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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)

MAJOR TRANSACTION ACQUISITION OF PROPERTY

Financial Adviser to the Company



CAPITAL

CSC Asia Limited

The Board is pleased to announce that the Purchaser on 11 June 2007 entered into a legally binding MOU with the Vendor, an independent third party not connected with the Company or any of its subsidiaries or any of their respective directors, chief executive or substantial shareholders or any of their respective associates, pursuant to which the Vendor shall sell and the Purchaser shall acquire the Property at a consideration of NT\$880,000,000 (equivalent to approximately HK\$208,296,000).

The Acquisition constitutes a major transaction for the Company under Rule 14.06(3) of the Listing Rules and is therefore subject to the Shareholders' approval. As no Shareholder is required to abstain from voting if the Company were to convene a general meeting for approving

the Acquisition, pursuant to Rule 14.44 of the Listing Rules, in lieu of holding a general meeting of the Company, shareholders' written approval is accepted for the Acquisition. Mayer Corporation, the controlling shareholder holding 300,000,000 shares of the Company representing 62.5% of the issued share capital of the Company as at the date of this announcement, has given written approval for the Acquisition. Accordingly, no general meeting for the Shareholders' approval of the Acquisition will be held. A circular containing, among others, further details of the Acquisition together with the valuation report of the Property, will be despatched to the Shareholders as soon as possible.

INTRODUCTION

The Board is pleased to announce that the Purchaser entered into a legally binding MOU with the Vendor on 11 June 2007 pursuant to which the Vendor shall sell and the Company shall acquire the Property at a consideration of NT\$880,000,000 (equivalent to approximately HK\$208,296,000).

THE MOU

Date: 11 June 2007

Parties:

Purchaser: the Company

Vendor: 達欣開發股份有限公司 (Da Cin Development Co., Ltd.), a company incorporated in Taiwan

Property to be acquired:

The Property, an industrial building, is situated at Land No. 14, Kuang Fu Sec., Hsinchu City, Taiwan (台灣省新竹市光復段14地號) with a site area of approximately 3,664.54 square metres (1,108.52 ping). The site of the Property is zoned as Type B Industrial Area which is mainly for low hazard industrial and ancillary uses.

Consideration and payment terms:

The consideration for the Acquisition of NT\$880,000,000 (equivalent to approximately HK\$208,296,000) has been determined after arm's length negotiations between the Company

and the Vendor with reference to the prevailing market values of comparable properties in the vicinity and an indication of the market value of the Property in the region of NT\$910,500,000 (equivalent to approximately HK\$215,515,350) provided by an independent valuer, DTZ Debenham Tie Leung Limited.

Pursuant to the terms of the MOU, the consideration for the Acquisition shall be payable in cash by the Purchaser to the Vendor in the following manner:

- (a) an initial refundable deposit of NT\$24,000,000 (equivalent to approximately HK\$5,680,800) (the "Initial Deposit") as part of the first instalment shall be payable to the Vendor by the Company upon signing of the MOU;
- (b) a sum of NT\$57,500,000 (equivalent to approximately HK\$13,610,250), as further deposit and part of the first instalment, shall be payable upon signing of the Formal Agreement scheduled to be entered into on or before 12 July 2007;
- (c) a sum of NT\$81,500,000 (equivalent to approximately HK\$19,291,050) as second instalment shall be payable within one month from the date of which the usage permit of the Property is obtained, the usage permit is expected to be obtained on or before 12 August 2007;
- (d) a sum of NT\$570,500,000 (equivalent to approximately HK\$135,037,350) as third instalment shall be payable upon completion of the transfer of legal title of the Property to the Purchaser, which is expected to be taken place 60 days after the payment of the second instalment; and
- (e) the remaining balance of NT\$146,500,000 (equivalent to approximately HK\$34,676,550), shall be payable upon completion of the construction works on the Property in accordance to the design plans provided by the Purchaser to the Vendor and the delivery of the Property, which is expected to be taken place within 15 days after the payment of the third instalment.

The Group currently intends to finance the consideration for the Acquisition approximately 80% by bank financing and the remaining approximately 20% either by internal resources of the Group or by capital raising exercises or a combination of them.

Conditions precedent

The MOU shall be conditional upon:

- (a) the Board having approved the Acquisition;
- (b) the board of the Vendor having approved the Acquisition;
and
- (c) approvals having been obtained from relevant regulatory authorities in connection with the Acquisition.

If condition (c) above is not fulfilled by 12 July 2007, both parties agree to extend the date of the entering into of the Formal Agreement by one month. In the event that condition (c) is not fulfilled during the extension period of the entering into of the Formal Agreement, the MOU shall automatically lapse and neither party to the MOU shall be in breach to their obligations, and the Initial Deposit shall be fully refunded forthwith to the Purchaser.

The MOU shall continue in force until the execution of the Formal Agreement.

The Formal Agreement

The MOU is intended to set out the parties' understanding regarding the Formal Agreement, the terms and conditions of the Acquisition. Although the terms of the MOU may be refined or expanded subsequently in the Formal Agreement, the principal terms are expected to be substantially the same as those set out in the MOU. The Company will make a further announcement when the Formal Agreement is entered into by the parties.

INFORMATION ON THE PROPERTY AND THE VENDOR

The Property is situated at Land No. 14, Kuang Fu Sec., Hsinchu City, Taiwan (台灣省新竹市光復段14地號) and in an industrial district of Hsinchu City, Taiwan. The Property is located near the intersection of Kung-Tao 5th Road and Zhong

Shang Highway. It is located near Hsinchu Science Park, a renowned industrial base for high-tech companies engaging in businesses such as semiconductor manufacturing and is also near National Chiao Tung University, Taiwan.

