

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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 or transfer was effected for transmission to the purchaser or transferee.

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**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)*

**PROPOSED CONFIRMATION AND RATIFICATION OF  
THE REMOVAL OF THE REMOVED DIRECTORS AND  
THE APPOINTMENT OF THE APPOINTED DIRECTORS  
AND  
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

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Notice convening the EGM by Bumper East Limited and Aspial Investment Limited pursuant to the Articles to 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. is set out on pages 15 to 18 of this circular. Whether or not you will attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

*This circular will be published on the respective website of the Stock Exchange at <http://www.hkexnews.hk> and the Company's website at <http://www.mayer.com.hk>.*

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## DEFINITIONS

*In this circular, 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 of the Company, 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 of the Company, 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
“Appeal”	the Appeal No. CICA No: 21 of 2014 filed by Mr. Lai Yueh-hsing on 1 December 2014 in the Court of Appeal of the Cayman Islands (On appeal from the Grand Court of the Cayman Islands FSD Cause No: 86 of 2014)
“Appointed Directors”	collectively, Mr. Lee Kwok Leung, Mr. Lin Jinhe, Mr. Xu Lidi, Mr. Ng Cheuk Lun, Ms. Li Shan Mui, Janice, Mr. Lau Kwok Hung and Mr. Huang Jian Wei
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of the Directors
“Chairman of the EGM”	Mr. Tim Fletcher of Messrs. Hogan Lovells, solicitor practicing in Hong Kong who has been selected by the Court of Appeal of the Cayman Islands to be the chairman of the EGM
“Company”	Mayer Holdings Limited (stock code: 1116), a company incorporated in the Cayman Islands with limited liability, and the issued Shares are listed on the Main Board of the Stock Exchange
“Court Order”	The Order made by the Court of Appeal of the Cayman Islands on 6th May 2015 and certified on 22nd May 2015

## DEFINITIONS

“Director(s)”	director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company convened by the Requisitionists to 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
“EGM-2014”	the collectively, the First EGM-2014 and Second EGM-2014
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	10 July 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of the EGM”	the notice for the EGM issued by Bumper East Limited and Aspial Investment Limited pursuant to the Articles
“Old Board”	the Board before the EGM-2014, comprising of nine Directors, namely 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 Mr. Li Deqiang
“PRC”	The People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region and Taiwan
“Removed Directors”	Saved as Mr. Li Deqiang, all members of the Old Board
“Requisition”	a letter of requisition from the Requisitionists dated 11 June 2015 and deposited at the principal office of the Company in Hong Kong on 11 June 2015, requesting, inter alia, to convene the EGM pursuant to the Articles, to consider, confirm and ratify, inter alia, the removal of the Removed Directors and the appointment of the Appointed Directors

## DEFINITIONS

“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 Aspial Investment Limited (a company incorporated in the British Virgin Islands with limited liability and 100% beneficially owned by Mr. Chen Shujun)
“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)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%” or “per cent”	percentage or per centum

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

**ASPIAL INVESTMENT LIMITED**

*(incorporated in the British Virgin Islands with limited liability)*

*Sole Director:*

He Peng

*Registered Office:*

Akara Building

24 De Castro Street

Wickhams Cay 1

Road Town, Tortola

British Virgin Islands

14 July 2015

*To the Shareholders:*

Dear Sir or Madam,

**PROPOSED CONFIRMATION AND RATIFICATION OF  
THE REMOVAL OF THE REMOVED DIRECTORS AND  
THE APPOINTMENT OF THE APPOINTED DIRECTORS  
AND  
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**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

## LETTER FROM THE REQUISITIONISTS

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.

Reference is made to the announcement of the Company dated 22 May 2015 announcing that on 10 October 2014, a minority Shareholder, Ms. Lin Hui Mei, issued a writ of summons in the Grand Court of the Cayman Islands against the Company claiming that the EGM-2014 were void and of no effect, and the resolutions in respect of the removal of the Removed Directors and the appointment of the Appointed Directors passed by the Shareholders at the EGM-2014 were invalid, irregular, void and of no effect. On appeal by Mr. Lai Yueh-hsing from the judgement of the Grand Court of the Cayman Islands, the Court of Appeal of the Cayman Islands made the Court Order in the following terms:

1. The appeal be adjourned to a date to be fixed;
2. Such person as may be selected by this court from a list of three lawyers practicing in Hong Kong shall be appointed for the limited purposes only of:
  - a. certifying service of any notice or document in accordance with article 165(a) of the Articles;
  - b. chairing any extra-ordinary general meeting of the Company requisitioned for the purposes of considering, ratifying or passing new resolutions to remove members of the Old Board and/or appointing a new board of directors; and
  - c. reporting to the Court on the outcome of such meeting;
3. The Parties are each to submit the name of one potential appointee by 10 a.m. Friday, 8th May 2015 (Cayman time) for appointment under paragraph 2 hereof with written confirmation that the potential appointee is willing to accept such appointment and particulars of his expertise and qualifications; and
4. Costs of and occasioned by the adjournment be costs in the appeal.

