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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)

**ISSUE OF NEW SHARES UNDER GENERAL MANDATE
AND
REFRESHMENT OF GENERAL MANDATE TO ISSUE AND ALLOT SHARES
AND
RESUMPTION OF TRADING**

Financial Adviser



**CAPITAL
CSC Asia Limited**

ISSUE OF NEW SHARES UNDER GENERAL MANDATE

On 13 August 2007, the Company and the seven Subscribers entered into the seven Subscription Agreements respectively, pursuant to which the Company conditionally agreed to issue, and the Subscribers have conditionally agreed to subscribe, an aggregate of 96,000,000 Subscription Shares at the Subscription Price of HK\$0.60 per Subscription Share.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Subscribers and their ultimate beneficial owners are not connected persons of the Company and are Independent Third Parties.

The Subscription Price was determined after arm's length negotiations between the Company and the Subscribers and with reference to the prevailing market prices of the Shares. The Subscription Price of HK\$0.60 per Subscription Share represents (i) a discount of approximately 7.69% to the closing price of HK\$0.65 per Share as quoted on the Stock Exchange on 13 August 2007, being the date of the Subscription Agreements; (ii) a discount of approximately 6.54% to the average closing price per Share as quoted on the Stock Exchange of approximately HK\$0.642 for the past five consecutive trading days immediately prior to 13 August 2007, being the date of the Subscription Agreements; and (iii) a discount of approximately 9.77% to the average closing price per Share as quoted on the Stock Exchange of approximately HK\$0.665 for the past ten consecutive trading days immediately prior to 13 August 2007, being the date of the Subscription Agreements.

The Subscription Shares represent approximately 20% of the existing issued share capital of the Company and approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares. The Subscription Shares shall be issued under the Existing Issue Mandate to issue Shares granted to the Directors at the 2007 AGM.

Completion is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares on or before the Long Stop Date or such other date as the Company and the Subscribers may mutually agree in writing. The net proceeds from the Subscription will be approximately HK\$57.3 million out of which approximately HK\$23 million will be used as partial payment of the consideration for the Acquisition and the remaining balance of HK\$34.3 million will be used for the general working capital requirement of the Group.

REFRESHMENT OF GENERAL MANDATE TO ISSUE AND ALLOT SHARES

The Company proposes to seek a refreshment of the Existing Issue Mandate. The relevant resolution will be proposed at the EGM.

A circular containing further details of (i) the refreshment of the Existing Issue Mandate; (ii) the letter of recommendation from the Independent Board Committee on the refreshment of the Existing Issue Mandate; (iii) the letter of recommendation from the independent financial adviser to the Independent Board Committee and the Independent Shareholders on the refreshment of the Existing Issue Mandate; and (iv) the notice of the EGM will be despatched to the Shareholders as soon as practicable.

RESUMPTION OF TRADING

Trading in the shares of the Company on the Stock Exchange was suspended at the request of the Company with effect from 9:30 a.m. on 14 August 2007 pending release of this announcement. The Company has applied to the Stock Exchange for a resumption of trading in its shares with effect from 9:30 a.m. on 15 August 2007.

ISSUE OF NEW SHARES UNDER GENERAL MANDATE

On 13 August 2007, the Company and the seven Subscribers entered into the seven Subscription Agreements respectively, pursuant to which the Company conditionally agreed to issue, and the Subscribers have conditionally agreed to subscribe, an aggregate of 96,000,000 Subscription Shares at the Subscription Price of HK\$0.60 per Subscription Share. Save for the identity of the Subscribers and the number of the Subscription Shares, the principal commercial terms of each of the Subscription Agreements are substantially the same.

THE SUBSCRIPTION AGREEMENTS

Date: 13 August 2007

Parties:

Issuer: The Company

Subscribers: seven private individual investors, of which none of them will become a substantial shareholder of the Company after the Subscription

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Subscribers and their ultimate beneficial owners do not have any interest in the Company as at the date of the Subscription Agreements and are not connected persons of the Company and are Independent Third Parties.

The Subscription Shares:

Pursuant to the Subscription Agreements, the Subscribers agreed to subscribe for an aggregate of 96,000,000 new Shares. The Subscription Shares represent (i) 20% of the existing issued share capital of the Company;

and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

The Subscription Shares, when fully paid, will rank pari passu in all respects with the existing Shares in issue on the date of completion of the Subscription, including the right to all dividends and distributions declared, made or paid at any time after the date of allotment.

