



美亞控股有限公司*

MAYER HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

("Company")

(Stock Code: 1116)

FORM OF PROXY FOR THE COMPANY'S EXTRAORDINARY GENERAL MEETING ("EGM")

Number of Shares (as defined below) to which this form of proxy relates ¹	
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I/We, ² _____ of _____ being registered holder(s) of the Share(s) in the paid-up capital of the Company ("Shareholder"), 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 Level 22, Nexxus Building, 41 Connaught Road Central, Hong Kong on Friday, 22 April 2022 at 11:00 a.m. and at any adjournment of the EGM for the purpose of considering and, if thought fit, passing the following resolutions set out in the notice dated 30 March 2022 convening the EGM ("Notice"). I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by a "✓" in the appropriate boxes. In the absence of any indication, the proxy may vote for or against the resolution(s) or abstain at his/her own discretion.

	Ordinary Resolutions	For ⁴	Against ⁴
1.	THAT the grant of 174,800,000 share options under the share option scheme adopted by the Company on 31 May 2019 (the "Share Option Scheme") to Sino Light Investment Advisory Limited entitling it to subscribe for 174,800,000 shares of a nominal value of HK\$0.2 each in the capital of the Company (the "Shares") at an exercise price of HK\$0.2 per Share and on the terms and conditions set out in the circular of the Company dated 30 March 2022 be and is hereby approved and that the directors of the Company (the "Director(s)") be and are hereby authorised to do any and all such acts, deeds or things and/or execute all such documents or instruments as may be necessary, desirable or expedient in order to give effect to the foregoing;		
2.	THAT subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of and permission to deal in the Shares (as defined in Resolution 1 above) to be allotted and issued upon the exercise of options granted under the Share Option Scheme (as defined in Resolution 1 above), the existing limit in respect of the granting of share options to subscribe for the Shares under the Share Option Scheme be and is hereby refreshed provided that the total number of Shares which may be allotted and issued upon exercise of the share options granted under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution (the "Refreshed Limit") and that the Directors be and are hereby authorised to grant share options under the Share Option Scheme up to the Refreshed Limit and to exercise all powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such share options; and		
3.	(a) To re-elect Mr. Xiao Libo as an executive Director;		
	(b) To re-elect Mr. Lam Chung Chak as a non-executive Director;		
	(c) To re-elect Dr. Cheung Ka Yue as a non-executive Director;		
	(d) To re-elect Mr. Chan Chun Kit as an independent non-executive Director; and		
	(e) To re-elect Mr. Lu Jianping as an independent non-executive Director.		

* For identification purposes only

Dated: _____

Signature ⁵: _____

Notes:

- If no number is inserted, this form of proxy will be deemed to be related to all the Shares registered in your name(s).
- 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 EGM and vote for him/her/it. The proxy need not be a member of the Company but must attend the EGM in person to represent you. Any alteration made to this form of proxy 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 EGM other than those referred to in the Notice.
- 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 form of proxy and the relevant notarised power of attorney (if any) and other relevant document of authorisation (if any), must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712 - 1716, 17th 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 EGM or its adjournment (as the case may be).

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) ("Particulars") 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 ("Purposes"). We may transfer the Particulars to our agent, contractor, or third party service provider who/which provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who/which are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Particulars 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, Chapter 486 of the Laws of Hong Kong and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.