



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 Thursday, 31 May 2007 at 12:00 noon 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 resolutions as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

“THAT:

1. the share disposal agreement dated 13 April 2007 (the “Share Disposal Agreement”) entered into between Sunbeam Group Limited (“Sunbeam”) and Mayer Steel Pipe Corporation (“Taiwan Mayer”) pursuant to which Sunbeam agreed to sell and Taiwan Mayer agreed to purchase 11,960,000 shares of Fullchamp Technologies Co., Ltd (富成金屬科技股份有限公司), a copy of which has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, the transactions contemplated under the Share Disposal Agreement and the implementation thereof be and are hereby approved, confirmed and ratified; and that any one director of the Company be and is hereby authorized to do all such acts and things on behalf of the Company as they may consider necessary or expedient in his absolute discretion to implement the Share Disposal Agreement;
2. the aircraft sale agreement dated 13 April 2007 (the “Aircraft Sale Agreement”) entered into between ROC Advance Limited and Sino Regal Assets Limited in respect of the purchase of the aircrafts, a copy of which has been produced to this meeting marked “B” and signed by the chairman of the meeting for the purpose of identification, the transactions contemplated under the Aircraft Sale Agreement and the implementation thereof be and are hereby approved, confirmed and ratified; and that any one director of the Company be and is hereby authorized to do all such acts and things on behalf of the Company as they may consider necessary or expedient in his absolute discretion to implement the Aircraft Sale Agreement;
3. (a) the raw material purchase agreement dated 13 April 2007 (the “Raw Material Purchase Agreement”) entered into between Guangzhou Mayer Corp. Limited (“Guangzhou Mayer”) and Taiwan Mayer pursuant to which Guangzhou Mayer agreed to purchase and Taiwan Mayer agreed to sell raw materials for the period commencing from 1 April 2007 to 31 March 2010, a copy of which has been produced to this meeting marked “C” and signed by the chairman of the meeting for the purpose of identification, the transactions contemplated under the Raw Material Purchase Agreement and the implementation thereof be and are hereby approved, confirmed and ratified;
(b) the proposed annual caps in relation to the transactions contemplated under the Raw Material Purchase Agreement for each of the three years ending 31 March 2008, 2009 and 2010 as set out in the circular of the Company dated 7 May 2007 be and are hereby approved, confirmed and ratified; and
(c) any one director of the Company be and is hereby authorized to do all such acts and things on behalf of the Company as they may consider necessary or expedient in his absolute discretion to implement the Raw Material Purchase Agreement or any matters contemplated thereunder.”

By order of the Board
Lai Yueh-hsing
Chairman

Hong Kong, 7 May 2007

Principal place of business in Hong Kong:
501, 5/F, Aon China Building
29 Queen’s Road Central
Hong Kong

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.
5. As at the date thereof, the executive directors of the Company are Mr. Lai Yueh-hsing, Mr. Lo Haw, Mr. Cheng Dar-terng, Mr. Chiang Jen-chin, Dr. Lin Meng-chang and Mr. Lu Wen-yi; the non-executive directors of the Company are Mr. Hsiao Ming-Chih and Mr. Huang Chun-fa; and the independent non-executive directors of the Company are Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu respectively.

* *For identification purpose only.*