



美亞控股有限公司*
MAYER HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01116)

OPEN OFFER OF 1,398,400,000 OFFER SHARES
AT HK\$0.20 PER OFFER SHARE ON THE BASIS OF FOUR (4) OFFER SHARES
FOR EVERY ONE (1) ADJUSTED SHARE HELD
ON THE RECORD DATE
PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN
4:00 P.M. ON MONDAY, 12 NOVEMBER 2018

Head office and principal
place of business:
21st Floor,
No. 88 Lockhart Road,
Wan Chai,
Hong Kong

Registered office:
PO Box 309,
Ugland House,
Grand Cayman KY1-1104,
Cayman Islands

Hong Kong branch share
registrar and transfer office:
Computershare Hong Kong
Investor Services Limited
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

EXCESS APPLICATION FORM

Name(s) and address of Qualifying Shareholder(s)

[Empty box for Name(s) and address of Qualifying Shareholder(s)]

The Directors,
Mayer Holdings Limited

Dear Sirs,

I/We, being the Qualifying Shareholder(s) named above hereby irrevocably apply for _____ excess Offer Share(s) at the Offer Price of HK\$0.20 per Offer Share in respect of which I/we enclose a separate remittance in favour of "Mayer Holdings Limited – Excess Application Account" for HK\$ _____ and crossed "Account Payee Only" being payment in full on application for the above number of excess Offer Shares.

I/We hereby request you to allot such excess Offer Shares applied for, or any lesser number, to me/us and to send by ordinary post at my/our risk to the address shown above certificates for the number of excess Offer Shares as may be allotted to me/us in respect of this application and/or a cheque for any surplus application monies returnable to me/us. I/We understand that allotments in respect of this application shall be at the sole discretion of the Directors. I/We acknowledge that I am/we are not guaranteed to be allotted all or any of the excess Offer Shares applied for.

I/We hereby undertake to accept such number of excess Offer Shares as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus subject to the memorandum and articles of association of the Company. In respect of any excess Offer Shares allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as the holder(s) of such excess Offer Shares.

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of applicant(s) (all joint applicants must sign)

Please insert contact telephone number:

[Empty box for contact telephone number]

Date: _____

IMPORTANT

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS EXCESS APPLICATION FORM (THE “EAF”) OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

THIS EAF IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY BY THE QUALIFYING SHAREHOLDER(S) NAMED ABOVE WHO WISH(ES) TO APPLY FOR EXCESS OFFER SHARES IN ADDITION TO THOSE ENTITLED BY HIM/HER/THEM UNDER THE OPEN OFFER. APPLICATIONS MUST BE RECEIVED BY NO LATER THAN 4:00 P.M. ON MONDAY, 12 NOVEMBER 2018.

Terms used herein shall have the same meanings as defined in the prospectus of Mayer Holdings Limited dated 29 October 2018 (the “Prospectus”) unless the context otherwise requires.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this EAF, 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 EAF.

A copy of this EAF, together with a copy of the Prospectus, the Application Form and the documents mentioned in the paragraph headed “DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG” in Appendix III to the Prospectus have been delivered to the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance of Hong Kong. The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

Dealings in the shares of the Company may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

This EAF should be completed and lodged, together with payment as to HK\$0.20 per Offer Share for the total number of excess Offer Shares applied for, with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong so as to be received by not later than 4:00 p.m. on Monday, 12 November 2018. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, and banker’s cashier orders must be issued by, a licensed bank in Hong Kong and made payable to “**Mayer Holdings Limited – Excess Application Account**” and crossed “**Account Payee Only**”.

Completion and return of this EAF together with a cheque or banker’s cashier order in payment for the excess Offer Shares which are the subject of this form will constitute a warranty by the applicant(s) that the cheque(s) or banker’s cashier orders will be honoured on first presentation. All cheques and banker’s cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) shall be retained for the benefit of the Company. If the cheque or banker’s cashier order is not honoured on first presentation, this EAF is liable to be rejected and cancelled. In the event of overpaid application, a refund cheque will be made out to you only if the overpaid amount is HK\$100 or above.

