



美亞控股有限公司*
MAYER HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1116)

PROXY FORM FOR USE AT THE EXTRAORDINARY GENERAL MEETING

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ (Note 2) shares of HK\$0.1 each in the share
capital of Mayer Holdings Limited (the "Company"), HEREBY APPOINT (Note 3) _____

of _____
or (Note 4) the Chairman of the Meeting to act as my/our proxy/proxies at the extraordinary general meeting of the Company to be held at 22/F, W Square, 314-324 Hennessy Road, Wanchai, Hong Kong on Saturday, 30 April 2011 at 11:00 a.m. (the "Meeting") and at any adjourned meeting thereof for the purposes of considering and, if thought fit, passing the resolutions, with or without amendments, as set out in the notice convening the Meeting and at the Meeting (and at any adjourned meeting thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit. Capitalized terms used in this proxy form shall have the same meanings as defined in the circular dated 13 April 2011 unless otherwise expressly defined in this proxy form.

ORDINARY RESOLUTION	FOR (Note 5)	AGAINST (Note 5)
<p>"THAT</p> <p>(i) the Acquisition Agreement and all the transactions contemplated thereunder, including but not limited to (i) the issue of Convertible Bonds in the principal amount of HK\$90,000,000 in accordance with the terms and conditions of the Convertible Bonds referred to in the Acquisition Agreement and the issue and allotment of 163,636,363 new shares of the Company at HK\$0.55 each (subject to adjustments) which may fall to be issued and allotted upon exercise of the conversion right attached to the Convertible Bonds to the Vendor in partial settlement of the consideration under the Acquisition Agreement; (ii) the issue of the Promissory Notes in the amount of HK\$300,000,000 in accordance with the terms and conditions of the Promissory Notes referred to in the Acquisition Agreement by the Company to the Vendor in partial settlement of the consideration under the Acquisition Agreement; and (iii) the issue and allotment of 236,363,000 new shares of the Company at HK\$0.55 each to the Vendor in partial settlement of the consideration under the Acquisition Agreement, be and are hereby approved, confirmed and ratified;</p> <p>(ii) the directors of the Company be and are hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as they may in their discretion consider necessary desirable or expedient to carry and implement the Acquisition Agreement and all the transactions contemplated thereunder into full effect."</p>		

Dated this _____ day of _____ 2011 Signature (Note 8) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated. Only one of the joint holders needs to sign (but see note 7 below).
- Please insert the number of shares of the Company to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and, on poll, vote on his behalf. A proxy need not be a member of the Company.
- If any proxy other than the Chairman of the Meeting is preferred, strike out "or the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the duly appointed Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast his votes at his discretion. A proxy will also be entitled to vote at his direction on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the Meeting or any adjourned meeting thereof.
- Where there are joint holders of any shares of the Company, any one of such persons may vote at the Meeting either personally, or by proxy, in respect of such shares of the Company as if he were solely entitled thereto, and if more than one of such joint holders are present at the Meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under the hand of an officer, attorney or other person duly authorised.
- Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned meeting thereof and in such event, the form of proxy shall be deemed to be revoked.

* For identification purposes only