Mr. Tim Fletcher of Messrs. Hogan Lovells, solicitor practicing in Hong Kong, who has been selected by the Court of Appeal of the Cayman Islands pursuant to paragraph 3 of the Court Order and appointed to undertake those tasks specified under paragraph 2 of the Court Order.

On 11 June 2015, we, the Requisitionists, duly deposited the Requisition at the principal office of the Company in Hong Kong, requesting, inter alia, to convene the EGM pursuant to the Articles, to consider, confirm and ratify, inter alia, the removal of the Removed Directors and the appointment of the Appointed Directors. As at 11 June 2015, being the date of the deposit of the Requisition, the Requisitionists collectively held an aggregate of 200,000,000 Shares, representing approximately 21.56% of the issued share capital of the Company.

## LETTER FROM THE REQUISITIONISTS

Reference is made to the announcement of the Company dated 22 June 2015 announcing that the Board would not convene the EGM requested by the Requisitionists because the Company believes that any confirmation and ratification of any of the resolutions passed by the Shareholders at the EGM-2014 is unnecessary. However, the Board stated that it has no objection to the Requisitionists convening the EGM pursuant to the Articles. As a result, we hereby exercise our rights as stipulated in the Articles and proceed to convene the EGM ourselves due to the fact that the Board failed within twenty-one (21) days from the date of deposit of the requisition (11 June 2015) proceed to convene the requested extraordinary general meeting of the Company.

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the EGM.

### THE RESOLUTIONS TO BE PROPOSED AT THE EGM

The ordinary resolutions to be proposed at the EGM:

1. to consider, confirm and ratify the immediate appointment of Mr. Lee Kwok Leung as an executive Director by the shareholders of the Company at the First EGM-2014.
2. to consider, confirm and ratify the immediate removal of Mr. Lai Yueh-hsing as a Director by the shareholders of the Company at the First EGM-2014.
3. to consider, confirm and ratify 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.
4. to consider, confirm and ratify 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.
5. to consider, confirm and ratify 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.
6. to consider, confirm and ratify the immediate appointment of Mr. Lin Jinhe as an executive Director by the shareholders of the Company at the Second EGM-2014.
7. to consider, confirm and ratify the immediate appointment of Mr. Xu Lidi as an executive Director by the shareholders of the Company at the Second EGM-2014.

## LETTER FROM THE REQUISITIONISTS

8. to consider, confirm and ratify the immediate removal of Mr. Hsiao Ming-chih as a Director by the shareholders of the Company at the Second EGM-2014.
9. to consider, confirm and ratify the immediate removal of Mr. Chiang Jen-chin as a Director by the shareholders of the Company at the Second EGM-2014.
10. to consider, confirm and ratify the immediate removal of Mr. Lu Wen-yi as a Director by the shareholders of the Company at the Second EGM-2014.
11. to consider, confirm and ratify the immediate removal of Mr. Xue Wenge as a Director by the shareholders of the Company at the Second EGM-2014.
12. to consider, confirm and ratify the immediate removal of Mr. Lin Sheng-bin as a Director by the shareholders of the Company at the Second EGM-2014.
13. to consider, confirm and ratify the immediate removal of Mr. Huang Jui-hsiang as a Director by the shareholders of the Company at the Second EGM-2014.
14. to consider, confirm and ratify the immediate removal of Mr. Alvin Chiu as a Director by the shareholders of the Company at the Second EGM-2014.
15. to consider, confirm and ratify 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.
16. to consider, confirm and ratify 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.
17. to consider, confirm and ratify 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.

Particulars of the directors proposed to be appointed at the EGM are set out in the Appendix I to this circular.

