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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)

**DISCLOSEABLE AND CONNECTED TRANSACTION:
DISPOSAL OF 50% ISSUED SHARE CAPITAL OF VIETNAM MAYER**

Financial Adviser to Mayer Holdings Limited



On 21 January 2010 (after trading hours), the Company entered into the Agreement with the Purchaser, pursuant to which the Company has agreed to dispose of and the Purchaser has agreed to acquire the Sale Shares, being 50% issued share capital of Vietnam Mayer, at a total consideration of USD2,100,000 (or its equivalent amount in HK\$16,380,000).

Vietnam Mayer is principally engaged in manufacturing and trading of stainless steel pipes in Vietnam.

Taiwan Mayer, the ultimate controlling shareholder of the Company, is a connected person of the Company under Rule 14A.11(1) of the Listing Rules. In addition, as the applicable percentage ratios (as defined under the Listing Rules) in respect of the Disposal are more than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules. Therefore, the Disposal contemplated under the Agreement constitutes a discloseable and connected transaction for the Company under Chapters 14 and 14A of the Listing Rules. The Disposal is subject to the reporting, announcement and Independent Shareholders' approval requirements of the Company under the Listing Rules.

The Company will seek approval of the Independent Shareholders by way of poll on the entering into of the Agreement at the EGM. Since Taiwan Mayer is the ultimate controlling shareholder of the Company and has material interests in the Agreement, Taiwan Mayer and its associates, which are interested in a total of 200,000,000 Shares (representing approximately 34.72% of the Company's existing issued share capital as at the date of this announcement), are required to abstain from voting on the relevant resolution(s) approving the Agreement for the Disposal at the EGM.

An Independent Board Committee comprising Mr. Lin Sheng-bin, Mr. Huang Jui-siang and Mr. Alvin Chiu (all being independent non-executive Directors) has been established to (i) advise the Independent Shareholders as to whether the terms of the Agreement are fair and reasonable so far as the Independent Shareholders are concerned and whether the Disposal is in the interests of the Company and the Shareholders as a whole; and (ii) advise the Independent Shareholders on how to vote in respect of the Disposal after taking into account the recommendation of an independent financial adviser appointed by the Company.

INTRODUCTION

On 21 January 2010 (after trading hours), the Company entered into the Agreement with the Purchaser, pursuant to which the Company has agreed to dispose of and the Purchaser has agreed to acquire the Sale Shares, being 50% issued share capital of Vietnam Mayer, at a total consideration of USD2,100,000 (or its equivalent amount in HK\$16,380,000) (the “**Consideration**”).

THE AGREEMENT

Set out below are the principal terms of the Agreement:

Date:

21 January 2010 (after trading hours)

Parties involved:

Vendor

Guangzhou Mayer, a non wholly-owned subsidiary of the Company

Purchaser

Taiwan Mayer, the ultimate controlling shareholder of the Company

Assets to be disposed of:

Pursuant to the Agreement, the Company has agreed to dispose of and the Purchaser has agreed to acquire the Sale Shares at the Consideration.

Vietnam Mayer is incorporated in Vietnam with limited liability and is an indirect non wholly-owned subsidiary of the Company. Vietnam Mayer is principally engaged in manufacturing and trading of stainless steel pipes in Vietnam.

As at the date of this announcement, Guangzhou Mayer holds 50% equity interest in Vietnam Mayer and the remaining equity interest in Vietnam Mayer is held by two Independent Third Parties as to 30% and 20% respectively.

Upon Completion, Vietnam Mayer will cease to be a subsidiary of the Company.

The Consideration:

The Consideration of USD2,100,000 (or its equivalent amount in HK\$16,380,000) is payable by the Purchaser to the Company within 30 business days upon the Completion Date in cash.

Basis of the Consideration:

The Consideration was determined between the Company and the Purchaser after arm's length negotiations and on normal commercial terms, with reference to (i) the net asset value ("NAV") of Vietnam Mayer as at 30 November 2009; and (ii) the capital injected into Vietnam Mayer by the Company of USD2,000,000 (equivalent to approximately HK\$15,600,000) in 2006 (the "Capital").

