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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 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 Thursday, 25 March 2010 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution (with or without modifications) by way of poll as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (i) the agreement dated 21 January 2010 (the “**Agreement**”) entered into between Guangzhou Mayer Corporation Limited and Mayer Steel Pipe Corporation (“**Taiwan Mayer**”), pursuant to which Mayer Holdings Limited has agreed to dispose of and the Taiwan Mayer has agreed to acquire the sale shares, being 50% issued share capital of Vietnam Mayer Company Limited, a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, the transactions contemplated under the Agreement and the implementation thereof be and are hereby approved, confirmed and ratified; and
- (ii) 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 Agreement or any matters contemplated thereunder.”

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

Hong Kong, 11 February 2010

Registered office:
P.O. Box 309
Ugland House
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KY1-1104
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
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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.

* *For identification purposes only*