, the Offers are valued at HK\$102,582,000 in aggregate.

### Financial resources

The maximum cash consideration payable under the Offers, other than the Shares acquired by or agreed to be acquired by the Offeror and parties acting in concert with him, is approximately HK\$102,582,000 which is financed by the Facility. The Offer Shares and Convertible Notes to be acquired through the Offers will be pledged to United Simsen for the Facility. Save for the aforesaid, the Offeror has not entered into any arrangement, agreement, understanding and has no intention to transfer, charge or pledge the securities to be acquired pursuant to the Offers. Taking into account of the Facility, Veda Capital is satisfied that sufficient financial resources are available to the Offeror to satisfy the full acceptances of the Offers.

The Offeror confirms that the payment of interest on, repayment of or security for any liability (contingent or otherwise) in relation to the Facility, will not be dependent on the business of the Company.

### Effects of accepting the Offers

By accepting the Share Offer, the Shareholders will sell their Shares to the Offeror free from all liens, claims, encumbrances and all third party rights and with all rights attached thereto as at the date of the 2nd Announcement or subsequently becoming attached to them, including the right to receive all dividends and declared, paid or made, if any, on or after the date of the 2nd Announcement. The making of the Share Offer to a person with a registered address in a jurisdiction outside Hong Kong may be affected by the applicable laws of the relevant jurisdiction. Shareholders with registered addresses in jurisdictions outside Hong Kong should inform themselves about and observe any applicable legal requirements in their own jurisdictions.

## LETTER FROM THE OFFEROR

By accepting the CN Offer, holder(s) of the Convertible Notes are deemed to constitute a warranty to the Offeror that the Convertible Notes tendered for acceptance are free from all third party rights, liens, claims, charges, equities, and encumbrances whatsoever and renounced together with all rights accruing or attaching thereto on or after the date of the 2nd Announcement or subsequently becoming attached to them and that such holder(s) of the Convertible Notes will surrender to the Company all of their existing rights, if any, in respect of the Convertible Notes.

The procedures for acceptance and further terms of the Offers are set out in Appendix I to this Offer Document.

### **Settlement of consideration**

Provided that the Offers have become, or have been declared, unconditional in all respects, settlement under the Offers for the Offer Shares and Convertible Notes will be made in cash as soon as possible but in any event within ten days of the date on which (i) the relevant documents of title are received by or on behalf of the Offeror to render each such acceptance complete and valid; and (ii) the Share Offer becomes or is declared unconditional, whichever is later.

### **Stamp duty**

Seller's ad valorem stamp duty payable by the Shareholders who accept the Share Offer and calculated at a rate of 0.1% of (i) the market value of the Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Share Offer, whichever is higher, will be deducted from the amount payable by the Offeror to such person on acceptance of the Share Offer.

Seller's ad valorem stamp duty payable by the holders of the Convertible Notes who accept the CN Offer and calculated at a rate of 0.1% of (i) the market value of the Convertible Notes; or (ii) consideration payable by the Offeror in respect of the relevant acceptances of the CN Offer, whichever is higher, will be deducted from the amount payable by the Offeror to such person on acceptance of the CN Offer.

### **Overseas Shareholders**

The Offers will be in respect of securities of a company incorporated in the Cayman Islands with limited liability, and will be subject to the procedure and disclosure requirements of Hong Kong, which may be different from other jurisdictions. The ability of Shareholders and holder(s) of Convertible Notes outside of Hong Kong to participate in the Offers will also be subject to, and may be limited by, the laws and regulations of their respective jurisdictions. Shareholders and holder(s) of Convertible Notes who are citizens or residents or nationals of jurisdictions outside Hong Kong should obtain appropriate legal advice on, inform themselves about and observe any applicable legal requirement. It is the responsibility of each person who wishes to accept the Offers to satisfy himself, herself or itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities or legal requirements and the payment of any transfer or other taxes due by such accepting overseas Shareholders and holder(s) of Convertible Notes in respect of such jurisdiction.

## LETTER FROM THE OFFEROR

### INFORMATION ON THE OFFEROR

The Offeror is a merchant and has been involving in the businesses of project investment, property investment, development and operation of service apartments and commercial property projects in Shanghai, the PRC. As set out in the 2nd Announcement, the Offeror acquired 70,000,000 Shares, representing approximately 7.55% of the entire issued share capital of the Company, pursuant to the 1st Share Acquisition and the Offeror further acquired 166,363,636 Shares, representing approximately 17.93% of the entire issued share capital of the Company, pursuant to the 2nd Share Acquisition. As at the Latest Practicable Date, (i) the 1st Share Acquisition and the 2nd Share Acquisition had been executed; (ii) all the relevant stamp duties for the 1st Share Acquisition and the 2nd Share Acquisition had been paid for; and (iii) the Offeror is not yet able to register the transfer of title of such 236,363,636 Shares acquired pursuant to the 1st Share Acquisition and the 2nd Share Acquisition into his name. Save for the aforesaid, the Offeror and parties acting in concert with him do not hold any other Shares or any options, warrants, derivatives or securities convertible into Shares.

Save for the 1st Share Acquisition and the 2nd Share Acquisition, the Offeror and parties acting in concert with him have not dealt in any securities of the Company during the Relevant Period. All dealings of the Shares during the Relevant Period by the Offeror and parties acting in concert with him were equivalent to the Share Offer Price.

