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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Mayer Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**EXTRAORDINARY GENERAL MEETINGS 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 RELATION TO

**REMOVAL AND APPOINTMENT OF DIRECTORS
OF MAYER HOLDINGS LIMITED**

Notices convening the First EGM and the Second EGM of Mayer Holdings Limited by Bumper East Limited and Capital Wealth Finance Company Limited in accordance with the articles of association of Mayer Holdings Limited to be held at 17th Floor, The Broadway, 54–62 Lockhart Road, Wanchai, Hong Kong at 11:00 a.m. and 11:30 a.m. (or immediately following the conclusion of the First EGM, whichever is later), respectively, on 9 October 2014 are set forth on pages 11 to 15 of this circular. Whether or not you are able to attend the EGMs in person, please complete and return the accompanying forms of proxy in accordance with the instructions printed thereon and deposit the same with Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGMs or any adjournment thereof.

Completion and return of the forms of proxy will not preclude you from attending and voting in person at the EGMs or any adjournment thereof should you so wish.

* *for identification purposes only*

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Mayer Holdings Limited (stock code: 1116), a company incorporated in the Cayman Islands with limited liability and whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGMs”	collectively, the First EGM and the Second EGM
“First EGM”	the extraordinary general meeting of the Company convened by the Requisitionists to be held at 17th Floor, The Broadway, 54–62 Lockhart Road, Wanchai, Hong Kong at 11:00 a.m. on 9 October 2014 or any adjournment thereof
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 September 2014, being the latest practicable date prior to the printing of the circular for ascertaining certain information for inclusion in the circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nominated Directors”	collectively, Mr. Lee Kwok Leung, Mr. Lin Jinhe, Mr. Xu Lidi, Mr. Ng Cheuk Lun and Ms. Li Shan Mui, Janice
“Notice of First EGM”	the notice convening the First EGM by Bumper East Limited and Capital Wealth Finance Company Limited in accordance with the Articles
“Notice of Second EGM”	the notice convening the Second EGM by Bumper East Limited and Capital Wealth Finance Company Limited in accordance with the Articles
“Notices of EGMs”	collectively, the Notice of First EGM and the Notice of Second EGM
“PRC”	The People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan

DEFINITIONS

“Removal Directors”	collectively, Mr. Lai Yueh-hsing, Mr. Hsiao Ming-chih, Mr. Chiang Jen-chin, Mr. Lu Wen-yi, Mr. Xue Wenge, Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang, Mr. Alvin Chiu and any directors appointed to the Board on or after the date of Requisition but before the holding of the First EGM
“Requisition”	a letter of requisition from the Requisitionists dated 21 August 2014 and deposited at the principal office of the Company in Hong Kong on 22 August 2014, requesting, inter alia, to convene the First EGM and the Second EGM in accordance with the Articles, to approve, inter alia, the appointment of Nominated Directors and the removal of the Removal Directors
“Requisitionists”	collectively, Bumper East Limited (a company incorporated in the British Virgin Islands with limited liability and 100% beneficially owned by Mr. Lin Jinhe) and Capital Wealth Finance Company Limited (a company incorporated in Hong Kong with limited liability and 100% ultimately and beneficially owned by Mr. Lee Kwok Leung)
“Second EGM”	the extraordinary general meeting of the Company convened by the Requisitionists to be held at 17th Floor, The Broadway, 54–62 Lockhart Road, Wanchai, Hong Kong at 11:30 a.m. (or immediately following the conclusion of the First EGM, whichever is later), on 9 October 2014 or any adjournment thereof
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)” or “Member(s)”	the person(s) who is/are duly registered as the holder(s) from time to time of Share(s) in the register including persons who are jointly so registered
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE REQUISITIONISTS

BUMPER EAST LIMITED

裕東有限公司

(incorporated in the British Virgin Islands with limited liability)

Sole Director:
Lin Jinhe

Registered Office:
P.O. Box 957
Offshore Incorporations Centre
Road Town, Tortola
British Virgin Islands

CAPITAL WEALTH FINANCE COMPANY LIMITED

寶鼎財務有限公司

(incorporated in Hong Kong with limited liability)

Sole Director:
Lee Kwok Leung

Registered Office:
Unit E, 5th Floor
CNT Tower
No. 338 Hennessy Road
Wanchai
Hong Kong

22 September 2014

To the Shareholders:

Dear Sir or Madam,

**REMOVAL AND APPOINTMENT OF DIRECTORS OF
MAYER HOLDINGS LIMITED**

BACKGROUND

Pursuant to Article 68 of the Articles, any two or more Members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition and deposited at the principal office of the Company in Hong Kong (or, in the event the Company ceases to have such a principal office, the registered office) to require extraordinary general meeting(s) to be called by the Board for the transaction of any business specified in such requisition; and if the Board does not within twenty-one (21) days from the date of deposit of the requisition proceed duly to convene the meeting(s) to be held within a further twenty-one (21) days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene such meeting(s) in the same manner, as nearly as possible, as that in which meeting(s) may be convened by the Board provided that any meeting(s) so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

LETTER FROM THE REQUISITIONISTS

On 22 August 2014, we, the Requisitionists, have duly deposited the Requisition at the principal office of the Company in Hong Kong, requesting, inter alia, to convene the First EGM and the Second EGM in accordance with the Articles, to approve, inter alia, the appointment of Nominated Directors and the removal of the Removal Directors. As at 22 August 2014, being the date of the deposit of the Requisition, the Requisitionists collectively held an aggregate of 124,588,000 Shares, representing approximately 13.43% of the issued share capital of the Company.

As at the date of the Notices of EGMs, we, the Requisitionists, have not received any notice from the Board indicating that the Board has proceeded to convene the extraordinary general meetings of the Company as duly requested in the Requisition. As a result, we exercise our rights as stipulated in the Articles and proceed to convene the First EGM and the Second EGM ourselves.

The purpose of this circular is to provide you with: (i) information regarding the resolutions to be proposed at the First EGM; and (ii) information regarding the resolutions to be proposed at the Second EGM.

THE RESOLUTIONS TO BE PROPOSED AT THE EGMS

The ordinary resolutions to be proposed at the First EGM relates to:

- (i) the appointment of Mr. Lee Kwok Leung as an Executive Director,
- (ii) the removal of Mr. Lai Yueh-hsing as a Director; and
- (iii) the appointment of Mr. Lee Kwok Leung as the Chairman of the Company in replacement of Mr. Lai Yueh-hsing.

Particulars of Mr. Lee Kwok Leung, as one of the Nominated Directors, are set out in the Appendix to this circular.

The ordinary resolutions to be proposed at the Second EGM relate to the appointment of the Nominated Directors (except Mr. Lee Kwok Leung whose appointment was already proposed for consideration and approval at the First EGM) and the removal of the Removal Directors (except Mr. Lai Yueh-hsing whose removal was already proposed for consideration and approval at the First EGM).

The Nominated Directors to be proposed at the Second EGM comprise of:

- (i) Mr. Lin Jinhe (as an Executive Director);
- (ii) Mr. Xu Lidi (as an Executive Director);
- (iii) Mr. Ng Cheuk Lun (as an Independent Non-executive Director); and
- (iv) Ms. Li Shan Mui, Janice (as an Independent Non-executive Director).

LETTER FROM THE REQUISITIONISTS

Particulars of the Nominated Directors proposed to be appointed at the Second EGM are set out in the Appendix to this circular.

The Removal Directors to be proposed to be removed at the Second EGM comprise of:

- (i) Mr. Hsiao Ming-chih;
- (ii) Mr. Chiang Jen-chin;
- (iii) Mr. Lu Wen-yi;
- (iv) Mr. Xue Wenge;
- (v) Mr. Lin Sheng-bin;
- (vi) Mr. Huang Jui-hsiang;
- (vii) Mr. Alvin Chiu; and
- (viii) Any directors appointed to the Board on or after the date of the Requisition but before the holding of the First EGM.

The notices convening the First EGM and the Second EGM are set out on pages 11 to 15 of this circular, and the forms of proxy for use at the First EGM and the Second EGM are enclosed with this circular. To be valid, the forms of proxy for use at the EGMs must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which they are signed or a notarially certified copy of that power of attorney or authority at Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the First EGM and the Second EGM, respectively, or any adjournment thereof. Completion of the forms of proxy and returning them to Tricor Investor Services Limited will not preclude you from attending and voting in person at the EGMs or at any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

Pursuant to Article 76(c) of the Articles, a poll can be duly demanded by any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting. We, the Requisitionists, collectively holding not less than one-tenth of the voting right of all members having the right to attend and vote at the EGMs, hereby demand voting by poll of all

LETTER FROM THE REQUISITIONISTS

resolutions to be proposed at the EGMs. Therefore, in order for the Company to comply with the Listing Rules and the Articles, all resolutions put to vote at the EGMs shall be taken by poll.