You will be notified of any allotment of excess Offer Shares made to you. If no excess Offer Shares are allotted to you, it is expected that the amount tendered on application will be refunded to you in full without interest by means of a cheque posted by ordinary post to you by no later than Tuesday, 20 November 2018, at your own risk. If the number of excess Offer Shares allotted to you is less than that applied for, it is expected that the surplus application monies will also be refunded to you by means of a cheque posted by ordinary post to you, without interest, by no later than Tuesday, 20 November 2018, at your own risk. Any such cheque will be drawn in favour of the applicant(s) named on this EAF.



美亞控股有限公司*

MAYER HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 01116)

CONDITIONS

1. You may not apply for any Offer Shares if you are an Excluded Shareholder.
2. No receipt will be issued in respect of any application monies received but it is expected that share certificate(s) for any Offer Shares and/or excess Offer Shares in respect of which the application(s) is/are accepted in full or in part will be sent to the allottee(s) or, in the case of joint allottees, to the first named allottee by ordinary post, at his/her/their own risk, at the address(es) stated on the form(s).
3. Completion of this Application Form and/or the EAF will constitute an instruction and authority by the applicant(s) to the Company and/or Computershare Hong Kong Investor Services Limited or some person nominated by them for the purpose, on behalf of the subscriber(s), to execute any registration of this Application Form and/or the EAF or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the subscriber(s) of the Offer Shares and/or excess Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The subscribers of the Offer Shares and/or the excess Offer Shares undertake to sign all documents and to do all other acts necessary to enable them to be registered as the holders of the Offer Shares and/or the excess Offer Shares which they have applied for subject to the memorandum and articles of association of the Company.
5. Remittance(s) will be presented for payment upon receipt by the Company and all interest earned (if any) shall be retained for the benefit of the Company. Application(s) in respect of which cheque(s) is/are dishonoured upon first presentation is/are liable to be rejected and cancelled.
6. Your right to apply for the Offer Shares and/or the excess Offer Shares is not transferable or renounceable.
7. The Company reserves the right to accept or refuse any application(s) for the Offer Shares and/or the excess Offer Shares which does/do not comply with the procedures set out herein and/or in the EAF(s). Completion and return of this Application Form by any person outside Hong Kong will constitute a warranty and representation to the Company, by such person, that all registration, legal and regulatory requirements of the relevant jurisdiction, in connection with such acceptance have been duly complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation.

PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, enter in Box D of this Application Form the number of Offer Shares for which you wish to apply for and the total amount payable (calculated as number of Offer Shares applied for multiplied by HK\$0.20). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

If you wish to apply for any number of Offer Shares which is more than your assured allotment set out in Box B of this Application Form, i.e. the excess Offer Shares, you should use the separate EAF and enter in the appropriate space provided in the EAF the number of excess Offer Shares for which you wish to apply for and the total amount payable (calculated as number of excess Offer Shares applied for multiplied by HK\$0.20). You may apply for any number of excess Offer Shares as you wish. If the amount of the corresponding remittance received is less than that required for the number of excess Offer Shares inserted, you will be deemed to have applied for such lesser number of excess Offer Shares for which full payment has been received.

This Application Form and/or the EAF, when duly completed, to which the appropriate remittance(s) should be stapled accordingly, should be folded once and must be returned to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:00 p.m. on Monday, 12 November 2018 (or, under bad weather conditions, such Latest Acceptance Time as mentioned in the section headed "Expected timetable" in the Prospectus). All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**Mayer Holdings Limited – Open Offer Account**" for Offer Shares under assured entitlement and/or made payable to "**Mayer Holdings Limited – Excess Application Account**" for excess Offer Shares and crossed "**Account Payee Only**". Unless this Application Form and/or the EAF, together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form and/or the appropriate remittance shown in the EAF has/have been received by 4:00 p.m. on Monday, 12 November 2018, your right to apply for the Offer Shares and/or the excess Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

Share certificate(s) is/are expected to be posted by ordinary post to you on or before Tuesday, 20 November 2018 at your own risk.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriters shall have the absolute right, after reasonable consultation with the Company as the Underwriters in their sole and absolute discretion sees fit, by giving notice to the Company, if there develops, occurs or comes into force at any time at or before the Latest Time for Termination:

- (i) any breach, considered by the Underwriters in their reasonable discretion to be material in the overall context of the Open Offer, of any of the warranties or any other provisions of the Underwriting Agreement; or
- (ii) any matter which, had it arisen immediately before the date of the Prospectus and not having been disclosed in the Prospectus, would have constituted an omission considered by the Underwriters in their reasonable discretion to be material in the overall context of the Open Offer; or
- (iii) any statement contained in the Prospectus, considered by the Underwriters in their reasonable discretion to be material, is discovered to be or becomes untrue, incorrect or misleading in any material respect; or
- (iv) any event, act or omission which gives or is likely to give rise to any material liability of the Company pursuant to the Underwriting Agreement; or
- (v) any adverse change in the business or the financial or trading position of any member of the Group considered by the Underwriters in their reasonable discretion to be material; or

(vi) any event or series of events, matter or circumstance concerning, relating to or resulting in:

- (a) any change in local, national, international, financial, political, economic, military, industrial, fiscal, regulatory or stock market conditions or sentiments in Hong Kong or any other relevant jurisdiction; or
- (b) the introduction of any new law or any material change in existing laws, or any material change in the interpretation or application of such laws by any court or other competent authority in Hong Kong or any other relevant jurisdiction; or
- (c) any event of force majeure affecting Hong Kong or any other relevant jurisdiction (including, without limitation, any act of God, fire, flood, explosion, war, strike, lock-out, civil commotion, interruption, riot, public disorder, act of government, economic sanction, epidemic, terrorism or escalation of hostilities involving Hong Kong or any other relevant jurisdiction); or
- (d) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
- (e) any prospective change in taxation or exchange control (or the implementation of any exchange control) in Hong Kong or any other relevant jurisdiction or affecting an investment in any class of shares of the Company or the transfer or dividend payment in respect of any class of shares of the Company; or
- (f) the imposition of any economic sanction, in whatever form, directly or indirectly, by or for the United States or by the European Union (or any of its members) on the PRC; or
- (g) any change in the system under which the value of Hong Kong dollars is pegged to that of the currency of the United States; or
- (h) any change in the exchange rate between the United States dollars and Renminbi (the lawful currency of the PRC), or between Hong Kong dollars and Renminbi; or
- (i) any litigation or claim of material importance being threatened or instigated against any member of the Group; or
- (j) any change in market conditions in Hong Kong (including without limitation suspension or material restriction or trading in securities);

which, in the reasonable opinion of the Underwriters:

- (i) is or will be, or is likely to be, materially adverse to the business, financial or other condition or prospects of the Group taken as a whole; or
- (ii) has, or will have, or could be expected to have, a material adverse effect on the success of the Open Offer; or
- (iii) so material as to make it inadvisable, inexpedient or impractical to proceed with the Open Offer.

Upon the giving of the termination notice, the provisions of the Underwriting Agreement (save and except for the clauses stated in the Underwriting Agreement which shall remain in full force and effect) shall from such time cease to have any effect and no party shall have any claim against any other party, except in respect of (i) claims arising out of any antecedent breach of any of the provisions of the Underwriting Agreement; (ii) all costs, fees, charges and expenses as stated in the Underwriting Agreement; and (iii) claims arising out of the continuing provisions mentioned in the Underwriting Agreement.

Any such notice may be served by the Underwriters to the Company prior to the Latest Time for Termination. Upon termination of the Underwriting Agreement, the Open Offer will not proceed.

CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders will be presented for payment immediately following receipt and all interest earned on such monies (if any) shall be retained for the benefit of the Company. Completion and lodgment of this Application Form and/or the EAF together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by you that the cheque or banker's cashier order will be honored on first presentation. Any acceptance in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected and cancelled, and in this event the assured allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

STATUS OF THE OFFER SHARES

The Offer Shares (when fully paid and allotted) will rank *pari passu* in all respects with the shares of the Company in issue on the date of allotment. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions, which are declared, made or paid after the date of allotment and issue of the Offer Shares.

SHARE CERTIFICATES

Subject to the fulfillment of the conditions of the Open Offer, certificates for the fully-paid Offer Shares are expected to be despatched on or before Tuesday, 20 November 2018 to those Qualifying Shareholders entitled thereto by ordinary post at their own risks. You will receive one share certificate for all relevant Offer Shares registered under your name.

GENERAL

All documents will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

Lodgement of this Application Form and/or the EAF purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party(ies) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

This Application Form and/or the EAF and any acceptance of the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

* *for identification only*