There are no outstanding derivatives in respect of securities of the Company that have been entered into by the Offeror and parties acting in concert with him. There are no arrangements (whether by way of option, indemnity or otherwise) in relation to the Shares and which might be material to the Offers. There are no agreements or arrangements to which the Offeror is a party which relate to the circumstances in which it may or may not invoke or seek to invoke a precondition or a condition to the Offers. The Offeror and parties acting in concert with him have not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in respect of the Company.

### LITIGATION

On 6 March 2012, an amended writ of summons (the “**Amended Writ**”) was issued by the Company as the plaintiff against, among others, the Vendor and the Offeror as defendants.

Pursuant to the Amended Writ, the plaintiff seeks to be granted the following orders, among others, against, among others, the Vendor and/or the Offeror as defendants:

1. An injunction to restrain the Vendor by itself or its 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, among others:
  - (a) the 236,363,636 Shares acquired by the Offeror pursuant to the 1st Share Acquisition and 2nd Share Acquisition; or
  - (b) the Convertible Notes.
2. A declaration that the Offeror has no title, interest or right to any of the said 236,363,636 Shares, and has acquired no such title, interest or right.

## LETTER FROM THE OFFEROR

3. A declaration that the purported transfer of the 70,000,000 Shares pursuant to the 1st Share Acquisition by the Vendor to the Offeror 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 Offeror to the Company.
  
4. An injunction to restrain, among others, the Vendor and the Offeror, by themselves or their respective servants or agents, from:
  - (a) completing or procuring the completing of an agreement made between the Vendor and the Offeror on or about 6 January 2012 for the sale by the Vendor to the Offeror of 166,363,636 Shares pursuant to the 2nd Share Acquisition; or
  
  - (b) transferring or procuring the transfer of the said 166,363,636 Shares or any part thereof.
  
5. A declaration that the Convertible Notes are null and void and of no legal effect.

The implication and/or impact of the Amended Writ on the Offers is yet to be ascertained. The Offeror is currently seeking legal advice in relation to the Amended Writ and will make further announcement(s) and/or supplemental circular in due course as to any material development in connection with the proceedings on the Offers.

### INFORMATION ON THE COMPANY

The Company is a company incorporated in Cayman Islands with limited liability, the ordinary shares of which are currently listed on the Stock Exchange (stock code: 1116). Based on the Company's public information available, the Company is principally engaged in manufacturing and trading of steel pipes, steel sheets and other products made of steel and leasing of aircrafts.

The financial information of the Company, as extracted from its annual report for the year ended 31 December 2010 and interim report for the six months ended 30 June 2011, are as follows:

	<b>For the six months ended 30 June 2011 (unaudited) RMB'000</b>	<b>For the year ended 31 December 2010 (audited) RMB'000</b>	<b>For the year ended 31 December 2009 (audited) RMB'000</b>
Turnover	245,908	546,958	427,255
Profit/(loss) before tax	5,435	(102)	(1,174)
Profit/(loss) attributable to Shareholders for the year/period	1,554	13,739	(510)

<b>LETTER FROM THE OFFEROR</b>
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	<b>As at 30 June 2011 (unaudited) RMB'000</b>	<b>As at 31 December 2010 (audited) RMB'000</b>
Total assets	1,271,226	582,488
Total liabilities	557,567	159,181
Net assets	713,659	423,307
Total equity attributable to Shareholders	447,379	358,690

**REASONS FOR AND BENEFITS OF THE OFFERS AND THE OFFEROR'S INTENTION FOR THE BUSINESS OF THE GROUP**

Based on the public information, upon completion of the very substantial disposal as proposed by the Company in the announcement dated 5 January 2012 (the "VSD"), the Company will be focusing on its trading business of steel and non-ferrous metal worldwide and as based on the VSD announcement, the remaining business operations and assets of the Company will be sufficient to warrant the continued listing of the Shares. Having taking into account of the Company's net asset value as disclosed in the VSD announcement and the fact that the cash position of the Group will be improved upon completion of the VSD and there is no further progress in relation to the writ of summons issued against Make Success Limited, the Offeror is confident with the financial position of the Group. As such, the Offeror intended to take controlling stake of the Company via the Offers.

Under the Offers, it is the Offeror's intention to acquire a majority interest in the Company and the Offeror intends to requisition a shareholder meeting after the Offers become unconditional to seek to appoint new directors to the Board. As at the Latest Practicable Date, the Offeror did not have any proposed director to the Board.

Based on the public information of the Company, the Offeror noted that the Company has proposed the VSD as set out in the announcement of the Company dated 5 January 2012. To the best of the Offeror's knowledge of the current principal business of the Company as at the Latest Practicable Date, the Offeror intends to continue the principal business of the Group, and will, following the Offers becoming unconditional, conduct a review on the business operations and financial position of the Group for the purpose of formulating business plans and strategies for the future business development of the Group. Subject to the result of the review and should suitable investment or business opportunities arise, the Offeror may consider expanding the Company's business and/or diversifying the business of the Group into other business with an objective to broaden its income source. The Offeror does not have intention to inject or acquire other projects or assets into the Company. The Offeror has no intention to re-deploy the employees or the assets, including fixed assets, of the Group other than in its ordinary course of business. Upon completion of the VSD, some employees may not be involved in the remaining business of the Group. Depends on different qualifications and abilities of the respective employees, the Offeror may consider if appropriate positions are available for the respective employees. The Offeror intended to continue the employment of the employees of the Group unless their employment is not relevant to the then business operation of the Group.



