

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of the Company will be held at Room 501, 5th Floor, Aon China Building, 29 Queen’s Road Central, Hong Kong on Friday, 19 June 2009 at 3:00 p.m. (or so soon thereafter as the annual general meeting of Mayer Holdings Limited convened on the same day and at the same place at 2:30 p.m. shall have been concluded or adjourned) for the purpose of considering and, if thought fit, approving the ordinary resolutions set out below:

ORDINARY RESOLUTIONS

“THAT:

1. (a) the purchase agreement dated 22 May 2009 (the “Purchase Agreement”) entered into between Guangzhou Mayer Corporation Limited (“Guangzhou Mayer”) and Mayer Steel Pipe Corporation (“Taiwan Mayer”) in respect of the purchase of raw materials from Taiwan Mayer by Guangzhou Mayer for the period from 1 July 2009 to 31 December 2011 (the “Purchase Transactions”), 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 Purchase Agreement and the implementation thereof be and are hereby approved, confirmed and ratified;
- (b) the sale agreement dated 22 May 2009 (the “Sale Agreement”) entered into between Guangzhou Mayer and Taiwan Mayer in respect of the sale of finished goods to Taiwan Mayer by Guangzhou Mayer for the period from 1 July 2009 to 31 December 2011 (the “Sale Transactions”), 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 Sale Agreement and the implementation thereof be and are hereby approved, confirmed and ratified;
- (c) the proposed annual caps for the Purchase Transactions in relation to the transactions contemplated under the Purchase Agreement for each of the three years ending 31 December 2011 as set out in the circular of the Company dated 3 June 2009 be and are hereby approved, confirmed and ratified;

* *For identification purpose only.*

- (d) the proposed annual caps for the Sale Transactions in relation to the transactions contemplated under the Sale Agreement for each of the three years ending 31 December 2011 as set out in the circular of the Company dated 3 June 2009 be and are hereby approved, confirmed and ratified; and
- (e) 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 Purchase Agreement and the Sale Agreement or any matters contemplated thereunder.”

For and on behalf of the Board
Mayer Holdings Limited
Hsiao Ming-chih
Chairman

Hong Kong, 3 June 2009

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 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. Hsiao Ming Chih, Mr. Lai Yueh-hsing, Mr. Lo Haw, Mr. Cheng Dar-terng, Mr. Chiang Jen-chin and Mr. Lu Wen-yi; the non-executive director of the Company is 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.

As at the date of this announcement, the executive directors of the Company are Mr. Hsiao Ming Chih, Mr. Lai Yueh-hsing, Mr. Lo Haw, Mr. Cheng Dar-terng, Mr. Chiang Jen-chin and Mr. Lu Wen-yi; the non-executive director of the Company is 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.