General Mandate

The Subscription Shares will be allotted and issued under the Existing Issue Mandate to issue Shares granted to the Directors at the 2007 AGM. Under the Existing Issue Mandate, the Directors are allowed to allot and issue up to 96,000,000 Shares. As at the date of this announcement, no part of the Existing Issue Mandate has been utilized.

Subscription Price:

The Subscription Price of HK\$0.60 per Subscription Share was arrived at after arm's length negotiations and with reference to the prevailing market price of the Shares.

The Subscription Price of HK\$0.60 per Subscription Share represents:

- (i) a discount of approximately 7.69% to the closing price of HK\$0.65 per Share as quoted on the Stock Exchange on 13 August 2007, being the date of the Subscription Agreements;
- (ii) a discount of approximately 6.54% to the average closing price per Share as quoted on the Stock Exchange of approximately HK\$0.642 for the past five consecutive trading days immediately prior to 13 August 2007, being the date of the Subscription Agreements; and
- (iii) a discount of approximately 9.77% to the average closing price per Share as quoted on the Stock Exchange of approximately HK\$0.665 for the past ten consecutive trading days immediately prior to 13 August 2007, being the date of the Subscription Agreements.

Based on the estimated expenses of approximately HK\$0.3 million relating to the Subscription, the net price per Subscription Share (based on the amount of net proceeds from the Subscription) is approximately HK\$0.597.

Condition of the Subscription Agreements:

The Subscription Agreements are not inter-conditional on each other. Completion of each of the Subscription Agreements is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares on or before the Long Stop Date or such other date as the Company and the Subscribers may mutually agree in writing.

If the condition referred to above is not fulfilled by the Long Stop Date or such other date as the Company and the Subscribers may mutually agree in writing, the Subscription Agreements shall terminate and neither of the Parties shall have any claim against the other for costs, damages, compensation or otherwise save for any antecedent breaches.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

Completion of the Subscription Agreements:

Completion of the Subscription is expected to take place on the second Business Day following the day on which the condition of the Subscription Agreements set out above has been satisfied or such later date as the Company and the Subscribers may agree.

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

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.

In view of the current equity market conditions, the Directors consider the Subscription is a good opportunity for the Group to raise capital while at the same time broadening the shareholder's and capital base. Further, the Subscription can strengthen the financial position of the Group. Reference is also made to the Company's announcement dated 11 June 2007 (the "Announcement") and circular dated 10 July 2007 (the "Circular") involving the acquisition of a property located in Taiwan (the "Acquisition"). As stated in the Announcement and the Circular, the Company intended that the consideration of the Acquisition of NT\$880 million (equivalent to approximately HK\$208.3 million) to be satisfied by approximately 80% by bank financing and the remaining 20% either by internal resources of the Group or by capital raising exercises or a combination of them. As at the date of this announcement, the Company has paid the first instalment of NT\$81.5 million (equivalent to approximately HK\$19.3 million). The net proceeds from the Subscription of approximately HK\$57.3 million out of which approximately HK\$23 million will be used as partial payment of the consideration for the Acquisition and the remaining balance of HK\$34.3 million will be used for the general working capital requirement of the Group. Given the remaining balance of the payment for the Acquisition is not expected to be paid until around October 2007, the Directors consider that it is reasonable to apply part of the proceeds from the Subscription as general working capital of the Group.

The gross proceeds from the Subscription will be HK\$57.6 million. The Directors estimate that the expenses to be incurred by the Company in the Subscription will amount to approximately HK\$0.3 million.

Based on the above, the Board considers that the terms of the Subscription Agreements are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITY DURING THE PAST 12 MONTHS

Date of announcement	Transaction	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds
20 December 2006	Issue of 80,000,000 new Shares pursuant to the subscription agreements dated 20 December 2006	HK\$39.6 million	General working capital of the Group	Utilised as intended

Save as disclosed above, the Company did not conduct any fund raising activity during the past 12 months immediately preceding the date of this announcement.

EFFECT ON SHAREHOLDING STRUCTURE

The table below sets out the Company's shareholding structure immediately before and after Completion, assuming there are no other changes to the share capital of, or holding in, the Company.