## **LETTER FROM THE OFFEROR**

### **COMPULSORY ACQUISITION**

The Offeror does not intend to exercise any right which may be available to acquire compulsorily, after the Share Offer is closed, any outstanding issued Shares not acquired under the Share Offer.

#### **Maintaining the listing status of the Company**

According to the Listing Rules, if, at the close of the Offers, less than 25% of the issued Shares are held by the public or if the Stock Exchange believes that: (i) a false market exists or may exist in the trading of the Shares; or (ii) there are insufficient Shares in public hands to maintain an orderly market, then the Stock Exchange will consider exercising its discretion to suspend dealings in the Shares.

The Offeror intends the Company to remain listed on the Stock Exchange after the close of the Offers. The Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that sufficient public float exists in the Shares after close of the Offers.

### **FURTHER TERMS OF THE OFFER**

Further terms and conditions of the Offers, including, among other things, procedures for acceptance and settlement, the acceptance period and taxation matters are set out in Appendix I to this Offer Document and in the Form(s) of Acceptance.

### **GENERAL**

To ensure equality of treatment of all Shareholders, those registered Shareholders who hold Shares as nominee for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for the beneficial owners of Shares whose investments are registered in the names of nominees to accept the Offers, it is essential that they provide instructions to their nominees of their intentions with regard to the Offers.

All documents and remittances sent to the Independent Shareholders and the holder(s) of the Convertible Notes by ordinary post will be sent to them at their own risk. Such documents and remittances will be sent to the Independent Shareholders and the holder(s) of the Convertible Notes at their respective addresses as they appear in the register of members and register of holder(s) of the Convertible Notes of the Company respectively or in the case of joint Independent Shareholders, to the Independent Shareholder whose name appears first in the register of members of the Company. None of the Offeror, Veda Capital, Roofer Securities or any of their respective directors or professional advisers or any other parties involved in the Offers will be responsible for any loss or delay in transmission or any other liabilities that may arise as a result thereof.

Your attention is drawn to the additional information set out in the Appendices to this Offer Document, which form part of this Offer Document.

**Wang Han**

LETTER FROM ROOFER SECURITIES



路華證券有限公司  
**ROOFER SECURITIES LTD.**

香港中環士丹利街60號明珠行7字樓  
7/F., PEARL ORIENTAL HOUSE, 60 STANLEY STREET,  
CENTRAL, HONG KONG.  
TEL: 2610 2808 FAX: 2810 9608

9 March 2012

*To the Independent Shareholders and holder(s) of the Convertible Notes*

Dear Sirs or Madams,

**VOLUNTARY CONDITIONAL CASH OFFERS BY  
ROOFER SECURITIES LIMITED  
ON BEHALF OF WANG HAN  
FOR ALL THE ISSUED SHARES IN AND  
OUTSTANDING CONVERTIBLE NOTES OF  
MAYER HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR  
AGREED TO BE ACQUIRED BY WANG HAN  
AND PARTIES ACTING IN CONCERT WITH HIM)**

**INTRODUCTION**

References are made to the 1st Announcement and the 2nd Announcement.

On 15 February 2012, the Offeror announced that Roofers Securities would make the voluntary conditional cash offers on behalf of the Offeror for all the Shares not already owned or agreed to be acquired by the Offeror and parties acting in concert with it in accordance with the Takeovers Code.

**THE OFFERS**

Roofers Securities is making the Share Offer on behalf of the Offeror in compliance with the Takeovers Code as follows:

*The Share Offer*

For every Offer Share . . . . . HK\$0.12 in cash

Pursuant to Rule 13 of the Takeovers Code, the Offeror is required to make a comparable CN Offer for the Convertible Notes as part of the Offers as follows:

*The CN Offer*

For each HK\$1 face value of the Convertible Notes . . . . . HK\$0.2182 in cash

## LETTER FROM ROOFER SECURITIES

The Convertible Notes are in the principal amount of HK\$90,000,000, which can be converted into an aggregate of 163,636,363 Shares at HK\$0.55 per Share. Based on the Share Offer Price of HK\$0.12 per Offer Share divided by the prevailing conversion price of the Convertible Notes of HK\$0.55 per Share, the offer price under the CN Offer is HK\$0.2182 for each outstanding HK\$1 face value of the Convertible Notes.

### Condition of the Offers

The Share Offer is conditional upon valid acceptances having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the Closing Date in respect of the Shares, which together with the Shares acquired or agreed to be acquired by the Offeror and parties acting in concert with him, constituting more than 50% of the voting rights of the Company in accordance with the Takeovers Code.

The Offers will be made in compliance with the Takeovers Code, which is administered by the Executive. The CN Offer is conditional upon the Share Offer becoming unconditional in all respects.

**The Offers may lapse if they do not become unconditional on the Closing Date. The Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company.**

### Total consideration of the Offers

On the basis of 927,563,636 Shares in issue as at the Latest Practicable Date, the Share Offer based on the Share Offer Price values the equity value of the Company at HK\$111,307,636.32. Assuming that the Share Offer is accepted in full by the holders of the Offer Shares and on the basis that there will be 691,200,000 Offer Shares, the total amount of cash required to effect the Share Offer will be HK\$82,944,000. The consideration payable by the Offeror under the CN Offer is HK\$19,638,000. Accordingly, the Offers are valued at HK\$102,582,000 in aggregate.