## LETTER FROM THE REQUISITIONISTS

The notice convening the EGM is set out on pages 15 to 18 of this circular, and the form of proxy for use at the EGM is enclosed with this circular. To be valid, the form of proxy for use at the EGM must be completed pursuant to 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 Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM, respectively, or any adjournment thereof. Completion of the form of proxy and returning them to Computershare Hong Kong Investor Services Limited will not preclude you from attending and voting in person at the EGM or at any adjournment thereof should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

### 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 rights of all members having the right to attend and vote at the EGM, hereby demand voting by poll of all resolutions to be proposed at the EGM. Therefore, in order for the Company to comply with the Listing Rules and the Articles, all resolutions put to vote at the EGM shall be taken by poll.

The Requisitionists will request that the Directors publish the poll results of the EGM on the respective website of the Stock Exchange and the Company following the conclusion of the EGM in order to inform the Shareholders.

### 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.

## LETTER FROM THE REQUISITIONISTS

### INTENTION OF THE REQUISITIONISTS

As at the Latest Practicable Date, the Requisitionists collectively held an aggregate of 200,000,000 Shares, representing approximately 21.56% of the issued share 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 the EGM.

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

For and on behalf of  
**Aspial Investment Limited**  
**He Peng**  
*Sole Director*

The biographical details of the directors subject to appointment at the EGM are set out below:

**Mr. Lee Kwok Leung (“Mr. Lee”)**

Mr. Lee, aged 61, was nominated and appointed as an executive Director and the chairman of the Company by the Shareholders at the First EGM-2014. Mr. Lee is also the chairman of the nomination committee of the Board, an authorized representative and a director in a number of subsidiaries of the Company. Mr. Lee has approximately 23 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 is currently an executive director of Opes Asia Development Limited (stock code: 810), an independent non-executive director of Imperial Pacific International Holdings Limited (formerly known as First Natural Foods Holdings Limited) (stock code: 1076), and was a non-executive director of Jimei International Entertainment Group Limited (stock code: 1159) until 31 August 2013, the shares of which are listed on the Main Board of the Stock Exchange.

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.

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.

By virtue of the Provisions of Divisions 7 and 8 of Part XV of the SFO, Mr. Lee is deemed to be interested in 71,588,000 Shares, 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 Removed Directors) and Mr. Chan Lai Yin Tommy, the former company secretary of the Company under legal action HCA 686/2012.

Mr. Lee has entered into a letter of employment with the Company on 12 March 2015. Under the letter of employment, Mr. Lee is entitled to a director fee of HK\$50,000 per month.

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

**Mr. Ng Cheuk Lun (“Mr. Ng”)**

Mr. Ng, aged 38, was nominated and appointed as an independent non-executive Director by the Shareholders at the Second EGM-2014. Mr. Ng is also the chairman of the remuneration committee, and a member of each of the audit committee and nomination committee of the Board. Mr. Ng 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 an executive director, the chief financial officer and company secretary of Asian Citrus Holdings Limited (stock code: 73), the shares of which is listed on the Main Board of the Stock Exchange and AIM of London Stock Exchange.

Mr. Ng has entered into a letter of appointment with the Company on 15 January 2015. Under the letter of appointment, Mr. Ng is entitled to a director fee of HK\$150,000 per year.

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

**Ms. Li Shan Mui, Janice (“Ms. Li”)**

Ms. Li, aged 41, was nominated and appointed as an independent non-executive Director by the Shareholders at the Second EGM-2014. Ms. Li resigned as independent non-executive Director and was appointed by the Board as the company secretary, both with effect from 16 December 2014.

Ms. Li graduated from University of Hertfordshire, United Kingdom with a degree of Bachelor of Arts in accounting. Ms. Li is a member of the Hong Kong Institute of

Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, a member of The Taxation Institute of Hong Kong and Certified Tax Adviser, Hong Kong. Ms. Li has over 10 years of experience in auditing, accounting, budgeting, financial analysis in local and international companies, and has over 5 years of experience in company secretarial, corporate governance and finance in listed company. Ms. Li. was the company secretary of Global Energy Resources International Group Limited (Stock Code: 8192), the shares of which is listed on the the Growth Enterprise Market of the Stock Exchange.

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

#### **Mr. Lin Jinhe (“Mr. Lin”)**

Mr. Lin, aged 37, was nominated and appointed as an executive Director by the Shareholders at the Second EGM-2014. Mr. Lin is also an authorized representative and a director of one wholly-owned subsidiary of the Company. Mr. Lin 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.

As at the Latest Practice Date, 100,000,000 Shares are held by Bumper East Limited (one of the Requisitionists), a company wholly owned by Mr. Lin, representing approximately 10.78% of the issued Shares. By virtue of the Provisions of Divisions 7 and 8 of Part XV of the SFO, Mr. Lin is deemed to be interested in the 100,000,000 Shares held by Bumper East Limited.

