

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 IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Mayer Holdings Limited (the “Company”) will be held at 22/F, W Square, 314-324 Hennessy Road, Wanchai, Hong Kong on Saturday, 30 April 2011 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 13 April 2011 (the “Circular”)) as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT

- (i) the Acquisition Agreement and all the transactions contemplated thereunder, including but not limited to (i) the issue of Convertible Bonds in the principal amount of HK\$90,000,000 in accordance with the terms and conditions of the Convertible Bonds referred to in the Acquisition Agreement and the issue and allotment of approximately 163,636,363 Conversion Shares of the Company at HK\$0.55 each (subject to adjustments) which may fall to be issued and allotted upon exercise of the conversion right attached to the Convertible Bonds to the Vendor in partial settlement of the consideration under the Acquisition Agreement; (ii) the issue of the Promissory Notes in the amount of HK\$300,000,000 in accordance with the terms and conditions of the Promissory Notes referred to in the Acquisition Agreement by the Company to the Vendor in partial settlement of the consideration under the Acquisition Agreement; and (iii) the issue and allotment of approximately 236,363,636 Consideration Shares of the Company at HK\$0.55 each to the Vendor in partial settlement of the consideration under the Acquisition Agreement, be and are hereby approved, confirmed and ratified;

- (ii) the directors of the Company be and are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry and implement the Acquisition Agreement and all the transactions contemplated thereunder into full effect.”

Registered office:
P.O. Box 309
Ugland House,
Grand Cayman,
KY1-1104
Cayman Islands,
British West Indies

*Head office and principal place of business
in Hong Kong:*
22/F, W Square,
314-324 Hennessy Road,
Wanchai, Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint more than one proxy to attend and, on poll, vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the EGM or any adjourned meeting thereof.
3. Where there are joint holders of any shares of the Company, any one of such persons may vote at the EGM either personally, or by proxy, in respect of such shares of the Company as if he were solely entitled thereto, and if more than one of such joint holders are present at the EGM personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote.
4. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM or any adjourned meeting thereof and in such event, the form of proxy shall be deemed to be revoked.

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

Hong Kong, 13 April 2011

As at the date of this announcement, the executive Directors of the Company are Mr. Hsiao Ming-chih, Mr. Lai Yueh-hsing, Mr. Chiang Jen-chin, Mr. Lu Wen-yi and Mr. Cheng Koon Cheung; the non-executive Directors are Mr. Chan Kin Sang, Mr. Chen Guoxiang and Mr. Li Deqiang; and the independent non-executive Directors of the Company are Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang, Mr. Alvin Chiu and Mr. Peter V.T. Nguyen respectively.

* *For identification purpose only*