### Effects of accepting the Offers

By accepting the Share Offer, the Shareholders will sell their Shares to the Offeror free from all liens, claims, encumbrances and all third party rights and with all rights attached thereto as at the date of the 2nd Announcement or subsequently becoming attached to them, including the right to receive all dividends and declared, paid or made, if any, on or after the date of the 2nd Announcement. The making of the Share Offer to a person with a registered address in a jurisdiction outside Hong Kong may be affected by the applicable laws of the relevant jurisdiction. Shareholders with registered addresses in jurisdictions outside Hong Kong should inform themselves about and observe any applicable legal requirements in their own jurisdictions.

By accepting the CN Offer, holder(s) of the Convertible Notes are deemed to constitute a warranty to the Offeror that the Convertible Notes tendered for acceptance are free from all third party rights, liens, claims, charges, equities, and encumbrances whatsoever and renounced together with all rights accruing or attaching thereto on or after the date of the 2nd Announcement or subsequently becoming attached to them and that such holder(s) of the Convertible Notes will surrender to the Company all of their existing rights, if any, in respect of the Convertible Notes.

The procedures for acceptance and further terms of the Offers are set out in Appendix I to this Offer Document.

## **LETTER FROM ROOFER SECURITIES**

### **Settlement**

Settlement under the Offers for the Offer Shares and Convertible Notes will be made in cash as soon as possible but in any event within ten days of the date on which (i) the relevant documents of title are received by or on behalf of the Offeror to render each such acceptance complete and valid; and (ii) the Share Offer becomes or is declared unconditional, whichever is later.

### **Stamp duty**

Seller's ad valorem stamp duty payable by the Shareholders who accept the Share Offer and calculated at a rate of 0.1% of (i) the market value of the Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptances of the Share Offer, whichever is higher, will be deducted from the amount payable by the Offeror to such person on acceptance of the Share Offer.

Seller's ad valorem stamp duty payable by the holders of the Convertible Notes who accept the CN Offer and calculated at a rate of 0.1% of (i) the market value of the Convertible Notes; or (ii) consideration payable by the Offeror in respect of the relevant acceptances of the CN Offer, whichever is higher, will be deducted from the amount payable by the Offeror to such person on acceptance of the CN Offer.

### **FURTHER TERMS OF THE OFFER**

Further terms and conditions of the Offers, including, among other things, procedures for acceptance and settlement, the acceptance period and taxation matters are set out in Appendix I to this Offer Document and in the Form(s) of Acceptance.

### **GENERAL**

To ensure equality of treatment of all Shareholders, those registered Shareholders who hold Shares as nominee for more than one beneficial owner should, as far as practicable, treat the holding of each beneficial owner separately. In order for the beneficial owners of Shares whose investments are registered in the names of nominees to accept the Offers, it is essential that they provide instructions to their nominees of their intentions with regard to the Offers.

All documents and remittances sent to the Independent Shareholders and the holder(s) of the Convertible Notes by ordinary post will be sent to them at their own risk. Such documents and remittances will be sent to the Independent Shareholders and the holder(s) of the Convertible Notes at their respective addresses as they appear in the register of members and register of holder(s) of the Convertible Notes of the Company respectively or in the case of joint Independent Shareholders, to the Independent Shareholder whose name appears first in the register of members of the Company. None of the Offeror, Veda Capital, Roofers Securities or any of their respective directors or professional advisers or any other parties involved in the Offers will be responsible for any loss or delay in transmission or any other liabilities that may arise as a result thereof.

**LETTER FROM ROOFER SECURITIES**

Your attention is drawn to the additional information set out in the Appendices to this Offer Document, which form part of this Offer Document.

Yours faithfully,  
For and on behalf of  
**Roofers Securities Limited**  
**NGAN On Nang, Sabrina**  
*Director*

**1. PROCEDURES FOR ACCEPTANCE****A. The Share Offer**

If the Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title in respect of your Shares are in your name, and you wish to accept the Share Offer, you must send the duly completed relevant White Form of Acceptance together with the relevant Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title and/or any indemnity or indemnities required in respect thereof, for not less than the number of Shares in respect of which you intend to accept the Share Offer by post or by hand, to the Receiving Agent at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong in any event not later than 4:00 p.m. on 10 April 2012 or such later time and/or date as the Offeror may determine and announce in accordance with the Takeovers Code.

If the Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title in respect of your Shares is/are in the name of a nominee company or some name other than your own and you wish to accept the Share Offer whether in full or in respect of part of your holding of Shares, you must either:

- (a) lodge your Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title, with the nominee company, or other nominee, and with instructions authorizing it to accept the Share Offer on your behalf and requesting it to deliver the relevant White Form of Acceptance duly completed together with the relevant Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title to the Receiving Agent; or
- (b) arrange for the Shares to be registered in your name by the Company through the Receiving Agent and send the relevant White Form of Acceptance duly completed together with the relevant Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title to the Receiving Agent; or
- (c) if your Shares have been lodged with your licensed securities dealer/custodian bank through CCASS, instruct your licensed securities dealer/custodian bank to authorize HKSCC Nominees Limited to accept the Share Offer on your behalf on or before the deadline set by HKSCC Nominees Limited. In order to meet the deadline set by HKSCC Nominees Limited, you should check with your licensed securities dealer in your securities/custodian bank for the timing on processing of your instruction, and submit your instruction to your licensed securities dealer/custodian bank as required by them; or
- (d) if your Shares have been lodged with your Investor Participant's Account with CCASS, authorise your instruction via the CCASS Phone System or CCASS Internet System on or before the deadline set by HKSCC Nominees Limited.

