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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 EGM

NOTICE IS HEREBY GIVEN that an 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 Wednesday, 7 July 2010 at 2:30 p.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 21 June 2010 (the “Circular”)) as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the Agreement (a copy of which has been produced to the meeting and marked “A”, and initialed by the chairman of the meeting for the purpose of identification) and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and
- (b) any one director of the Company be and is hereby authorized for and on behalf of the Company to do all such acts and things, to sign, execute and deliver all such other documents, deeds, instruments and agreements and to take such steps as he may consider necessary, desirable or expedient to give effect to or in connection with the Agreement or any of the transactions contemplated under the Agreement and all other matters incidental thereto.”

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

Hong Kong, 21 June 2010

* For identification purpose only.

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British West Indies

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business in Hong Kong:*
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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 (or any adjournment thereof) should he so wish and in such event, the form of proxy shall be deemed to have been revoked.
4. The resolution will be voted by way of poll.
5. As at the date thereof, the executive Directors are Mr. Hsiao Ming-chih, Mr. Lai Yueh-hsing, Mr. Lo Haw, Mr. Cheng Dar-terng, Mr. Chiang Jen-chin, Mr. Lu Wen-yi and Mr. Cheng Koon Cheung; the non-executive Directors are Mr. Huan Chun-fa and Mr. Chan Kin Sang; and the independent non-executive Directors are Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang, Mr. Alvin Chiu and Mr. Peter V. T. Nguyen.