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- 1. POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETINGS OF
MAYER HOLDINGS LIMITED CONVENED BY
BUMPER EAST LIMITED AND CAPITAL WEALTH FINANCE COMPANY
LIMITED HELD ON 9 OCTOBER 2014;**
- 2. APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- 3. SUSPENSION OF DUTIES OF THE COMPANY SECRETARY;**
- 4. DISMISSAL OF CHIEF EXECUTIVE OFFICER;**
- 5. CHANGE OF AUTHORIZED REPRESENTATIVES; AND**
- 6. APPOINTMENT OF CHAIRMANS AND MEMBERS OF AUDIT COMMITTEE,
REMUNERATION COMMITTEE AND NOMINATION COMMITTEE.**

The Board is pleased to announce that:

1. All of the resolutions of the EGMs were duly passed by the Shareholders by way of poll. At the EGMs, Mr. Lee Kwok Leung, Mr. Ng Cheuk Lun, Ms. Li Shan Mui, Janice, Mr. Lin Jinhe and Mr. Xu Lidi were elected as Directors; Mr. Lee Kwok Leung was appointed as the Chairman of the Company; Mr. Hsiao Ming-chih, Mr. Chiang Jen-chin, Mr. Lu Wen-yi, Mr. Xue Wenge, Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu were removed as Directors, in each case with immediate effect.
2. Mr. Lau Kwok Hung has been appointed as an Independent Non-executive Director with effect from 9 October 2014.
3. Mr. Chan Lai Yin, Tommy has been suspended from his duties as the company secretary of the Company with effect from 9 October 2014.
4. Mr. Lai Yueh-hsing has been summarily dismissed as the chief executive officer of the Company with effect from 9 October 2014.

* For identification purposes only

5. Mr. Chan Lai Yin, Tommy and Mr. Lu Wen-yi have ceased to be the Authorized Representatives of the Company and Mr. Lee Kwok Leung and Mr. Lin Jinhe have been appointed as the Authorized Representatives of the Company for the purposes of the Listing Rules and the Companies Ordinance with effect from 9 October 2014.
6. Mr. Lau Kwok Hung has been appointed as the Chairman of the audit committee of the Company and member of the remuneration committee of the Company and the nomination committee of the Company with effect from 9 October 2014. Mr. Ng Cheuk Lun has been appointed as the Chairman of the remuneration committee of the Company and member of the audit committee of the Company and the nomination committee of the Company with effect from 9 October 2014. Mr. Lee Kwong Leung has been appointed as the chairman of the nomination committee of the Company. Mr. Li Deqiang has been appointed as a member of the nomination committee of the Company and a member of remuneration committee of the Company. Ms. Li Shan Mui, Janice, has been appointed as a member of the audit committee of the Company.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETINGS HELD ON 9 OCTOBER 2014

Reference is made to the Notices of EGMs of Mayer Holdings Limited (the “Company”) dated 22 September 2014 and the circular (the “Circular”) issued by the Company dated 22 September 2014 in relation to, inter alia, the holding of the EGMs to consider and approve, the removal and appointment of directors of the Company. Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

The Board wishes to announce that all of the ordinary resolutions set out in the Notice of the First EGM were duly passed by the Shareholders by way of poll at the First EGM held on 9 October 2014 at 17th Floor, The Broadway, 54–62 Lockhart Road, Wanchai, Hong Kong at 11:00 a.m.. Tricor Investor Services Limited was appointed as the scrutineer for the vote-taking at the First EGM.

The poll results of the First EGM were as follows:

Ordinary resolutions	Number of Shares voted	
	For (%)	Against (%)
Resolution 1. as described in the First EGM Notice	345,452,000 (100.00%)	0 (0.00%)
Resolution 2. as described in the First EGM Notice	345,452,000 (100.00%)	0 (0.00%)
Resolution 3. as described in the First EGM Notice	345,452,000 (100.00%)	0 (0.00%)

As at the date of the First EGM, the total number of Shares in issue was 927,563,636 Shares. To the best of the Directors' knowledge and belief, no Shareholder was required to abstain from voting on the above ordinary resolutions. The total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions as stated in the First EGM Notice was 927,563,636 Shares. There were no restrictions on any Shareholders to cast votes on any of the ordinary resolutions proposed at the First EGM.