Shareholders	Immediately before Completion		Immediately after Completion	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Mayer Corporation (<i>Note</i>)	300,000,000	62.50	300,000,000	52.08
Public Shareholders				
Existing public Shareholders	180,000,000	37.50	180,000,000	31.25
Subscribers	—	—	96,000,000	16.67
Sub-total	180,000,000	37.50	276,000,000	47.92
Total	<u>480,000,000</u>	<u>100.00</u>	<u>576,000,000</u>	<u>100.00</u>

Note: Mayer Corporation is a wholly-owned subsidiary of Mayer Steel Pipe Corporation. Mayer Steel Pipe Corporation, a company incorporated in Taiwan, whose shares are listed on the Taiwan Stock Exchange Corporation, is the ultimate controlling Shareholder. Three executive Directors, namely, Messrs. Lo Haw, Chang Dar-terng and Chiang Jen-chin are interested in approximately 6.8%, 1.8% and less than 1% in Mayer Steel Pipe Corporation respectively.

REFRESHMENT OF GENERAL MANDATE TO ISSUE AND ALLOT SHARES

The Existing Issue Mandate granted to the Directors to allot and issue shares at the 2007 AGM will be fully utilized as a result of the completion of the Subscription and issue of the Subscription Shares.

In order to provide a flexible means for the Company to raise further funds for investment or working capital and/or to procure potential acquisition opportunities for its future business development through the issue of new Shares, the Board wishes to seek approval of Shareholders at the EGM to refresh the Existing Issue Mandate for the Directors to issue and allot new Shares up to 20% of the issued share capital of the Company as at the date of the EGM.

On the basis of 480,000,000 Shares in issue as at the date hereof and assuming there is no change in the issued share capital of the Company until the date of the EGM and assuming that the issuance of 96,000,000 new Shares pursuant to the Subscription takes place before the EGM, the New Issue Mandate (if granted) will empower the Directors to issue and allot up to a maximum of 115,200,000 new Shares.

The refreshment of the Existing Issue Mandate is proposed to the Shareholders prior to the Company's next annual general meeting, and therefore, pursuant to Rule 13.36(4) of the Listing Rules, the New Issue Mandate will be subject to the Independent Shareholders' approval by way of poll at the EGM. Mayer Corporation, being the controlling Shareholder, is required to abstain from voting in favour of the resolution to approve the refreshment of the Existing Issue Mandate.

GENERAL

A circular containing further details of (i) the refreshment of the Existing Issue Mandate; (ii) the letter of recommendation from the Independent Board Committee on the refreshment of the Existing Issue Mandate; (iii) the letter of recommendation from the independent financial adviser to the Independent Board Committee and the Independent Shareholders on the refreshment of the Existing Issue Mandate; and (iv) the notice of the EGM will be despatched to the Shareholders as soon as practicable.

RESUMPTION OF TRADING

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DEFINITIONS

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

“2007 AGM”	the annual general meeting of the Company held on 31 May 2007
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	board of Directors
“Business Day”	a day (other than a Saturday and days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which banks are open for business in Hong Kong
“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
“Completion”	completion of the Subscription pursuant to the terms of the Subscription Agreements
“connected person(s)”	have the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to approve refreshment of the Existing Issue Mandate
“Existing Issue Mandate”	the general mandate granted to the Directors pursuant to an ordinary resolution approved by the Shareholders at the 2007 AGM to allot, issue and deal in up to 96,000,000 Shares, representing 20% of the issued share capital of the Company as at the date of the 2007 AGM

“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Company comprising the three independent non-executive Directors to be established to advise the Independent Shareholders in relation to the refreshment of the Existing Issue Mandate
“Independent Shareholders”	Shareholders other than Mayer Corporation
“Independent Third Parties”	third parties not connected with any director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates according to the Listing Rules
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	30 September 2007, being the long stop date of the Subscription Agreements
“Mayer Corporation”	Mayer Corporation Development International Limited, the controlling Shareholder
“New Issue Mandate”	the general mandate proposed to be sought at the EGM to authorize the Directors to allot, issue and deal with Shares up to 20% of the issued share capital of the Company as at the date of the EGM
“PRC”	The People’s Republic of China
“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
“Subscribers”	the seven subscribers subscribing for the Subscription Shares pursuant to the respective Subscription Agreements
“Subscription”	the subscription of the Subscription Shares by the Subscribers pursuant to the Subscription Agreements
“Subscription Agreements”	the seven conditional subscription agreements each dated 13 August 2007 entered into between the Company as one part and each of the Subscribers on the other part in relation to the Subscription
“Subscription Price”	the subscription price of HK\$0.60 per Subscription Share

“Subscription Shares”	an aggregate of 96,000,000 new Shares to be allotted and issued by the Company to the Subscribers pursuant to the Subscription Agreements
“subsidiaries”	has meaning ascribed to it under the Listing Rules
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“NT \$”	New Taiwan dollars, the lawful currency of Taiwan
“%”	per cent.

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

Hong Kong, 14 August 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*