



美亞控股有限公司*
MAYER HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1116)

NOTICE OF EXTRAODINARY GENERAL MEETING

NOTICE HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of the Company will be held at Room 501, 5/F., Aon China Building, 29 Queen’s Road Central, Hong Kong, on Friday, 6 June 2008, at 3:00 p.m. or immediately after the conclusion of the annual general meeting of the Company to be held on the same day and place at 2:30 p.m., for the purpose of considering and, if thought fit, approving the ordinary resolutions set out below:

ORDINARY RESOLUTIONS

“THAT:

1. (a) the aircraft lease agreement dated 6 May 2008 (the “Aircraft Lease Agreement”) entered into between ROC Advance Limited (“ROC Advance”) and Daily Air Corporation, Inc. (“Daily Air Corporation”) in respect of the leasing of the aircrafts and the provision of the consultancy services for a term of three years commencing from 8 June 2008 to 7 June 2011, 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 Aircraft Lease 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 Aircraft Lease Agreement for each of the three years ending 7 June 2011 as set out in the circular of the Company dated 20 May 2008 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 Aircraft Lease Agreement or any matters contemplated thereunder; and

* *For identification purposes only*

2. the authorised capital of the Company be increased from One Hundred Million Hong Kong Dollars (HK\$100,000,000) to Two Hundred Million Hong Kong Dollars (HK\$200,000,000) by the creation of an additional 1,000,000,000 new shares of HK\$0.10 each, such new shares of the Company to rank pari passu in all respects with the existing shares in the capital of the Company.”

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

Hong Kong, 20 May 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 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.