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**NOTICE OF EXTRAORDINARY GENERAL MEETING OF
MAYER HOLDINGS LIMITED**

美亞控股有限公司*

(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

ASPIAL INVESTMENT LIMITED

(incorporated in the British Virgin Islands with limited liability)

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (the “EGM”) of Mayer Holdings Limited (the “Company”) convened by Bumper East Limited and Aspial Investment Limited pursuant to the Articles of Association of the Company will be held at Room 1005–06, 10/F., Tai Tung Building, No. 8 Fleming Road, Wan Chai, Hong Kong on Monday, 10 August 2015 at 11:00 a.m. (or any adjournment thereof) to consider, and if thought fit, transact the following ordinary resolutions.

ORDINARY RESOLUTIONS

RESOLUTION 1

“**THAT** the immediate appointment of Mr. Lee Kwok Leung as an executive Director by the shareholders of the Company at the First EGM-2014 be confirmed and ratified.”

RESOLUTION 2

“**THAT** the immediate removal of Mr. Lai Yueh-hsing as a Director by the shareholders of the Company at the First EGM-2014 be confirmed and ratified.”

RESOLUTION 3

“**THAT** the immediate appointment of Mr. Lee Kwok Leung as the chairman of the Company in replacement of Mr. Lai Yueh-hsing by the shareholders of the Company at the First EGM-2014 be confirmed and ratified.”

* *for identification purposes only*

RESOLUTION 4

“**THAT** the immediate appointment of Mr. Ng Cheuk Lun as an independent non-executive Director by the shareholders of the Company at the Second EGM-2014 be confirmed and ratified.”

RESOLUTION 5

“**THAT** the immediate appointment of Ms. Li Shan Mui, Janice as an independent non-executive Director by the shareholders of the Company at the Second EGM-2014 be confirmed and ratified.”

RESOLUTION 6

“**THAT** the immediate appointment of Mr. Lin Jinhe as an executive Director by the shareholders of the Company at the Second EGM-2014 be confirmed and ratified.”

RESOLUTION 7

“**THAT** the immediate appointment of Mr. Xu Lidi as an executive Director by the shareholders of the Company at the Second EGM-2014 be confirmed and ratified.”

RESOLUTION 8

“**THAT** the immediate removal of Mr. Hsiao Ming-chih as a Director by the shareholders of the Company at the Second EGM-2014 be confirmed and ratified.”

RESOLUTION 9

“**THAT** the immediate removal of Mr. Chiang Jen-chin as a Director by the shareholders of the Company at the Second EGM-2014 be confirmed and ratified.”

RESOLUTION 10

“**THAT** the immediate removal of Mr. Lu Wen-yi as a Director by the shareholders of the Company at the Second EGM-2014 be confirmed and ratified.”

RESOLUTION 11

“**THAT** the immediate removal of Mr. Xue Wenge as a Director by the shareholders of the Company at the Second EGM-2014 be confirmed and ratified.”

RESOLUTION 12

“**THAT** the immediate removal of Mr. Lin Sheng-bin as a Director by the shareholders of the Company at the Second EGM-2014 be confirmed and ratified.”

RESOLUTION 13

“**THAT** the immediate removal of Mr. Huang Jui-hsiang as a Director by the shareholders of the Company at the Second EGM-2014 be confirmed and ratified.”

RESOLUTION 14

“**THAT** the immediate removal of Mr. Alvin Chiu as a Director by the shareholders of the Company at the Second EGM-2014 be confirmed and ratified.”

RESOLUTION 15

“**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-2014 and the Second EGM-2014 but before the holding of the First EGM-2014 be immediately removed as Directors by the shareholders of the Company at the Second EGM-2014 be confirmed and ratified.”

RESOLUTION 16

“**THAT** the immediate appointment of Mr. Lau Kwok Hung as an independent non-executive Director by the board of directors of the Company on 9 October 2014 be confirmed and ratified.”

RESOLUTION 17

“**THAT** the immediate appointment of Mr. Huang Jian Wei as an independent non-executive Director by the board of directors of the Company on 12 March 2015 be confirmed and ratified.”

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

By order of the Board of
Aspial Investment Limited
He Peng
Sole Director

Hong Kong, 14 July 2015

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more 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 Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time fixed for the 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 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 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 EGM or any adjourned meeting thereof and in such event, the form of proxy shall be deemed to be revoked.

5. In this notice, the following expressions have the following meanings unless the context requires otherwise:

“First EGM-2014” the extraordinary general meeting of the Company convened and held by the Shareholders, Bumper East Limited and Capital Wealth Finance Company Limited, at 17th Floor, The Broadway, 54–62 Lockhart Road, Wan Chai, Hong Kong at 11:00 a.m. on 9 October 2014.

“Second EGM-2014” the extraordinary general meeting of the Company convened and held by the Shareholders, Bumper East Limited and Capital Wealth Finance Company Limited, at 17th Floor, The Broadway, 54–62 Lockhart Road, Wan Chai, Hong Kong at 11:30 a.m. on 9 October 2014.

This notice will be published on the respective website of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.mayer.com.hk>)

The sole director of each of Bumper East Limited and Aspial Investment Limited collectively and individually accept responsibility for the content of this notice.