



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 EXTRAORDINARY GENERAL MEETING (“EGM”)

Number of shares to which this proxy form relates ¹	
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I/We, ² _____
of _____ being registered shareholder(s)
in the share capital of **Mayer Holdings Limited**, hereby appoint ³ _____
of _____
or failing him/her, the Chairman of the EGM as my/our proxy to attend and vote on my/our behalf at the EGM to be held at 11:00 a.m. on Thursday, 12 September 2019 at 15th Floor, Admiralty Centre II, 18 Harcourt Road, Hong Kong and at any adjournment of the meeting for the purpose of considering and, if thought fit, passing the following resolution set out in the notice dated 23 August 2019 convening the EGM (the “**Notice**”). I/We direct that my/our vote(s) be cast on the specified resolution as indicated by a “✓” in the appropriate boxes. In the absence of any indication, the proxy may vote for or against the resolution or abstain at his/her own discretion.

Ordinary Resolution [#]	For ⁴	Against ⁴
(a) To approve, confirm and ratify the Sale and Purchase Agreement and the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith;		
(b) To give the Specific Mandate to the Directors to allot and issue the Consideration Shares to the Vendor (or its nominee) pursuant to the Sale and Purchase Agreement;		
(c) To approve the issue of the promissory note in an aggregate principal amount of HK\$158,000,000 by the Purchaser to the Vendor (or its nominee) as part of the Consideration pursuant to the Sale and Purchase Agreement; and		
(d) To authorise any Director to execute such documents and do all such acts and things which he considers appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the Sale and Purchase Agreement.		

* For identification purposes only

[#] Please refer to the Notice for the full text of the resolution. Capitalised terms used herein shall have the same meanings as those defined in the Notice.

Dated: _____

Signature ⁵: _____

Notes:

- If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your names.
- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the name and address of the proxy. If no name is inserted, the Chairman of the EGM will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him/her. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Any alteration made to this proxy form must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion or to abstain. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its duly authorised attorney(s) to it or other person duly authorised to sign.
- To be valid, this completed and signed proxy form and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be lodged with Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong by not less than 48 hours before the time appointed for the holding of the meeting or any adjournment of it (as the case may be).

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (“**Purposes**”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Computershare Hong Kong Investor Services Limited at the above address.