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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)**

## **POLL RESULT OF THE EXTRAORDINARY GENERAL MEETING HELD ON 3 DECEMBER 2010**

The Board is pleased to announce that the ordinary resolution proposed for approving the VM Agreement and the transactions contemplated thereunder was duly passed by the Independent Shareholders by way of poll at the EGM held on 3 December 2010.

Reference is made to the circular of the Company dated 18 November 2010 (the “Circular”) and the notice of the EGM in relation to the VM Agreement and the transactions contemplated thereunder. Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the Circular.

### **RESULT OF EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that at the EGM held on 3 December 2010, the ordinary resolution approving the VM Agreement and the transactions contemplated thereunder was duly passed by the Independent Shareholders by way of poll.

As at the date of the EGM, there were a total of 691,200,000 Shares in issue. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, (i) Taiwan Mayer is the ultimate controlling Shareholder and has material interests in the VM Capital Increase; and (ii) Winner is a substantial shareholder of Vietnam Mayer and has material interests in the VM Capital Increase. Accordingly, (i) Taiwan Mayer and its associates, which were interested in a total of 200,000,000 Shares (representing approximately 28.94% of the Company’s existing issued share capital as at the date of the EGM); and (ii) Winner and its associates, which was not interested in any Share as at the date of the EGM, are required to abstain from voting on the relevant resolution(s) approving the VM Agreement and the transactions contemplated thereunder at the EGM. As such, the total number of Shares entitling the holders thereof to attend and vote for or against the resolution in respect of the VM Agreement and the transactions contemplated thereunder at the EGM was 491,200,000 Shares.

\* For identification purpose only

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, was appointed as the scrutineer at the EGM for the purpose of vote taking.

The poll result in respect of the resolution proposed at the EGM is set out as below:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
1. To approve the VM Agreement and all transactions contemplated thereunder.	183,052,000 (100)%	Nil 0%

As more than 50% of the votes were cast in favour of the resolution, the above resolution were duly passed as ordinary resolution.

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

Hong Kong, 3 December 2010

*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. 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.*