

**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 “Second 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 11:30 a.m. (or immediately following the conclusion of the extraordinary general meeting of the Company to be held at 11:00 a.m. at the same address on the same day (the “First EGM”), whichever is later) on 9 October 2014 or any adjournment thereof.

**ORDINARY RESOLUTIONS**

**RESOLUTION 1**

“**THAT** Mr. Ng Cheuk Lun be immediately appointed as an Independent Non-executive Director of the Company.”

**RESOLUTION 2**

“**THAT** Ms. Li Shan Mui, Janice be immediately appointed as an Independent Non-executive Director of the Company.”

**RESOLUTION 3**

“**THAT** Mr. Lin Jinhe be immediately appointed as an Executive Director of the Company.”

**RESOLUTION 4**

“**THAT** Mr. Xu Lidi be immediately appointed as an Executive Director of the Company.”

\* *for identification purposes only*

**RESOLUTION 5**

“THAT Mr. Hsiao Ming-chih be immediately removed from his position as a Director of the Company.”

**RESOLUTION 6**

“THAT Mr. Chiang Jen-chin be immediately removed from his position as a Director of the Company.”

**RESOLUTION 7**

“THAT Mr. Lu Wen-yi be immediately removed from his position as a Director of the Company.”

**RESOLUTION 8**

“THAT Mr. Xue Wenge be immediately removed from his position as a Director of the Company.”

**RESOLUTION 9**

“THAT Mr. Lin Sheng-bin be immediately removed from his position as a Director of the Company.”

**RESOLUTION 10**

“THAT Mr. Huang Jui-hsiang be immediately removed from his position as a Director of the Company.”

**RESOLUTION 11**

“THAT Mr. Alvin Chiu be immediately removed from his position as a Director of the Company.”

## RESOLUTION 12

“**THAT** all Directors appointed to the Board of Directors of the Company on or after the date of deposit of the letter of requisition from Bumper East Limited and Capital Wealth Finance Company Limited dated 21 August 2014 to convene, inter alia, the First EGM and the Second EGM but before the holding of the First EGM be immediately removed as Directors of the Company.”

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 Second 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 Second 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 Second 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 Second 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 Second 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>