



美亞控股有限公司\*  
MAYER HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1116)

Form of proxy for the Extraordinary General Meeting  
to be held on Friday, 30 June 2006 (the "EGM")

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each  
in the share capital of Mayer Holdings Limited (the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE  
EGM** <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the EGM of the Company to be held at Room 501, 5th Floor, Aon China  
Building, 29 Queen's Road Central, Hong Kong on Friday, 30 June 2006 at 3:30 p.m. (and any adjournment thereof) for  
the purposes of considering and, if thought fit, passing the resolution as set out in the notice convening the EGM (the  
"Notice") and at the EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such  
resolution as indicated below <sup>(Note 4)</sup>.

ORDINARY RESOLUTION		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To approve the ordinary resolution #1 as set out in the Notice.		
2.	To approve the ordinary resolution #2 as set out in the Notice.		

Date: \_\_\_\_\_ 2006      Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all shares registered in your name(s).
3. If any proxy other than the Chairman of the EGM is preferred, strike out the words "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you. If no name is given, the Chairman of the EGM will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** If no direction is given, your proxy may vote or abstain at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its director(s) or duly authorised attorney(s). If the form of proxy is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorization document must be notarised.
6. In case of joint holders of any share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the EGM, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
7. In order to be valid, the form of proxy together with the power of attorney or other authorization document (if any) must be deposited at the share registrar of the Company not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of a form of proxy will not preclude a shareholder from attending and voting in person at the meeting if he so wishes. The share registrar of the Company is Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
8. Shareholders or their proxies attending the EGM shall produce their identity documents.

\* For identification purpose only