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**美亞控股有限公司\***  
**MAYER HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1116)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Mayer Holdings Limited (the “Company”) will be held on Friday, 30 June 2006 at 3:30 p.m. at Room 501, 5th Floor, Aon China Building, 29 Queen’s Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTIONS**

1. **“THAT**, subject to the undersubscription of the Fullchamp Offer Shares (as defined in the circular of the Company issued on 12 June 2006 (the “Circular”) a copy of which has been produced to the EGM marked “A” and signed by the chairman of the meeting for the purpose of identification) and the board of Fullchamp Technologies Co., Limited (“Fullchamp”) exercise its right to allocate the unsubscribed Fullchamp Offer Shares to investors other than the existing shareholders of Fullchamp and eligible employees of Fullchamp, the issuance of the Fullchamp Offer Shares to Mayer Steel Pipe Corporation, a company incorporated in Taiwan, be and is hereby approved in all respects and that all the transactions contemplated therein be and are hereby approved; and further that the directors of the Company (the “Directors”) be and are hereby authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to give effect to the terms of, or the transactions contemplated by, the issuance of Fullchamp Offer Shares to Mayer Steel Pipe Corporation and to agree such variations, amendments, supplements or waivers of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company.”
2. **“THAT**, subject to the passing of resolution number 1 as set out in this notice of the extraordinary general meeting, the completion of the Fullchamp Share Offer and the issue and allotment of the Fullchamp Offer Shares to Mayer Steel Pipe Corporation, the agreement to be entered into between the Company and Fullchamp (the “New Aluminum Alloy Supply Agreement”) pursuant to which, the Company agreed to supply to Fullchamp aluminum alloys on a continual basis for a period from 1 October 2006 to 31 December 2008 (a copy of which has been produced to the EGM marked “B” and is signed by the chairman of the meeting for the purpose of identification) and the proposed annual caps to the New Aluminum Alloy Supply Agreement, the details of which are set out in the Circular, be and are hereby approved, ratified and confirmed; and that any one director of the Company be and is hereby authorised to do all such acts and things as may be considered necessary or expedient in his absolute discretion to implement the New Aluminum Alloy Supply Agreement.”

By order of the Board  
**Lai Yueh-hsing**  
Chairman

Hong Kong, 12 June 2006

*Principal Office in Hong Kong:*

501, 5/F, Aon China Building, 29 Queen's Road Central, Hong Kong

*Registered Office:*

P.O. Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, in the event of a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be completed and returned in accordance with the instructions printed thereon.
3. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
4. The resolutions will be voted by way of poll.

*As at the date hereof, the executive Directors of the Company are Lai Yueh-hsing, Lo Haw, Shen Heng-chiang, Wu Kuo-lung, Cheng Dar-terng, Chiang Jen-chin, the non-executive Directors of the Company are Hsiao Ming-chih, Huang Chun-fa and the independent non-executive Directors are Lin Sheng-bin, Huang Jui-hsiang and Alvin Chiu.*

\* *For identification purpose only*