Given that the Consideration represents a premium over both of (i) 50% of the "NAV of Vietnam Mayer of approximately VND73,154,973,930 (equivalent to approximately HK\$30,717,774) as at 30 November 2009"; and (ii) the Capital, the Directors consider that the Consideration is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole.

Completion:

Completion shall take place after the completion of the relevant transfer and registration procedures by the Vendor.

INFORMATION ON VIETNAM MAYER

Vietnam Mayer is principally engaged in manufacturing and trading of stainless steel pipes in Vietnam.

Set out below is a summary of the unaudited financial information on Vietnam Mayer for the 11 months ended 30 November 2009 and the audited financial information on Vietnam Mayer for the two years ended 31 December 2008 prepared in accordance with the relevant financial reporting standards:

	For the 11 months ended 30 November 2009 (unaudited) VND	For the year ended 31 December 2008 (audited) VND	For the year ended 31 December 2007 (audited) VND
Consolidated Income Statement			
Revenue	36,701,645,998	53,347,888,689	4,973,791,399
Net profit/(loss) before taxation	2,547,098,602	5,454,445,156	(261,067,729)
Net profit/(loss) after taxation	2,547,098,602	5,454,445,156	(261,067,729)

	As at 30 November 2009 (unaudited) VND	As at 31 December 2008 (audited) VND	As at 31 December 2007 (audited) VND
Consolidated Balance Sheet			
Total assets	91,028,672,008	61,758,878,557	50,636,237,917
Total liabilities	(17,873,698,078)	(1,119,561,230)	(3,779,365,746)
NAV	73,154,973,930	60,639,317,327	46,856,872,171

POSSIBLE FINANCIAL EFFECTS AND USE OF PROCEEDS

Based on the existing information available to the Company, the Directors estimated that the expected gain to be recorded in the Group's consolidated financial statements arising from the Disposal is approximately HK\$821,000, being the difference between the Consideration of approximately USD2,100,000 (or its equivalent amount in HK\$16,380,000) and the sum of (i) 50% of the "consolidated unaudited NAV of Vietnam Mayer of approximately VND73,154,973,930 (equivalent to approximately HK\$30,717,774)" based on the management accounts of Vietnam Mayer as at 30 November 2009; and (ii) the estimated expenses in relation to the Disposal of approximately HK\$200,000. The Directors consider that the asset position of the remaining Group will improve as a result of the Disposal and the Disposal will not have any material adverse effect on the turnover, profitability and the business operation of the remaining Group. The Company intends to apply the net proceeds from the Disposal of approximately HK\$16,180,000 as general working capital for the remaining Group.

It should be noted that the aforementioned estimations are for illustrative purpose only and do not purport to represent how the financial position of the remaining Group will be upon Completion.

REASONS FOR THE DISPOSAL

The Group is principally engaged in manufacturing and trading of steel pipes, steel sheets and other products made of steel, property investment and leasing of aircrafts for rental purposes.

As aforementioned, the Consideration represents a premium over both of (i) 50% of the "NAV of Vietnam Mayer of approximately VND73,154,973,930 (equivalent to approximately HK\$30,717,774) as at 30 November 2009"; and (ii) the Capital. In addition, in view of that the Disposal would allow the Company (i) to improve the unity of the business of the Group and Taiwan Mayer, given that the business of Taiwan Mayer is manufacturing and trading of stainless steel pipes; while Guangzhou Mayer is mainly engaging in manufacturing and trading of stainless steels sheet; and (ii) to allocate its resources on other business areas of the remaining Group in the future, the Directors consider that the terms of the Agreement are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned, and the Disposal is in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATION

Taiwan Mayer, the ultimate controlling shareholder of the Company, is a connected person of the Company under Rule 14A.11(1) of the Listing Rules. In addition, as the applicable percentage ratios (as defined under the Listing Rules) in respect of the Disposal are more than 5% but less than 25%, the Disposal constitutes a discloseable transaction for the Company under Chapter 14 of the Listing Rules. Therefore, the Disposal contemplated under the Agreement constitutes a discloseable and connected transaction for the Company under Chapters 14 and 14A of the Listing Rules. The Disposal is subject to the reporting, announcement and Independent Shareholders' approval requirements of the Company under the Listing Rules.

