



**美亞控股有限公司\***  
**MAYER HOLDINGS LIMITED**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1116)**

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON  
FOR ELECTION AS A DIRECTOR OF THE COMPANY**

(Updated on 30 March 2012)

**1. PROVISIONS IN THE COMPANY'S ARTICLES OF ASSOCIATION**

- 1.1 The provisions for a shareholder to propose a person for election as a director of the Company are laid down in Article 116 of the Company's Articles of Association.
12. Extract of Article 116 is set out below:

No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless, during the period commencing no earlier than the day after the dispatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

**2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF  
SECURITIES ON THE STOCK EXCHANGE OF HONG KONG LIMITED  
(THE "LISTING RULES")**

- 2.1 Pursuant to Rules 13.70 and 13.74 of the Listing Rules, the Company shall:
- publish an announcement or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting;
  - include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of such person proposed to be elected as a director;
  - publish such announcement or supplementary circular not less than 10 business days before the date of the relevant general meeting; and
  - assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

\* For identification purpose only.

### **3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

- 3.1 If a shareholder wishes to propose a person (the “Candidate”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “Notice”) at the Company’s head office.
- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
- 3.3 The period for lodgment of the Notice(s) (if the Notice(s) are submitted after the dispatch of the notice of the general meeting appointed for such election) shall commence on the day after the dispatch of the notice of general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.
- 3.4 In order to allow the Company’s shareholders to have sufficient time to consider the proposal of election of the Candidate as a director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable.

*Note:* If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.