The Property has a site area of approximately 3,664.54 square metres (1,108.52 ping) and a planned total gross floor area of approximately 20,084.91 square metres (6,075.69 ping). The site of the Property is zoned as Type B Industrial Area which is mainly for low hazard industrial and ancillary uses. The Property is an eleven-storey industrial building with three basement levels of car parking spaces. The Property is currently under construction of which the superstructure of the building has been erected and the internal and external finishing works of the building are being carried out. The Property is scheduled to be completed in September 2007.

The Vendor is a non wholly-owned subsidiary of Da Cin Construction Co., Ltd. (達欣工程股份有限公司), the shares of which are listed on the Taiwan Stock Exchange. Da Cin Construction Co., Ltd. is principally engaged in civil engineering, piling and foundations and building construction. The Vendor, based in Taiwan, is principally engaged in integrated property development, construction, installation, fitting and decoration.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Vendor and its holding companies are independent third parties not connected with the Company or any of its subsidiaries or any of their respective directors, chief executive or substantial shareholders or any of their respective associates.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in processing and manufacturing different kinds of steel sheets and steel pipes which are used in the manufacturing of computing, consumer electronics and communication products, sports equipment, as well as spare parts of household appliances and motor vehicles mainly for the overseas markets through indirect export sales.

As stated in the annual report of the Company for the year ended 31 December 2006, the Group has been identifying

suitable investment opportunities in order to maximize returns to the Shareholders. The Directors consider that the Acquisition is in line with the Group's current business diversification strategy to invest in favourable investments capable of generating recurring income and will provide the Group with a good opportunity to enhance the Group's assets base through broadening the income base of the Group. The Company is of the view that due to continuous growth in electronics industry and excessive demand for the scant supply of industrial usage properties in Hsinchu Science Park, nearby developments, such as the area where the Property is situated, are able to benefit from the growing demand for such properties. Given the strategic location of the Property, the Directors are optimistic on the outlook of the property leasing market and are of the view that the Acquisition represents an attractive opportunity for the Group to enhance its assets base. After the signing of the Formal Agreement, the Company intends to commence negotiation with potential tenants for the Property. It is the current intention of the Directors to retain the Property as long term investment of the Group.

The Directors, including the independent non-executive Directors, consider that the terms and conditions of the MOU are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

GENERAL

As the applicable percentage ratios exceed 25% but less than 100%, the Acquisition constitutes a major transaction for the Company under Rule 14.06(3) of the Listing Rules and is therefore subject to Shareholders' approval.

Pursuant to Rule 14.44 of the Listing Rules, Shareholders' approval for the Acquisition may be obtained by written Shareholders' approval in lieu of holding a general meeting if (a) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Acquisition; and (b) written Shareholders' approval has been obtained from a shareholder or a closely allied group of Shareholders who together hold more than 50% in nominal value of the issued share capital of the Company giving the right to attend and vote at that general meeting to approve the Acquisition.

The Directors confirm that, to the best of their knowledge, information and belief after having made all reasonable enquiries, the Vendor and its beneficial owner(s) are third parties independent of the Company and its connected persons and therefore no shareholder of the Company is required to abstain from voting if the Company were to convene a general meeting for the approval of the Acquisition. Mayer Corporation, the controlling shareholder of the Company holding 300,000,000 shares of the Company representing 62.5% of the issued share capital of the Company as at the date of this announcement, has given written approval for the Acquisition. Accordingly, no general meeting for the Shareholders' approval of the Acquisition will be held.

A circular containing, among others, further details of the Acquisition together with the valuation report of the Property, will be despatched to the Shareholders as soon as possible.

DEFINITIONS

In this announcement, unless context otherwise requires, the following expressions have the following meanings:-

“Acquisition”	the acquisition of the Property by the Purchaser from the Vendor pursuant to the MOU or when subsequently entered into, the Formal Agreement
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	board of Directors
“Company”	Mayer Holdings Limited, a company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	have the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company

“Formal Agreement”	the formal sale and purchase agreement to be entered into on or before 12 July 2007 between a wholly-owned subsidiary incorporated in Taiwan of the Purchaser as purchaser and the Vendor as vendor in relation to the Acquisition
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Mayer Corporation”	Mayer Corporation Development International Limited, the controlling shareholder of the Company
“MOU”	the memorandum of understanding dated 11 June 2007 entered into between the Purchaser as purchaser and the Vendor as vendor in relation to the Acquisition
“Property”	an industrial building situated at Land No. 14, Kuang Fu Sec., Hsinchu City, Taiwan (台灣省新竹市光復段14地號)
“Purchaser”	the Company
“Share(s)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the Listing Rules
“Vendor”	達欣開發股份有限公司 (Da Cin Development Co., Ltd.)

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“NT\$”	New Taiwan dollars, the lawful currency of Taiwan; and
“%”	per cent.

For the purpose of this announcement, all amounts denominated in NT\$ have been translated (for information only) into HK\$ using the exchange rates of NT\$1.00:HK\$0.2367. Such translation shall not be construed as a representation that amounts of NT\$ were or may have been converted.

By order of the Board
Mayer Holdings Limited
LAI Yueh-hsing
Chairman

Hong Kong, 11 June 2007

As at the date of this announcement, the executive Directors 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 are Mr. Hsiao Ming-chih and Mr. Huang Chun-fa; and the independent non-executive Directors are Mr. Lin Sheng-bin, Mr. Huang Jui-hsiang and Mr. Alvin Chiu respectively.

** For identification purpose only*