



**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 at Room 501, 5/F., Aon China Building, 29 Queen’s Road Central, Hong Kong, on Wednesday, 26 November 2008, at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions which will be proposed as ordinary resolutions:

**ORDINARY RESOLUTIONS**

**1. “THAT:**

- (a) the S&P Agreement (as more particularly described in the circular to the shareholders of the Company dated 31 October 2008 (the “Circular”), a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification, and the execution, delivery and performance by the Company of the S&P Agreement be and are hereby approved, confirmed and ratified;
- (b) all transactions contemplated under or incidental to the S&P Agreement and all actions taken or to be taken by the Company and/or its subsidiaries pursuant to the S&P Agreement be and are hereby approved, confirmed and ratified; and
- (c) the directors of the Company be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign, execute and deliver all such other documents, deeds, instruments and agreements and to take such steps as they may consider necessary, desirable or expedient to give effect to or in connection with the S&P Agreement or any of the transactions contemplated under the S&P Agreement and all other matters incidental thereto.”

**2. “THAT:**

- (a) the Master Management Agreement, the Lease Agreement and the Car-park Agreement (as more particularly described in the Circular), a copy of each has been produced to this meeting and marked “B”, “C” and “D” respectively and initialed by the chairman of the meeting for the purpose of identification, and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the maximum annual aggregate value for the transactions contemplated under the Master Management Agreement (including the Lease Agreement and the Car-park Agreement), as more particularly described in the Circular, for each of the three years ending 31 December 2010 be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign, execute and deliver all such other documents, deeds, instruments and agreements and to take such steps as they may consider necessary, desirable or expedient to give effect to or in connection with the Master Management Agreement (including the Lease Agreement and the Car-park Agreement) or any of the transactions contemplated under the Master Management Agreement (including the Lease Agreement and the Car-park Agreement) and all other matters incidental thereto.”

**3. “THAT:**

- (a) the Joint Construction Agreement (as more particularly described in the Circular), a copy of which has been produced to this meeting and marked “E” and initialed by the chairman of the meeting for the purpose of identification, and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the maximum annual aggregate value for the transactions contemplated under the Joint Construction Agreement, as more particularly described in the Circular, for each of the three years ending 31 December 2010 be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign, execute and deliver all such other documents, deeds, instruments and agreements and to take such steps as they may consider necessary, desirable or expedient to give effect to or in connection with the Joint Construction Agreement or any of the transactions contemplated under the Joint Construction Agreement and all other matters incidental thereto.”

**4. “THAT:**

- (a) the Mortgage Agreement (as more particularly described in the Circular), a copy of which has been produced to this meeting and marked “F” and initialed by the chairman of the meeting for the purpose of identification, and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the maximum annual aggregate value for the transactions contemplated under the Mortgage Agreement, as more particularly described in the Circular, for each of the three years ending 31 December 2010 be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign, execute and deliver all such other documents, deeds, instruments and agreements and to take such steps as they may consider necessary, desirable or expedient to give effect to or in connection with the Mortgage Agreement or any of the transactions contemplated under the Mortgage Agreement and all other matters incidental thereto.”

**5. “THAT:**

- (a) the Co-operation Agreement (as more particularly described in the Circular), a copy of which has been produced to this meeting and marked “G” and initialed by the chairman of the meeting for the purpose of identification, and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the maximum annual aggregate value for the transactions contemplated under the Co-operation Agreement, as more particularly described in the Circular, for each of the three years ending 31 December 2010 be and are hereby approved; and
- (c) the directors of the Company be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign, execute and deliver all such other documents, deeds, instruments and agreements and to take such steps as they may consider necessary, desirable or expedient to give effect to or in connection with the Co-operation Agreement or any of the transactions contemplated under the Co-operation Agreement and all other matters incidental thereto.”

For and on behalf of the Board  
**Mayer Holdings Limited**  
**Lai Yueh-hsing**  
*Chairman*

Hong Kong, 31 October 2008

*Principal Office in Hong Kong*  
Room 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 (or any adjournment thereof) should he so wishes and in such event, the form of proxy shall be deemed to have been revoked.
4. All the resolutions set out in the notice convening the EGM 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.

*As at the date of this announcement, the executive Directors 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 are Mr. Hsiao Ming-Chih and Mr. Huang Chun-fa; and the independent non-executive Directors are Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu respectively.*

\* *For identification purpose only.*