

NOTICE OF EXTRAORDINARY GENERAL MEETING OF

美亞控股有限公司*

MAYER HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1116)

CONVENED BY

BUMPER EAST LIMITED

裕東有限公司

(incorporated in the British Virgin Islands with limited liability)

AND

CAPITAL WEALTH FINANCE COMPANY LIMITED

寶鼎財務有限公司

(incorporated in Hong Kong with limited liability)

**IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF
MAYER HOLDINGS LIMITED**

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (the “First EGM”) of Mayer Holdings Limited (the “Company”) convened by Bumper East Limited and Capital Wealth Finance Company Limited in accordance with the articles of association of the Company will be held at 17/F, The Broadway, 54–62 Lockhart Road, Wanchai, Hong Kong at 11:00 a.m. on 9 October 2014 or any adjournment thereof.

ORDINARY RESOLUTIONS

RESOLUTION 1

“**THAT** Mr. Lee Kwok Leung be immediately appointed as an Executive Director of the Company.”

RESOLUTION 2

“**THAT** Mr. Lai Yueh-hsing be immediately removed from his position as a Director of the Company.”

* *for identification purposes only*

RESOLUTION 3

“THAT Mr. Lee Kwok Leung be immediately appointed as the Chairman of the Company in replacement of Mr. Lai Yueh-hsing.”

By Order of the Board of
Bumper East Limited
Lin Jinhe
Sole Director

By Order of the Board of
Capital Wealth Finance Company Limited
Lee Kwok Leung
Sole Director

Hong Kong, 22 September 2014

Notes:

1. A member entitled to attend and vote at the First EGM is entitled to appoint more than one proxy to attend and, on poll, vote on his behalf. A proxy need not be a member of the Company.
 2. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the First EGM or any adjourned meeting thereof.
 3. Where there are joint holders of any shares of the Company, any one of such persons may vote at the First EGM either personally, or by proxy, in respect of such shares of the Company as if he were solely entitled thereto, and if more than one of such joint holders are present at the First EGM personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote.
 4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the First EGM or any adjourned meeting thereof and in such event, the form of proxy shall be deemed to be revoked.
- # This notice, the form of proxy and the relevant circular can be viewed and downloaded at <http://www.etnet.com.hk/ad2014/mayer/201409/index.html>