An announcement will be made by the Requisitionists following the conclusion of the EGMs to inform the Shareholders of the poll results.

RESPONSIBILITY STATEMENT

The directors of the Requisitionists collectively and individually accept responsibility for the content of this circular. The directors of the Requisitionists, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (1) the information contained in this circular is accurate and complete in all material respects and not misleading; and
- (2) there are no other matters the omission of which would make any statement in this circular misleading.

INTENTION OF THE REQUISITIONISTS

As at the Latest Practicable Date, the Requisitionists collectively held an aggregate of 124,588,000 Shares, representing approximately 13.43% of the issued capital of the Company. Each of the Requisitionists has indicated that it would vote in favor of all the resolutions as currently set out in the Notice of First EGM and the Notice of Second EGM.

For and on behalf of
Bumper East Limited
Lin Jinhe
Sole Director

For and on behalf of
Capital Wealth Finance Company Limited
Lee Kwok Leung
Sole Director

The following sets out the details of the Nominated Directors who are being eligible and consented to be nominated as Directors at EGMs pursuant to the Requisition:

Mr. Lee Kwok Leung

Mr. Lee, aged 61, has approximately 14 years of experience in asset management for professional and institutional investors. Mr. Lee has extensive experience in portfolio construction, portfolio management, risk assessment and investment due-diligence. Mr. Lee was a Managing Director of BOCI Direct Management Limited from 1992 to 1999, when he was responsible for the overall management of the private equity fund. Mr. Lee is a responsible officer of Success Talent Investments Limited, a Type 9 regulated entity registered with the Securities and Futures Commission of Hong Kong.

Mr. Lee has been an executive director of Opes Asia Development Limited (stock code: 810) since 8 May 2014, and an independent non-executive director of Imperial Pacific International Holdings Limited (stock code: 1076) (formerly known as First Natural Foods Holdings Limited) since 21 November 2013. Both companies are listed on the Main Board of The Stock Exchange of Hong Kong Limited.

Mr. Lee is the sole and ultimate beneficial owner of Capital Wealth Finance Company Limited (“Capital Finance”), a licensed money lender under the Money Lenders Ordinance of Hong Kong. Capital Finance is one of the two Requisitionists.

As at the Latest Practicable Date, Capital Finance is pursuing two legal actions against the Company, namely, HCA 522/2012 and HCA 524/2012 (which have been consolidated into one case) (“First Action”) and HCA 1306/2012 (“Second Action”). In the First Action, Capital Finance and its related company, Capital Wealth Corporation Limited, claimed against the Company for, amongst other things, outstanding loans in the sum of HK\$15,500,000 and interests and costs. In the Second Action, Capital Finance claimed against the Company for, amongst other things, outstanding loans in the sum of HK\$1,300,000 and interests and costs.

According to the disclosure of interest filings under Part XV of the SFO, as at the Latest Practicable Date, Mr. Lee and Capital Finance are deemed to be interested in 71,588,000 Shares of the Company, representing approximately 7.72% of the issued Shares, of which (a) 24,588,000 Shares representing 2.65% of the issued Shares are held by Capital Finance as registered and beneficial owner; and (b) 47,000,000 Shares representing 5.07% of the issued Shares are sought to be recovered from defendants including, Mr. Lai Yeuh-hsing (one of the Removal Directors) and Mr. Chan Lai Yin Tommy, the company secretary of the Company under legal action HCA 686/2012.

Save as disclosed above, Mr. Lee (i) does not hold any other positions with the Company or its subsidiaries; (ii) does not hold any directorships in other listed public companies which is listed in Hong Kong or overseas in the past three years; (iii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in any securities of the Company within the meaning of Part XV of the SFO.

Except for the abovementioned, the Requisitionists are not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that ought to be brought to the attention of the Shareholders.

Mr. Lin Jinhe

Mr. Lin, aged 36, has over 13 years of management experience in papermaking industry. Mr. Lin graduated from Beijing Forestry University majoring in pulp and paper manufacturing in 2001.

Mr. Lin is the sole director and beneficial owner of Bumper East Limited (“Bumper East”) (裕東有限公司), which is one of the two Requisitionists.

As at the Latest Practicable Date, Bumper East is pursuing a legal action against the Company, namely HCMP 2906/2013, seeking to have 100,000,000 Shares registered in the name of Bumper East.