The Board also wishes to announce that all of the ordinary resolutions set out in the Notice of the Second EGM were duly passed by the Shareholders by way of poll at the Second EGM held on 9 October 2014 at 17th Floor, The Broadway, 54–62 Lockhart Road, Wanchai, Hong Kong at 11:30 a.m.. Tricor Investor Services Limited was appointed as the scrutineer for the vote-taking at the Second EGM.

The poll results of the Second EGM were as follows:

Ordinary resolutions	Number of Shares voted	
	For (%)	Against (%)
Resolution 1. as described in the Second EGM Notice	345,444,000 (100.00%)	0 (0.00%)
Resolution 2. as described in the Second EGM Notice	345,444,000 (100.00%)	0 (0.00%)
Resolution 3. as described in the Second EGM Notice	345,444,000 (100.00%)	0 (0.00%)
Resolution 4. as described in the Second EGM Notice	345,444,000 (100.00%)	0 (0.00%)
Resolution 5. as described in the Second EGM Notice	345,452,000 (100.00%)	0 (0.00%)
Resolution 6. as described in the Second EGM Notice	345,452,000 (100.00%)	0 (0.00%)
Resolution 7. as described in the Second EGM Notice	345,452,000 (100.00%)	0 (0.00%)
Resolution 8. as described in the Second EGM Notice	345,452,000 (100.00%)	0 (0.00%)
Resolution 9. as described in the Second EGM Notice	345,452,000 (100.00%)	0 (0.00%)
Resolution 10. as described in the Second EGM Notice	345,452,000 (100.00%)	0 (0.00%)
Resolution 11. as described in the Second EGM Notice	345,452,000 (100.00%)	0 (0.00%)
Resolution 12. as described in the Second EGM Notice	345,452,000 (100.00%)	0 (0.00%)

As at the date of the Second EGM, the total number of Shares in issue was 927,563,636 Shares. To the best of the Directors' knowledge and belief, no Shareholder was required to abstain from voting on the above ordinary resolutions. The total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions as stated in the Second EGM Notice was 927,563,636 Shares. There were no restrictions on any Shareholders to cast votes on any of the ordinary resolutions proposed at the Second EGM.

In light of the voting results at the First EGM and Second EGM, Mr. Lee Kwok Leung, Mr. Ng Cheuk Lun, Ms. Li Shan Mui, Janice Mr. Lin Jinhe and Mr. Xu Lidi were elected as Directors. Mr. Hsiao Mingchih, Mr. Chiang Jen-chin, Mr. Lu Wen-yi, Mr. Xue Wenge, Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu were removed as Directors. Mr. Lee Kwok Leung was appointed as Chairman of the Company.

The biographies of the elected Directors as described above are as follow:

Mr. Lee Kwok Leung:

Mr. Lee, aged 61, was appointed as an Executive Director and the Chairman of the Company on 9 October 2014, has approximately 14 years of experience in asset management for professional and institutional investors. Mr. Lee has extensive experience in portfolio construction, portfolio management, risk assessment and investment due-diligence. Mr. Lee was a Managing Director of BOCI Direct Management Limited from 1992 to 1999, when he was responsible for the overall management of the private equity fund. Mr. Lee is a responsible officer of Success Talent Investments Limited, a Type 9 regulated entity registered with the Securities and Futures Commission of Hong Kong. Mr. Lee has been an executive director of Opes Asia Development Limited (stock code: 810) since 8 May 2014, and an independent nonexecutive director of Imperial Pacific International Holdings Limited (stock code: 1076) (formerly known as First Natural Foods Holdings Limited) since 21 November 2013. Both companies are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

There is no service contract and fixed term of service between Mr. Lee and the Company. Mr. Lee will hold office until the next general meeting and shall be eligible for re-election pursuant to the Company's articles of association. Thereafter he will be subject to retirement by rotation and re-election at the subsequent annual general meetings of the Company in accordance with its articles of association. The emolument of Mr. Lee will be determined by the remuneration committee of the Company by reference to his duties and responsibilities.

Mr. Lee is the sole and ultimate beneficial owner of Capital Wealth Finance Company Limited ("Capital Finance"), a licensed money lender under the Money Lenders Ordinance of Hong Kong.

