



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 Room 501, 5/F., Aon China Building, 29 Queen’s Road Central, Hong Kong on Thursday, 25 March 2010 at 3:00 p.m. (the “**Meeting**”) and at any adjournment thereof for the purposes of considering and, if thought fit, passing the resolution, with or without amendments, as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION		FOR (Note 5)	AGAINST (Note 5)
1.	(i) the agreement dated 21 January 2010 (the “ <b>Agreement</b> ”) entered into between Guangzhou Mayer Corporation Limited and Mayer Steel Pipe Corporation (“ <b>Taiwan Mayer</b> ”), pursuant to which Mayer Holdings Limited has agreed to dispose of and Taiwan Mayer has agreed to acquire the sale shares, being 50% issued share capital of Vietnam Mayer Company Limited, a copy of which has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, the transactions contemplated under the Agreement and the implementation thereof be and are hereby approved, confirmed and ratified; and		
	(ii) any one director of the Company be and is hereby authorized to do all such acts and things on behalf of the Company as they may consider necessary or expedient in his absolute discretion to implement the Agreement or any matters contemplated thereunder.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010 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 INITIALED 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 Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for the Meeting or any adjournment 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 and in such event, the form of proxy shall be deemed to be revoked.

\* For identification purposes only