

CAUSE NO. G0228/2014

IN THE GRAND COURT OF THE CAYMAN ISLANDS

BETWEEN:

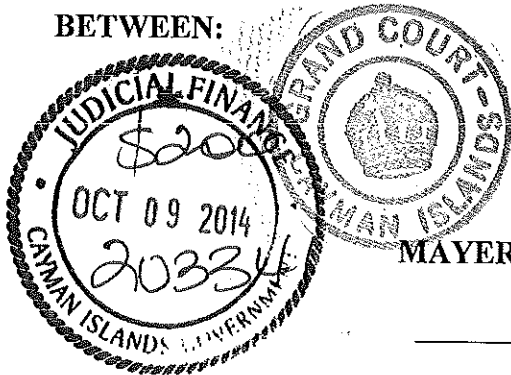
LIN HUI-MEI

PLAINTIFF

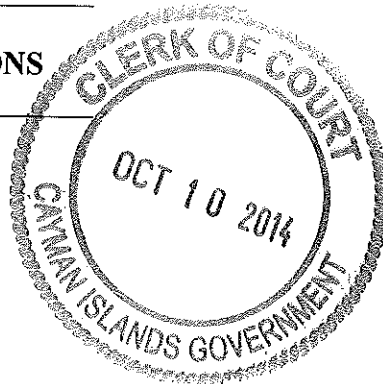
AND:

MAYER HOLDINGS LIMITED

DEFENDANT



WRIT OF SUMMONS



TO: Mayer Holdings Limited  
 c/o Maples Corporate Services Limited  
 P.O. Box 309  
 Uglund House  
 Grand Cayman KY1-1104  
 Cayman Islands

**THIS WRIT OF SUMMONS** has been issued against you by the above-named Plaintiff in respect of the claim set out on the following pages.

Within 14 days after service of this Writ on you, counting the day of service, you must either satisfy the claim or return to the Court Office, PO Box 495, George Town, Grand Cayman KY1-1106, the accompanying Acknowledgement of Service stating therein whether you intend to contest these proceedings.

If you fail to satisfy the claim or to return the Acknowledgement within the time stated, or if you return the Acknowledgement without stating therein an intention to contest the proceedings, the Plaintiff may proceed with the action and judgement may be entered against you forthwith without further notice.

**ISSUED** this        day of October 2014.

**NOTE** – This Writ may not be served later than 4 calendar months beginning with the date of issue unless renewed by order of the Court.

**IMPORTANT**

Directions for Acknowledgement of Service are given with the accompanying form.

## CONCISE STATEMENT OF CLAIM

Statement of claim in full to follow

1. The Plaintiff is, and was at all material times, the registered holder of 7,500,000 Ordinary Shares of HK\$0.55 each in the share capital of Mayer Holdings Limited (“the Defendant”). The Plaintiff’s registered address for service of notices from the Company is 3/FL., No. 300 Section 4, Zhongxiao East Road, Da-an District, Taipei City 106, Taiwan (Republic of China) (“the Registered Address”).
2. The Defendant is, and was at all material times, an exempted company with limited liability that is incorporated under the laws of the Cayman Islands with registration number 129572 and its current registered office is situated at Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands.
3. The Defendant effectively excluded the Plaintiff from participating in the First and Second Extraordinary General Meetings of the Defendant purportedly held on 9 October 2014 (collectively “the EGMs”). The following are the particulars:
  - 1) At all material times Bumper East Limited (“Bumper”) and Capital Wealth Finance Company Limited (“Capital Wealth”) have been the registered holders of 100,000,000 and 24,588,000 Ordinary Shares respectively of the share capital of the Defendant.
  - 2) At some time before 9 October 2014, Bumper and Capital Wealth purportedly convened the EGMs for the purpose of removing 7 directors of the Defendant, namely 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 (collectively “the 7 Directors”) and to appoint Mr. Ng Cheuk Lun, Ms. Li Shan Mui Janice, Mr. Lin Jinhe and Mr. Lee Kwok Leung and Mr. Xu Lidi as directors of the Defendant (collectively “the 5 Directors”).