If the Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of your Shares is/are not readily available and/or is/are lost, as the case may be, and you wish to accept the Share Offer, the White Form of Acceptance should nevertheless be completed and delivered to the Receiving Agent together with a letter stating that you have lost one or more of your Share

certificate(s) and/or transfer receipts and/or other document(s) of title or that it/they is/are not readily available. If you find such document(s) or if it/they become available, it/they should be forwarded to the Receiving Agent as soon as possible thereafter. If you have lost your Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title, you should also write to the Receiving Agent a letter of indemnity which, when completed in accordance with the instruction given, should be returned to the Receiving Agent.

If you have lodged transfer(s) of any of your Shares for registration in your name and have not yet received your Share certificate(s), and you wish to accept the Share Offer, you should nevertheless complete the White Form of Acceptance and deliver it to the Receiving Agent together with the transfer receipt(s) duly signed by yourself. Such action will be deemed to be an irrevocable authority to any of Roofer Securities, the Company, the Offeror or their respective agent(s) to collect from the Company or the Receiving Agent on your behalf the relevant Share certificate(s) when issued and to deliver such Share certificates to the Receiving Agent and to authorise and instruct the Receiving Agent to hold such Share certificate(s), subject to the terms and conditions of the Share Offer, as if it/they were delivered to the Receiving Agent with the relevant White Form of Acceptance.

Acceptance of the Share Offer may not be counted as valid unless:

- (a) it is received by the Receiving Agent on or before the latest time for acceptance on the First Closing Date at 4:00 p.m. on 10 April 2012 (or such later time and/or date as the Offeror may determine and announce with the consent of the Executive) and the Receiving Agent has recorded that the acceptance and any relevant documents required under paragraph (b) below have been so received; and
- (b) the White Form of Acceptance is duly completed and is: (i) accompanied by Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the relevant Shares and, if that/those Share certificate(s) is/are not in your name, such other documents (e.g. a duly stamped transfer of the relevant Shares in blank or in favour of the acceptor executed by the registered holder) in order to establish your right to become the registered holder of the relevant Shares; or (ii) from a registered Shareholder or his personal representatives (but only up to the amount of the registered holding and only to the extent that the acceptance relates to the Shares which are not taken into account under the other subparagraph of this paragraph (b)); or (iii) certified by the Registrar or the Stock Exchange.

If the White Form of Acceptance is executed by a person other than the registered Shareholder, appropriate documentary evidence of authority (e.g. grant of probate or certified copy of a power of attorney) to the satisfaction of the Receiving Agent must be produced.

No acknowledgement of receipt of any White Form of Acceptance, Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) will be given.

**B. The CN Offer**

- (a) If you accept the CN Offer and the certificate(s) of the Convertible Notes and/or transfer receipts and/or any other document(s) of title for your Convertible Notes and/or any satisfactory indemnity or indemnities required are in your name, you should complete the Blue Form of Acceptance in accordance with the instructions printed thereon in respect of the face value of the Convertible Notes held by you that you wish to tender to the CN Offer, which instructions form part of the terms and conditions of the CN Offer.
- (b) The completed Blue Form of Acceptance should be forwarded, together with the relevant certificate(s) of the Convertible Notes and/or transfer receipt(s) and/or other document(s) of title and/or any satisfactory indemnity or indemnities required which you intend to accept the CN Offer, by post or by hand as soon as possible and in any event so as to reach Receiving Agent at 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:00 p.m. on 10 April 2012.
- (c) Seller's ad valorem stamp duty payable by the holders of the Convertible Notes who accept the CN Offer and calculated at a rate of 0.1% of (i) the market value of the Convertible Notes; or (ii) consideration payable by the Offeror in respect of the relevant acceptances of the CN Offer, whichever is higher, will be deducted from the amount payable by the Offeror to such person on acceptance of the CN Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the accepting holders of the Convertible Notes and will pay the buyer's ad valorem stamp duty in connection with the acceptances of the CN Offer and the transfer of the Convertible Notes to the Stamp Office in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).
- (d) No acknowledgement of receipt of any Blue Form of Acceptance and/or the certificate of the Convertible Notes and/or transfer receipt(s) and/or other document(s) of title and/or any satisfactory indemnity or indemnities required will be given.



## 2. SETTLEMENT

### A. The Share Offer

Provided that the White Form(s) of Acceptance and relevant Share certificate(s) and/or transfer receipt(s) and/or any document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are in complete and good order and have been received by the Receiving Agent by not later than 4:00 p.m. on 10 April 2012 being the latest time for acceptance of the Share Offer, a cheque for the amount due to the accepting Shareholders in respect of the Shares tendered by them under the Share Offer, less seller's ad valorem stamp duty payable by them, will be despatched to the accepting Shareholders to the addresses specified on the White Forms of Acceptance by ordinary post at their own risk as soon as possible but in any event within 10 days of the later of the date on which the Offers become, or are declared, unconditional and the date on which all the relevant documents are received by the Receiving Agent to render such acceptance complete and valid.