As at the date of this announcement, Capital Finance is pursuing two legal actions against the Company, namely, HCA 522/2012 and HCA 524/2012 (which have been consolidated into one case) ("First Action") and HCA 1306/2012 ("Second Action"). In the First Action, Capital Finance and its related company, Capital Wealth Corporation Limited, claimed against the

Company for, amongst other things, outstanding loans in the sum of HK\$15,500,000 and interests and costs. In the Second Action, Capital Finance claimed against the Company for, amongst other things, outstanding loans in the sum of HK\$1,300,000 and interests and costs.

According to the disclosure of interest filings under Part XV of the SFO, as at the date of this announcement, Mr. Lee and Capital Finance are deemed to be interested in 71,588,000 Shares of the Company, representing approximately 7.72% of the issued Shares, of which (a) 24,588,000 Shares representing 2.65% of the issued Shares are held by Capital Finance as registered and beneficial owner; and (b) 47,000,000 Shares representing 5.07% of the issued Shares are sought to be recovered from defendants including, Mr. Lai Yeuh-hsing and Mr. Chan Lai Yin Tommy, the company secretary of the Company under legal action HCA 686/2012.

Save as disclosed above, Mr. Lee (i) does not hold any other positions with the Company or its subsidiaries; (ii) does not hold any directorships in other listed public companies which is listed in Hong Kong or overseas in the past three years; (iii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in any securities of the Company within the meaning of Part XV of the SFO.

Except for the abovementioned, the Company do not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that ought to be * For identification purpose only brought to the attention of the Shareholders.

Mr. Lin Jinhe:

Mr. Lin, aged 36, was appointed as an Executive Director of the Company on 9 October 2014, has over 13 years of management experience in papermaking industry. Mr. Lin graduated from Beijing Forestry University majoring in pulp and paper manufacturing in 2001.

Mr. Lin is the sole director and beneficial owner of Bumper East Limited (“Bumper East”) (裕東有限公司). As at the date of this announcement, Bumper East is pursuing a legal action against the Company, namely HCMP 2906/2013, seeking to have 100,000,000 Shares registered in the name of Bumper East.

There is no service contract and fixed term of service between Mr. Lin and the Company. Mr. Lin will hold office until the next general meeting and shall be eligible for re-election pursuant to the Company’s articles of association. Thereafter he will be subject to retirement by rotation and re-election at the subsequent annual general meetings of the Company in accordance with its articles of association. The emolument of Mr. Lin will be determined by the remuneration committee of the Company by reference to his duties and responsibilities.

According to disclosure of interest filings under Part XV of the SFO, Mr. Lin and Bumper East are deemed to be interested in 100,000,000 Shares, representing approximately 10.78% of the total issued Shares of the Company at the date of this announcement. Save as disclosed above,

Mr. Lin (i) does not hold any other positions with the Company or its subsidiaries; (ii) does not hold and has not held any directorships in other listed public companies which is listed in Hong Kong or overseas in the past three years; (iii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in any securities of the Company within the meaning of Part XV of the SFO.

Except for the abovementioned, the Company do not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that ought to be brought to the attention of the Shareholders.

Mr. Xu Lidi:

Mr. Xu, aged 49, was appointed as an Executive Director of the Company on 9 October 2014, obtained a Doctoral Degree in Business Administration from Beijing Normal University and a Doctor of Philosophy Degree (PhD) in Economics from Nueva Ecija University of Science and Technology. Mr. Xu has been a visiting-professor of Doctor of Business and Administration (DBA) and Master of Business and Administration (MBA) courses at Beijing Normal University. Prior to that, Mr. Xu worked at Industrial and Commercial Bank of China, China Agribusiness Development Trust & Investment Corporation (中國農村信託投資公司), and other financial and business corporations in the PRC at senior managerial positions with more than 20 years of experience in banking and financial sector.

There is no service contract and fixed term of service between Mr. Xu and the Company. Mr. Xu will hold office until the next general meeting and shall be eligible for re-election pursuant to the Company's articles of association. Thereafter he will be subject to retirement by rotation and re-election at the subsequent annual general meetings of the Company in accordance with its articles of association. The emolument of Mr. Xu will be determined by the remuneration committee of the Company by reference to his duties and responsibilities.

Mr. Xu was an executive director and co-chairman of Dynamic Energy Holdings Limited (stock code: 578) from August 2005 to November 2011. Mr. Xu was also a non-executive director of Australian Natural Proteins Limited (ASX stock code: AYB), which is listed on the Australian Stock Exchange Limited ("ASX"), from October 2013 to June 2014.