- 3) The Defendant gave limited notice of the EGMs to some members, but failed to give any proper notice to members whose registered address is outside of Hong Kong, including the Plaintiff.
- 4) By the Articles of Association the Defendant is required to serve notices on members out of Hong Kong in accordance with the following provisions of its Articles of Association:

*“s. 163(a) Except as otherwise provided in these Articles, any notice or document may be served by the [Defendant] and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations by electronic means by transmitting it to any electronic number or address or website supplied by the member to the [Defendant] or by placing it in the [Defendant’s] Website provided that the [Defendant] has obtained the member’s prior express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the [Defendant] by such electronic means, or (in the case of notice) by advertisement published in the newspapers.*  
[Emphasis added]

*s. 163(b) Notice of every general meeting shall be given in any manner hereinbefore authorized to:*

*(i) Every person shown as a member in the register of members as of the record date for such meeting[...]*[Emphasis added]

*s. 164 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the [Defendant] to receive or otherwise have made available to him notices and documents to be given or issued to him by the [Defendant] by electronic means and whose registered address is outside Hong Kong may notify the [Defendant] in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that in which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in article 164 shall be construed as prohibiting the [Defendant] from sending, or entitling the [Defendant] not to send, notices or other documents of the [Defendant] to any member whose registered address is outside Hong Kong." [Emphasis added].*

5) The Defendant failed to send out or cause to be sent out any or any adequate notice of the EGM to members of the Defendant located outside of Hong Kong. Further or alternatively, such notices as have been sent out failed to be served on the Plaintiff and all other members outside Hong Kong who are entitled to receive notice pursuant to Ss. 163 and 164 of the Articles of Association. In the premises, no or no proper notice of the EGMs was given to the Plaintiff and all such other members.


4. At the EGMs purportedly held on 9 October 2014, 7 ordinary resolutions were purportedly passed removing the 7 Directors and 5 Ordinary Resolutions were purportedly passed appointing the 5 Directors to the Defendant. The Plaintiff was

entitled to receive notice at her Registered Address and to vote at the EGMs. The Plaintiff contends that by reason of the Defendant's failure to give her and/or other members outside Hong Kong any or any adequate notice of the EGM any business purportedly transacted at the EGMs is void, and that such failure is unfairly prejudicial to her interests as a member.

**AND THE PLAINTIFF CLAIMS:-**

- (1) A declaration that the purported Extraordinary General Meetings of the Defendant held on 9 October 2014 was void and of no effect.
- (2) A declaration that the Ordinary Resolutions passed at the Extraordinary General Meeting held on 9 October 2014 that the First Set of Directors be removed and the Second Set of Directors be appointed were invalid, irregular, void and of no effect.
- (3) Further or other relief
- (4) Her costs of this action.

Dated the 9 day of October 2014

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**RITCH & CONOLLY**  
Attorneys at Law for the Plaintiff

**TO:** The Clerk of the Court

**AND TO:** The Defendant, c/o Maples Corporate Services Limited, P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands



**Notes on address for service**

Attorney: where the Defendant is represented by an attorney, state the attorney's place of business in the Cayman Islands. A Defendant may not act by a foreign attorney.

Defendant in person: where the Defendant is acting in person, he must give his post office box number and the physical address of his residence or, if he does not reside in the Cayman Islands, he must give an address in Grand Cayman where communications for him should be sent. In the case of a limited company, "residence" means its registered or principal office.

Endorsement by plaintiff's Attorney (or by plaintiff if suing in person) of his name, address and reference, if any, in the box below.

Ritch & Conolly  
P O Box 1994  
Queensgate House  
113 South Church Street  
George Town  
Grand Cayman KY1-1104  
  
Ref: 13594/sh/EG

Endorsement by defendant's Attorney (or by defendant if suing in person) of his name, address and reference, if any, in the box below.

[Empty box for defendant's endorsement]