### B. The CN Offer

Provided that a valid Blue Form of Acceptance and the relevant certificate(s) of the Convertible Notes and/or transfer receipt(s) and/or other document(s) of title and/or any satisfactory indemnity or indemnities required in respect thereof have been received by the Receiving Agent no later than the latest time for acceptance, a cheque for the amount due to the holder(s) of the Convertible Notes in respect of the Convertible Notes tendered by him/her/it/them under the CN Offer will be despatched to the holder(s) of the Convertible Notes by ordinary post at his/her/its/their own risk as soon as possible but in any event within 10 days of the later of the date on which the Offers become, or are declared, unconditional and the date on which all the relevant documents are received by the Receiving Agent to render such acceptance complete and valid.

Settlement of the consideration to which any accepting Shareholder(s) or holder(s) of Convertible Notes is/are entitled under the Offers will be implemented in full in accordance with the terms of the Offers, without regard to any lien, right of set-off, counterclaim or other analogous right to which the Offeror may otherwise be, or claim to be, entitled against such accepting Shareholder and holder of Convertible Notes.

## 3. ACCEPTANCE PERIOD AND REVISIONS

Unless the Offers have previously been revised, the latest time and date for acceptance will be 4:00 p.m. on 10 April 2012. The Offeror reserves the right to revise the Offers after the despatch of this document until such day as it may determine and in accordance with the Takeovers Code. If the Offeror revises its terms, all Independent Shareholders and holder(s) of Convertible Notes, whether or not they have already accepted the Offers, will be entitled to accept the revised Offers under the revised terms.

If the Offers are revised, the announcement of such revision will state the next closing date. If the Offers are revised, it will remain open for acceptance for a period of not less than 14 days from the posting of the revised offer document.

In order to be valid, White Form(s) of Acceptance for the Share Offer must be received by the Receiving Agent and Blue Form(s) of Acceptance for the CN Offer must be received by the Receiving Agent in accordance with the instructions printed thereon by 4:00 p.m. on 10 April 2012.

#### **4. ANNOUNCEMENTS**

By 6:00 p.m. on 10 April 2012, which is the First Closing Date of the Offers, or such later time and/or date as the Executive may in exceptional circumstances permit, the Offeror must inform the Executive and the Stock Exchange of its decisions in relation to revision, extension, expiry of the Offers. The Offeror shall publish an announcement to be posted on the Stock Exchange's website by 7:00 p.m. on the First Closing Date of the Offers stating whether the Offers have been revised or extended or have expired. The announcement shall specify the number of Shares/Convertible Notes (a) for which valid acceptances have been received, (b) held, controlled or directed by the Offeror or persons acting in concert with it before the period of the Offers; and (c) acquired or agreed to be acquired by the Offeror or any person acting in concert with it during the period of the Offers.

The announcement must include details of any relevant securities in the Company which the Offeror or any person acting in concert with it has borrowed or lent, save for any borrowed Shares which have been either on-lent or sold.

The announcement must specify the percentages of the relevant classes of share capital, and the percentages of voting rights of the Company represented by these numbers of Shares.

#### **5. RIGHT OF WITHDRAWAL**

The accepting Shareholders and holder(s) of Convertible Notes shall be entitled to withdraw their acceptances after 21 days from the First Closing Date of the Offers, if the Offers have not by then become unconditional as to acceptances. This entitlement to withdraw shall be exercisable until such time as the Offers become or are declared unconditional as to acceptances: however, on the 60th day (or any date beyond which the Offeror has stated that his Offers will not be extended) the final time for the withdrawal must coincide with the final time for the lodgement of acceptances set out in Rule 15.5, and this time must not be later than 4:00 p.m.

Save as aforesaid, acceptances of the Offers by the Independent Shareholders and holder(s) of the Convertible Notes shall be irrevocable and cannot be withdrawn except in the circumstances set out in Rule 19.2 of the Takeovers Code which is to the effect that if the Offeror is unable to comply with any of the requirements of making announcements relating to the Offers as described under the section headed "Announcements" above, the Executive may require that acceptors be granted a right of withdrawal on terms acceptable to the Executive until such requirements can be met.

#### **6. STAMP DUTY**

Hong Kong stamp duty at a rate of HK\$1.00 for every HK\$1,000 (or part thereof) of the greater of (i) the consideration payable by the Offeror; and (ii) the market value of the Shares (at the discretion of the Collector of Stamp Duty) in respect of relevant acceptances will be deducted from the consideration payable to the accepting Shareholders. The Offeror will then, on behalf of the accepting Shareholders, pay such amount to the Inland Revenue Department of Hong Kong.

The Offeror will also pay stamp duty payable by it as purchaser of the Shares pursuant to the Share Offer based on the gross consideration payable to the accepting Shareholders in respect of the Share Offer.

## **7. TAXATION**

The Independent Shareholders and the holder(s) of Convertible Notes are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of their accepting the Offers. It is emphasised that none of the Offeror, Veda Capital, Roofer Securities or any of their respective directors or any persons involved in the Offers accept responsibility for any tax effects or liabilities of any person or persons as a result of their acceptance of the Offers.

## **8. OVERSEAS SHAREHOLDERS**

The making of the Offers to persons with a registered address in jurisdiction outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdiction. Shareholders and holder(s) of Convertible Notes who are citizens or residents or nationals of jurisdictions outside Hong Kong should obtain appropriate legal advice on, inform themselves about and observe any applicable legal requirement. It is the responsibility of each person who wishes to accept the Offers to satisfy himself, herself or itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities or legal requirements and the payment of any transfer or other taxes due in respect of such jurisdiction.