According to disclosure of interest filings under Part XV of the SFO, Mr. Lin and Bumper East are deemed to be interested in 100,000,000 Shares, representing approximately 10.78% of the total issued Shares of the Company at the Latest Practicable Date.

Save as disclosed above, Mr. Lin (i) does not hold any other positions with the Company or its subsidiaries; (ii) does not hold and has not held any directorships in other listed public companies which is listed in Hong Kong or overseas in the past three years; (iii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in any securities of the Company within the meaning of Part XV of the SFO.

Except for the abovementioned, the Requisitionists are not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter that ought to be brought to the attention of the Shareholders.

Mr. Xu Lidi

Mr. Xu, aged 49, obtained a Doctoral Degree in Business Administration from Beijing Normal University and a Doctor of Philosophy Degree (PhD) in Economics from Nueva Ecija University of Science and Technology. Mr. Xu has been a visiting-professor of Doctor of Business and Administration (DBA) and Master of Business and Administration (MBA) courses at Beijing Normal University. Prior to that, Mr. Xu worked at Industrial and Commercial Bank of China, China Agribusiness Development Trust & Investment Corporation (中國農村信託投資公司), and other financial and business corporations in the PRC at senior managerial positions with more than 20 years of experience in banking and financial sector.

Mr. Xu was an executive director and co-chairman of Dynamic Energy Holdings Limited (stock code: 578) from August 2005 to November 2011. Mr. Xu was also a non-executive director of Australian Natural Proteins Limited (ASX stock code: AYB), which is listed on the Australian Stock Exchange Limited (“ASX”), from October 2013 to June 2014.

Save as disclosed above, Mr. Xu (i) does not hold any other positions with the Company or its subsidiaries; (ii) does not hold any directorships in other listed public companies which is listed in Hong Kong or overseas in the past three years; (iii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in any securities of the Company within the meaning of Part XV of the SFO.

Except for the abovementioned, the Requisitionists are not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor there is any other matter that ought to be brought to the attention of the Shareholders.

Ms. Li Shan Mui, Janice

Ms. Li, aged 40, is a certified public accountant and a certified tax adviser in Hong Kong and has substantial experience in the supervision of corporate’s internal control and accounting operations.

Ms. Li is a member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and an associate member of the Taxation Institute of Hong Kong. Ms. Li graduated with Bachelor of Arts, majoring in accounting, at the University of Hertfordshire in the United Kingdom in 2001.

Save as disclosed above, Ms. Li (i) does not hold any other positions with the Company or its subsidiaries; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) does not have any interest in any securities of the Company within the meaning of Part XV of the SFO.

Except for the abovementioned, the Requisitionists are not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor there is any other matter that ought to be brought to the attention of the Shareholders.

Mr. Ng Cheuk Lun

Mr. Ng, aged 37, is a member of Hong Kong Institute of Certified Public Accountants and CPA Australia. Mr. Ng has extensive experience in financial reporting for listed companies and public securities offering and mergers and acquisitions in Hong Kong and abroad. Mr. Ng is currently a practicing accountant at MN CPA Limited. Prior to joining MN CPA Limited, Mr. Ng worked at notable international accounting firms as well as multinational corporations in Hong Kong and Australia for over 12 years.

Mr. Ng is currently the financial consultants of two companies listed on the Singapore Exchange (“SGX”), namely China Oilfield Technology Services Group Limited (SGX stock code: DT2.SI) and Cacola Furniture International Limited (SGX stock code: D2U.SI), and the chief financial officer and company secretary of Asian Citrus Holdings Limited (stock code 73), a company listed on the Main Board of the Stock Exchange and AIM of London Stock Exchange.

Save as disclosed above, Mr. Ng (i) does not hold any other positions with the Company or its subsidiaries; (ii) does not hold any directorships in other listed companies which is listed in Hong Kong or overseas in the past three years; (iii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interest in any securities of the Company within the meaning of Part XV of the SFO.

Except for the abovementioned, the Requisitionists are not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor there is any other matter that ought to be brought to the attention of the Shareholders.

NOTICE OF FIRST EGM

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*

NOTICE OF FIRST EGM

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>

NOTICE OF SECOND EGM

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.”

* *for identification purposes only*

NOTICE OF SECOND EGM

RESOLUTION 4

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

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.”

NOTICE OF SECOND EGM

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>