

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

POSSIBLE VOLUNTARY CASH OFFER ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE

Mr. Wang informed the board of directors of the Company on 6 January 2012 that he was considering to make the Possible Offer for all the outstanding securities of the Company not already owned by Mr. Wang and parties acting in concert with him at the offer price of HK\$0.12 per Share.

The making of the Possible Offer will be subject to, amongst others, the completion of the 2nd Share Acquisition. However, in light of the information set out in the Announcement, Mr. Wang is seeking legal advice on the provisions to be included in the Supplemental Agreement, including but not limited to, whether the 2nd Share Acquisition can be completed on or before the Long Stop Date. As at the date of this announcement, Mr. Wang is still considering to make the Possible Offer.

There is no assurance that the Possible Offer and any transaction mentioned in this announcement will materialize or eventually be consummated. Shareholders and the public investors of the Company are urged to exercise extreme caution when dealing in the Shares.

This announcement is made pursuant to Rule 3.7 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

THE POSSIBLE OFFER

Mr. Wang Han (“**Mr. Wang**”) informed the board of directors of Mayer Holdings Limited (stock code: 1116) (the “**Company**”) on 6 January 2012 that he was considering to make a voluntary cash general offer (the “**Possible Offer**”) for all the outstanding securities of the Company not already owned by Mr. Wang and parties acting in concert with him at the offer price of HK\$0.12 per share of the Company.

Mr. Wang acquired (the “**1st Share Acquisition**”) 70,000,000 shares of the Company (each a “**Share**”) (representing approximately 7.55% of the issued share capital of the Company) at HK\$0.12 each from Make Success Limited (the “**Vendor**”) on 6 January 2012. Mr. Wang considered that the 1st Share Acquisition has been completed and all the relevant stamp duties for the 1st Share Acquisition had been paid for. However, when Mr. Wang attempted to register the transfer of title of the said 70,000,000 Shares into his name, the registrar of the Company indicated to Mr. Wang that the Company had instructed the registrar not to proceed

with such registration. As noticed from an announcement (the “**Announcement**”) of the Company dated 16 January 2012 entitling “WRIT OF SUMMONS ISSUED BY THE COMPANY”, on 12 January 2012, the Company issued a writ of summons in the Court of First Instance of the High Court of Hong Kong to claim against the Vendor, amongst others, an injunction to restrain the Vendor from disposing of or procuring any person to dispose of, dealing with, or diminishing the value of its assets, whether in its own name or not, and whether solely or jointly owned, in particular, amongst others, 236,363,636 Shares, representing approximately 25.48% of the issued share capital of the Company. In view of the aforesaid, Mr. Wang is seeking legal advice on the status of the 1st Share Acquisition.

On 6 January 2012, Mr. Wang also entered into a conditional agreement with the Vendor for the sale and purchase (“**2nd Share Acquisition**”) of an additional 166,363,636 Shares (representing approximately 17.94% of the issued share capital of the Company) at HK\$0.12 per Share. All the conditions precedent of the 2nd Share Acquisition must be fulfilled or waived by Mr. Wang (where appropriate) on or before 31 March 2012 (extendable upon mutual agreement between Mr. Wang and the Vendor) (the “**Long Stop Date**”). If the conditions have not been fulfilled (or waived by Mr. Wang) on or before the Long Stop Date, the agreement for the 2nd Share Acquisition shall lapse, whereupon all rights and obligations of the parties to the agreement shall cease to have effect except in respect of any accrued rights and obligations of the parties to the agreements.

The making of the Possible Offer will be subject to, amongst others, the completion of the 2nd Share Acquisition. As a result of the fact that the Company had instructed the registrar not to proceed with the registration of transfer of title of 70,000,000 Shares acquired by Mr. Wang under the 1st Share Acquisition, Mr. Wang is negotiating with the Vendor for entering into a supplemental agreement (“**Supplemental Agreement**”) in respect of the 2nd Share Acquisition to vary and supplement the terms of 2nd Share Acquisition, including but without limitation, to give Mr. Wang discretion to further extend the Long Stop Date. Further, in light of the information set out in the Announcement, Mr. Wang is seeking legal advice on the provisions to be included in the Supplemental Agreement, including but not limited to, whether the 2nd Share Acquisition can be completed on or before the Long Stop Date. As at the date of this announcement, Mr. Wang is still considering to make the Possible Offer.

As at the date of this announcement, Mr. Wang is beneficially interested in 70,000,000 Shares, representing approximately 7.55% of the total issued share capital of the Company.

Mr. Wang confirms that save for being the vendor under the 1st Share Acquisition and 2nd Share Acquisition, the Vendor is independent of Mr. Wang and parties acting in concert with him.

Based on the published information in respect of the Company available as at the date of this announcement, the Company has a total of 927,563,636 Shares and outstanding convertible notes in the amount of HK\$90,000,000 (convertible into 163,636,363 Shares at HK\$0.55 per Share) and save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of Takeovers Code) as at the date hereof.

DEALING DISCLOSURE

The respective associates (as defined in the Takeovers Code) of the Company and Mr. Wang, including, amongst other, persons holding 5% or more of a class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company are hereby reminded to disclose their dealings in any relevant securities of the Company under Rule 22 of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligations of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that cooperation.”

There is no assurance that the Possible Offer and any transaction mentioned in this announcement will materialize or eventually be consummated. Shareholders and the public investors of the Company are urged to exercise extreme caution when dealing in the Shares.

Wang Han

Hong Kong, 18 January 2012

Mr. Wang Han accepts full responsibility for the accuracy of the information contained in this announcement and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinion 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.