## **9. GENERAL**

- (i) Acceptance of the Share Offer by any person or persons holding Shares will be deemed to constitute a warranty by such person or persons to the Offeror that the Shares acquired under the Share Offer are sold by any such person or persons free from all liens, charges, encumbrances, equities and third party rights and together with all rights attaching thereto, including the right to receive all dividends and distributions declared, made or paid on or after the date of the 2nd Announcement. By accepting the CN Offer, holder(s) of the Convertible Notes are deemed to constitute a warranty to the Offeror that the Convertible Notes tendered for acceptance are free from all third party rights, liens, claims, charges, equities, and encumbrances whatsoever and renounced together with all rights accruing or attaching thereto on or after the date of the 2nd Announcement or subsequently becoming attached to them and that such holder(s) of the Convertible Notes will surrender to the Company all of their existing rights, if any, in respect of the Convertible Notes.
- (ii) All communications, notices, Forms of Acceptance, Share certificates, certificates of Convertible Notes, transfer receipts, other documents of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and remittances to be delivered by or sent to or from the Shareholders or the holder(s) of Convertible Notes will be delivered by or sent to or from them, or their designated agents, through post at their own risk, and none of the Offeror, the Company, Veda Capital, Roofer Securities or the Receiving Agent or any of their respective agents, accepts any liability for any loss in postage or any other liabilities that may arise as a result thereof.

- (iii) The provisions set out in the Form(s) of Acceptance form part of the terms of the Offers.
- (iv) The accidental omission to despatch this document and/or the Form(s) of Acceptance or any of them to any person to whom the Offers are made will not invalidate the Offers in any way.
- (v) The Offers and all acceptances will be governed by and construed in accordance with the laws of Hong Kong.
- (vi) Due execution of a Form of Acceptance will constitute an authority to the Company, the Offeror, Veda Capital, Roofers Securities or such person or persons as the Offeror may direct, to complete and execute any document on behalf of the person or persons accepting the Offers and to do any other act that may be necessary or expedient for the purposes of vesting in the Offeror, or such person or persons as it may direct, the Shares or the Convertible Notes in respect of which such person or persons has/have accepted the Offers.
- (vii) References to the Offers in this Offer Document and in the Form(s) of Acceptance shall include any revision thereof.

The English text of this Offer Document and of the Form(s) of Acceptance shall prevail over their respective Chinese text.

### 1. RESPONSIBILITY STATEMENT

The Offeror accepts full responsibility for the accuracy of the information contained in this Offer Document and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this Offer Document have been arrived at after due and careful consideration and there are no other facts not contained in this Offer Document, the omission of which would make any statement in this Offer Document misleading.

### 2. MARKET PRICES

The table below shows the closing price of the Shares quoted on the Stock Exchange on (i) the last day on which trading took place in each of the calendar months during the Relevant Period; (ii) the Last Trading Day; and (iii) the Latest Practicable Date:

Date	Closing price per Share HK\$
29 July 2011	0.238
31 August 2011	0.167
30 September 2011	0.143
31 October 2011	0.131
30 November 2011	0.12
30 December 2011	0.12
6 January 2012 (Last Trading Day)	0.123
31 January 2012 (in suspension)	0.123
29 February 2012 (in suspension)	0.123
7 March 2012 (Latest Practicable Date) (in suspension)	0.123

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange during the Relevant Period were HK\$0.249 per Share on 27 July 2011 and HK\$0.12 per Share on 21 November 2011, respectively.

### 3. DISCLOSURE OF INTERESTS OF THE OFFEROR

As at the Latest Practicable Date, the Offeror acquired 70,000,000 Shares, representing approximately 7.55% of the entire issued share capital of the Company, pursuant to the 1st Share Acquisition. The Offeror further acquired 166,363,636 Shares, representing approximately 17.93% of the entire issued share capital of the Company, pursuant to the 2nd Share Acquisition. As at the Latest Practicable Date, (i) the 1st Share Acquisition and the 2nd Share Acquisition had been executed; (ii) all the relevant stamp duties for the 1st Share Acquisition and the 2nd Share Acquisition had been paid for; and (iii) the Offeror is not yet able to register the transfer of title of such 236,363,636 Shares acquired pursuant to the 1st Share Acquisition and the 2nd Share Acquisition into his name. Save for the aforesaid, the Offeror and parties acting in concert with him do not hold any other Shares or any options, warrants, derivatives or securities convertible into Shares.

Save as disclosed above and in the section headed “Dealing in Securities” below, (i) neither the Offeror nor persons acting in concert with the Offeror owns or has control or direction over any voting rights and rights over any Shares or any options, warrants or convertible securities in respect of the Shares or has entered into any outstanding derivatives contracts in respect thereof, and (ii) none of the Offeror nor parties acting in concert with the Offeror has dealt in any Shares or any options, warrants, derivatives or securities convertible into Shares during the Relevant Period.

#### 4. DEALING IN SECURITIES

As at the Latest Practicable Date, (i) the 1st Share Acquisition and the 2nd Share Acquisition had been executed; (ii) all the relevant stamp duties for the 1st Share Acquisition and the 2nd Share Acquisition had been paid for; and (iii) the Offeror is not yet able to register the transfer of title of such 236,363,636 Shares acquired pursuant to the 1st Share Acquisition and the 2nd Share Acquisition into his name. Save for the aforesaid, the Offeror and parties acting in concert with him do not hold any other Shares or any options, warrants, derivatives or securities convertible into Shares.