Mr. Lin has entered into a letter of employment with the Company on 12 March 2015. Under the letter of employment, Mr. Lin is entitled to a director fee of HK\$50,000 per month.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lin confirms that (i) he does not hold any other positions with the Company or its subsidiaries; (ii) he 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) he does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders; and (iv) he does not have any interest in any securities of the Company within the meaning of Part XV of the SFO.

#### **Mr. Xu Lidi (“Mr. Xu”)**

Mr. Xu, aged 50, was nominated and appointed as an executive Director by the Shareholders at the Second EGM-2014. Mr. Xu is also a director in a number of subsidiaries of the Company. Mr. Xu 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 the Economic and Business and Administration (MBA) at Beijing Normal University. Prior to that, Mr. Xu worked at China Construction Bank and Bank of China for many years. He also was senior management of China Rural Development Trust & Investment Corporation<sup>#</sup> (中國農村發展信託投資公司), and other financial and business corporations in the PRC. Mr. Xu has more than 20 years of experience in banking and financial sector.

Mr. Xu was a non-executive director of Australian Natural Proteins Limited (ASX stock code: AYB), the shares of which is listed on the Australian Stock Exchange Limited (“ASX”).

Mr. Xu has entered into a letter of employment with the Company on 12 March 2015. Under the letter of employment, Mr. Xu is entitled to a director fee of HK\$50,000 per month.

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

#### **Mr. Lau Kwok Hung (“Mr. Lau”)**

Mr. Lau, aged 68, was appointed as an independent non-executive Director by the Board on 9 October 2014 immediate after the Second EGM-2014. Mr. Lau is also the chairman and a member of the audit committee and remuneration committee of the Board respectively. Mr. Lau is a certified public accountant in Hong Kong and has extensive experience in financial accounting, auditing, taxation, company secretarial matter and corporate finance, especially in mergers, acquisitions and corporate restructuring.

Mr. Lau is a fellow of the Hong Kong Institute of Certified Public Accountants, and formerly, was a fellow of the Association of Chartered Certified Accountants and an associate member of the Chartered Institute of Management Accountants. Mr. Lau holds a Senior Executive Master Degree in Business Administration from Charles Darwin University. He also obtained a Specialist Qualification (SQ) in Insolvency issued by the Hong Kong Institute of Certified Public Accountants and a Diploma in International Business Valuation.

Mr. Lau is currently an Independent Non-executive Director of Huaxi Holdings Company Limited (stock code: 1689), and was an Executive Director and company secretary of Neptune Group Limited (stock code: 70) (formerly known as Mandarin Resources Corporation Limited and subsequently Massive Resources International Corporation Limited), the shares of which are listed on the Main Board of the Stock Exchange.

Mr. Lau has entered into a letter of appointment with the Company on 15 January 2015. Under the letter of appointment, Mr. Lau is entitled to a director fee of HK\$150,000 per year.

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

**Mr. Huang Jian Wei (“Mr. Huang”)**

Mr. Huang, aged 69, was appointed as an independent non-executive Director by the Board on 12 March 2015. Mr. Huang is also a member of the audit committee of the Board. Mr. Huang graduated from Tai Yuan Engineer College<sup>#</sup> (太原重型機械學院) in 1970. He has extensive experience in business operations of the commercial bank and investment bank, in particular in the international finance and capital market. Mr. Huang has worked for national banks, private banks and private investment companies for many years in China.

Mr. Huang has entered into a letter of appointment with the Company on 12 March 2015. Under the letter of appointment, Mr. Huang is entitled to a director fee of HK\$150,000 per year.

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

Save as disclosed above, as at the Latest Practicable Date, the Requisitionists are not aware of any information relating to the directors subject to appointment at the EGM that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and no other matter concerning the directors subject to appointment at the EGM that needs to be brought to the attention of the Shareholders pursuant to Rule 13.51(2)(w) of the Listing Rules and no information to be disclosed pursuant to any of the requirements of the Rule 13.51(2) of the Listing Rules.

<sup>#</sup> *The English translation of the Chinese name(s), where indicated, is included for information only, and should not be regarded as the official English name(s) of such Chinese name(s).*

**NOTICE OF THE EGM**

**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*

## NOTICE OF THE EGM

### 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.”

## NOTICE OF THE EGM

### 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.