Save as disclosed above, Mr. Xu (i) does not hold any other positions with the Company or its subsidiaries; (ii) does not hold any directorships in other listed public companies which is listed in Hong Kong or overseas in the past three years; (iii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in any securities of the Company within the meaning of Part XV of the SFO.

Except for the abovementioned, the Company do not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor there is any other matter that ought to be brought to the attention of the Shareholders.

Ms. Li Shan Mui, Janice:

Ms. Li, aged 40, was appointed as an Independent Non-executive Director of the Company on 9 October 2014, is a certified public accountant and a certified tax adviser in Hong Kong and has substantial experience in the supervision of corporate's internal control and accounting operations.

There is no service contract and fixed term of service between Ms. Li and the Company. Ms. Li will hold office until the next general meeting and shall be eligible for re-election pursuant to the Company's articles of association. Thereafter she will be subject to retirement by rotation and re-election at the subsequent annual general meetings of the Company in accordance with its articles of association. The emolument of Ms. Li will be determined by the remuneration committee of the Company by reference to her duties and responsibilities.

Ms. Li is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and an associate member of the Taxation Institute of Hong Kong. Ms. Li graduated with Bachelor of Arts, majoring in accounting, at the University of Hertfordshire in the United Kingdom in 2001.

Ms. Li is currently the company secretary of Global Energy Resources International Group Limited (stock code: 8192, formerly known as UURG Corporation Limited), a company listed on the Growth Enterprise Markets of the Stock Exchange of Hong Kong.

Save as disclosed above, Ms. Li (i) does not hold any other positions with the Company or its subsidiaries; (ii) does not hold and has not held any directorships in other listed public companies which is listed in Hong Kong or overseas in the past three years; (iii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in any securities of the Company within the meaning of Part XV of the SFO.

Except for the abovementioned, the Company do not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor there is any other matter that ought to be brought to the attention of the Shareholders.

Mr. Ng Cheuk Lun:

Mr. Ng, aged 37, was appointed as an Independent Non-executive Director of the Company on 9 October 2014, is a member of Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Ng has extensive experience in financial reporting for listed companies and public securities offering and mergers and acquisitions in Hong Kong and abroad. Mr. Ng is currently a practicing accountant at MN CPA Limited. Prior to joining MN CPA Limited, Mr. Ng worked at notable international accounting firms as well as multinational corporations in Hong Kong and Australia for over 12 years.

There is no service contract and fixed term of service between Mr. Ng and the Company. Mr. Ng will hold office until the next general meeting and shall be eligible for re-election pursuant to the Company's articles of association. Thereafter he will be subject to retirement by rotation

and re-election at the subsequent annual general meetings of the Company in accordance with its articles of association. The emolument of Mr. Ng will be determined by the remuneration committee of the Company by reference to his duties and responsibilities.

Mr. Ng is currently the chief financial officer and company secretary of Asian Citrus Holdings Limited (stock code 73), a company listed on the Main Board of the Stock Exchange and AIM of London Stock Exchange.

Save as disclosed above, Mr. Ng (i) does not hold any other positions with the Company or its subsidiaries; (ii) does not hold any directorships in other listed companies which is listed in Hong Kong or overseas in the past three years; (iii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in any securities of the Company within the meaning of Part XV of the SFO.

Except for the abovementioned, the Company do not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor there is any other matter that ought to be brought to the attention of the Shareholders.

The emolument in connection with each of the newly-appointed Directors will be determined by the remuneration committee of the Company by reference to his duties and responsibilities.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Lau Kwok Hung has been appointed as an Independent Nonexecutive Director at a meeting of the Board on 9 October 2014 after the conclusion of the second EGM.

Mr. Lau Kwok Hung, aged 68, is a certified public accountant in Hong Kong and has extensive experience in financial accounting, auditing, taxation, company secretarial matter and corporate finance, especially in mergers, acquisitions and corporate restructuring.

There is no service contract and fixed term of service between Mr. Lau and the Company. Mr. Lau will hold office until the next general meeting and shall be eligible for re-election pursuant to the Company's articles of association. Thereafter he will be subject to retirement by rotation and re-election at the subsequent annual general meetings of the Company in accordance with its articles of association. The emolument of Mr. Lau will be determined by the remuneration committee of the Company by reference to his duties and responsibilities.