During the Relevant Period, the dealings of the Shares by the Offeror are set out in the following table:

<b>Date of dealing</b>	<b>Bought/sold</b>	<b>Price</b> <i>HK\$</i>	<b>Quantity</b> <i>Number of Shares</i>
6 January 2012 (1st Share Acquisition)	Bought	0.12	70,000,000
6 January 2012 (2nd Share Acquisition)	Bought	0.12	166,363,636

Save for the aforesaid,

- (a) none of the Offeror nor any parties acting in concert with him had dealt in any Shares or other securities of the Company carrying voting rights or convertible securities, warrants, options or derivatives of the Company during the Relevant Period;
- (b) none of the Offeror nor any parties acting in concert with him has any arrangements of the kind referred to in Note 8 to Rule 22 of the Takeovers Code with any other person; and
- (c) none of the Offeror nor any parties acting in concert with him has borrowed or lent any Shares or other securities of the Company carrying voting rights or convertible securities, warrants, options or derivatives of the Company.

## 5. LITIGATION

On 6 March 2012, an amended writ of summons (the “**Amended Writ**”) was issued by the Company as the plaintiff against, among others, the Vendor and the Offeror as defendants.

Pursuant to the Amended Writ, the plaintiff seeks to be granted the following orders, among others, against, among others, the Vendor and/or the Offeror as defendants:

1. An injunction to restrain the Vendor by itself or its 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, among others:
  - (a) the 236,363,636 Shares acquired by the Offeror pursuant to the 1st Share Acquisition and 2nd Share Acquisition; or
  - (b) the Convertible Notes.
2. A declaration that the Offeror has no title, interest or right to any of the said 236,363,636 Shares, and has acquired no such title, interest or right.
3. A declaration that the purported transfer of the 70,000,000 Shares pursuant to the 1st Share Acquisition by the Vendor to the Offeror 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 Offeror to the Company.
4. An injunction to restrain, among others, the Vendor and the Offeror, by themselves or their respective servants or agents, from:
  - (a) completing or procuring the completing of an agreement made between the Vendor and the Offeror on or about 6 January 2012 for the sale by the Vendor to the Offeror of 166,363,636 Shares pursuant to the 2nd Share Acquisition; or
  - (b) transferring or procuring the transfer of the said 166,363,636 Shares or any part thereof.
5. A declaration that the Convertible Notes are null and void and of no legal effect.

The implication and/or impact of the Amended Writ on the Offers is yet to be ascertained. The Offeror is currently seeking legal advice in relation to the Amended Writ and will make further announcement(s) and/or supplemental circular in due course as to any material development in connection with the proceedings on the Offers.

## 6. CONSENTS AND QUALIFICATIONS

The following is the qualification of the experts who have given opinion or advice which are contained in this Offer Document:

<b>Name</b>	<b>Qualification</b>
Roofer Securities Limited	a corporation licensed by the SFC to carry out Type 1 (dealing in securities) regulated activity under the SFO
Veda Capital Limited	a corporation licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

Each of the abovementioned professionals has given and has not withdrawn its written consent to the issue of this Offer Document with the inclusion herein of its letter and references to its name in the form and context in which they appear.

## 7. ARRANGEMENTS IN CONNECTION WITH THE OFFERS

- (a) As at the Latest Practicable Date, there was no agreement or arrangement to which the Offeror is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a condition to the Offers.
- (b) As at the Latest Practicable Date, the Offeror had not received any irrevocable commitment to accept or reject the Offers.
- (c) As at the Latest Practicable Date, no agreements, arrangements or understandings (including any compensation arrangement) existed between the Offeror or any person acting in concert with him and any of the Directors, recent Directors, and holders or recent holders of Shares which had any connection with or dependence upon the Offers.
- (d) As at the Latest Practicable Date, no benefit (other than statutory compensation required under the applicable laws) had been or will be given to any Director as compensation for loss of office or otherwise in connection with the Offers.
- (e) As at the Latest Practicable Date, no arrangement of the kind referred to in Note 8 to Rule 22 of the Takeovers Code existed between the Offeror or any person acting in concert with him and any other person.
- (f) As at the Latest Practicable Date, the Offeror has not entered into any arrangement, agreement, understanding and has no intention to transfer, charge or pledge the securities to be acquired pursuant to the Offers.



**8. MISCELLANEOUS**

- (a) The residential address of the Offeror is Room 501, number 45 of 1100 Street, Luochuanzhonglu, Zha Bei District, Shanghai, the PRC. The correspondence address of the Offeror is Suite 3214, 32/F, COSCO Tower, 183 Queen's Road Central, Hong Kong.
- (b) Veda Capital Limited is the financial adviser to the Offeror, which is situated at Suite 3214, 32/F., COSCO Tower, 183 Queen's Road Central, Sheung Wan, Hong Kong.
- (c) Roofer Securities Limited is making the Offers on behalf of the Offeror and its office address is 7/F., Pearl Oriental House, 60 Stanley Street, Central, Hong Kong.

**9. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection on the website of the SFC ([www.sfc.hk](http://www.sfc.hk)) and the Offeror ([www.ref.com.hk/ListWeb/01116](http://www.ref.com.hk/ListWeb/01116)) for so long as the Offers remains open for acceptance:

- (a) the letters of consent from the professionals referred to in the paragraph headed "Consents and Qualifications" in this appendix;
- (b) the letter from the Offeror, the text of which is set out on pages 5 to 12 of this Offer Document; and
- (c) the letter from Roofer Securities Limited, the text of which is set out on pages 13 to 16 of this Offer Document.