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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 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 Thursday, 31 March 2011 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 16 March 2011 (the “**Circular**”)) as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the Capital Increase 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 Capital Increase Agreement or any of the transactions contemplated under the Capital Increase Agreement and all other matters incidental thereto.”

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

Hong Kong, 16 March 2011

* For identification purpose only

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Cayman Islands
British West Indies

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business in Hong Kong*
22nd Floor, 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 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 wishes 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 Messrs. Hsiao Ming-chih, Lai Yueh-hsing, Chiang Jen-chin, Lu Wen-yi and Cheng Koon Cheung; the non-executive Directors are Messrs. Chan Kin Sang, Chen Guoxiang and Li Deqiang; and the independent non-executive Directors are Messrs. Lin Sheng-bin, Huang Jui-hsiang, Alvin Chiu and Peter V.T. Nguyen.