The Company will seek approval of the Independent Shareholders by way of poll on the entering into of the Agreement at the EGM. Since Taiwan Mayer is the ultimate controlling shareholder of the Company and has material interests in the Agreement, Taiwan Mayer and its associates, which are interested in a total of 200,000,000 Shares (representing approximately 34.72% of the Company's existing issued share capital as at the date of this announcement), are required to abstain from voting on the relevant resolution(s) approving the Agreement for the Disposal at the EGM.

The EGM will be held to consider and, if thought fit, approve the ordinary resolution(s) in respect of the Agreement and the transactions contemplated thereunder.

GENERAL

An Independent Board Committee comprising Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu (all being independent non-executive Directors) has been established to (i) advise the Independent Shareholders as to whether the terms of the Agreement are fair and reasonable so far as the Independent Shareholders are concerned and whether the Disposal is in the interests of the Company and the Shareholders as a whole; and (ii) advise the Independent Shareholders on how to vote in respect of the Disposal after taking into account the recommendation of an independent financial adviser appointed by the Company.

A circular containing, among other things, (i) further details of the Agreement; (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders in relation to the Disposal; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the Disposal; and (iv) a notice convening the EGM will be despatched to the Shareholders as soon as practicable in accordance with the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, capitalised terms used shall have the following meanings:

“Agreement”	the agreement dated 21 January 2010 entered into between Guangzhou Mayer and Taiwan Mayer in respect of the Disposal
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Company”	Mayer Holdings Limited (Stock code: 1116), a company incorporated in the Cayman Islands with limited liabilities and the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules and the word “connected” shall be construed accordingly
“controlling shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Disposal”	the disposal of the Sale Shares by the Company to the Purchaser pursuant to the terms and conditions of the Agreement
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, to approve by the Independent Shareholders the Agreement and the transactions contemplated thereunder
“Group”	the Company and its subsidiaries
“Guangzhou Mayer”	Guangzhou Mayer Corporation Limited, a company incorporated in the PRC and a non wholly-owned subsidiary of the Company
“Independent Board Committee”	the independent committee of the Board comprising the independent non-executive Directors, namely Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu, to advise the Independent Shareholders regarding the Disposal

“Independent Shareholders”	Shareholders other than Taiwan Mayer and its associates
“Independent Third Party(ies)”	third parties and their ultimate beneficial owner(s) which are independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Sale Shares”	50% issued share capital of Vietnam Mayer as at the date of the Agreement
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Taiwan Mayer”	Mayer Steel Pipe Corporation, a company incorporated in Taiwan whose shares are listed on the Taiwan Stock Exchange Corporation, and the ultimate controlling shareholder of the Company
“Vietnam”	Socialist Republic of Vietnam
“Vietnam Mayer”	Vietnam Mayer Company Limited, a company incorporated in Vietnam with limited liability and an indirect non wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“USD”	US dollars, the lawful currency of the United States of America
“VND”	Vietnamese đồng, the lawful currency of Vietnam
“%”	per cent.

By Order of the Board
Mayer Holdings Limited
Hsiao Ming-chih
Chairman

Hong Kong, 21 January 2010

Unless otherwise specified in this announcement, amounts denominated in USD or in RMB, or in VND have been converted, for the purpose of illustration only, into HK\$ as follows:

HK\$7.8 = USD1
HK\$1.135 = RMB1
HK\$0.0004199 = VND1

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.

If there is any inconsistency between the Chinese names of the PRC entitles mentioned in this announcement and their English translations, the Chinese names shall prevail.

This announcement will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange and the website of the Company for at least 7 days from the date of its posting.

** For identification purposes only*