Mr. Lau is a fellow of the Hong Kong Institute of Certified Public Accountants, and formerly, was a fellow of the Association of Chartered Certified Accountants and an associate member of the Chartered Institute of Management Accountants. Mr. Lau holds a Senior Executive Master Degree in Business Administration from Charles Darwin University. He also obtained a Specialist Qualification (SQ) in Insolvency issued by the Hong Kong Institute of Certified Public Accountants and a Diploma in International Business Valuation.

Mr. Lau is currently an Independent Non-executive Director of Huaxi Holdings Company Limited (stock code: 1689), a company listed on the Main Board of the Stock Exchange of Hong Kong. Mr. Lau was an Executive Director and company secretary of Neptune Group Limited (stock code: 70, formerly known as Mandarin Resources Corporation Limited and subsequently Massive Resources International Corporation Limited) from 11 October 2001 to 30 November 2012 and 11 October 2001 to 27 August 2012 respectively.

Save as disclosed above, Mr. Lau (i) does not hold any other positions with the Company or its subsidiaries; (ii) does not hold and has not held any directorships in other listed public companies which is listed in Hong Kong or overseas in the past three years; (iii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in any securities of the Company within the meaning of Part XV of the SFO.

Except for the abovementioned, the Company are not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor there is any other matter that ought to be brought to the attention of the Shareholders.

SUSPENSION OF DUTIES OF THE COMPANY SECRETARY

The Board resolved on 9 October 2014 that Mr. Chan Lai Yin, Tommy be suspended from his duties as the company secretary of the Company and all other functions within the Company and its subsidiaries with immediate effect. The Board also resolved to investigate into any misconduct of Mr. Chan Lai Yin, Tommy during his service to the Company.

DISMISSAL OF THE CHIEF EXECUTIVE OFFICER

The Board resolved on 9 October 2014 that Mr. Lai Yueh-hsing be summarily dismissed as the chief executive officer of the Company and all other functions within the Company and its subsidiaries with immediate effect. The Board will identify suitable replacement of Mr. Lai Yueh-hsing if and when necessary. The Board also resolved to investigate into any misconduct of Mr. Lai Yueh-hsing during his service to the Company.

CHANGE OF AUTHORIZED REPRESENTATIVES

As a result of the removal of the directorship of Mr. Lu Wen-yi and the immediate suspension of Mr. Chan Lai Yin, Tommy as the company secretary of the Company on 9 October 2014, Mr. Lu Wen-yi and Mr. Chan Lai Yin Tommy ceased to be the authorized representatives of the Company for the purpose of Rule 3.05 of the Listing Rules and the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

On 9 October 2014, the Board has appointed Mr. Lee Kwok Leung, an Executive Director and Mr. Lin Jinhe, an Executive Director, as the Authorized Representatives of the Company.

**APPOINTMENT OF CHAIRMANS AND MEMBERS OF AUDIT COMMITTEE,
REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

The Board has appointed Mr. Lau Kwok Hung, an Independent Non-executive Director as the Chairman of the audit committee of the Company and member of the remuneration committee of the Company and the nomination committee of the Company with effect from 9 October 2014.

The Board has also appointed Mr. Ng Cheuk Lun, an Independent Non-executive Director as the Chairman of the remuneration committee of the Company and the member of audit committee of the Company and the nomination committee of the Company with effect from 9 October 2014.

The Board has also appointed Mr. Lee Kwong Leung, an Executive Director as the chairman of the nomination committee of the Company with effect from 9 October 2014.

The Board has also appointed Mr. Li Deqiang, a Non-executive Director as a member of the nomination committee of the Company and a member of remuneration committee of the Company with effect from 9 October 2014.

The Board has appointed Ms. Li Shan Mui, Janice an Independent Non-executive Director as a member of the audit committee of the Company with effect from 9 October 2014.

A summary of the List of Directors and their Role and Function will be published by the Company in due course.

By Order of the Board of
Mayer Holdings Limited
Lee Kwok Leung
Chairman and Executive Director

Hong Kong, 9 October 2014

As at the date of this announcement, the board of Directors comprises Mr. Lee Kwok Leung, Mr. Xu Li Di and Mr. Lin Jin He as executive Directors, Mr. Li De Qiang as non-executive Director, and Mr. Lau Kwok Hung, Mr. Ng Cheuk Lun and Ms. Li Shan Mui, Janice as independent non-executive Directors.