

MAYER HOLDINGS LIMITED

美亞控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1116)

PROXY FORM FOR THE EGM

Form of proxy for use at the extraordinary general meeting (the "EGM") of Mayer Holdings Limited (the "Company") convened by Bumper East Limited and Aspiat Investment Limited pursuant to the Articles of Association of the Company.

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 the Company, hereby appoint ³ _____
of _____

of failing him/her, the Chairman of the EGM (namely Mr. Tim Fletcher) as my/our proxy to attend and vote on my/our behalf at the EGM to be held at Room 1005-06, 10/F., Tai Tung Building, No. 8 Fleming Road, Wan Chai, Hong Kong on Monday, 10 August 2015 at 11:00 a.m. and at any adjournment of the meeting. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an "✓" 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 resolutions	For ⁴	Against ⁴
1.	to consider, confirm and ratify the immediate appointment of Mr. Lee Kwok Leung as an executive Director by the shareholders of the Company on 9 October 2014 at 11:00 a.m. (the "First EGM-2014").		
2.	to consider, confirm and ratify the immediate removal of Mr. Lai Yueh-hsing as a Director by the shareholders of the Company at the First EGM-2014.		
3.	to consider, confirm and ratify the immediate appointment of Mr. Lee Kwok Leung as the chairman of the Company in replacement of Mr. Lai Yueh-hsing by the shareholders of the Company at the First EGM-2014.		
4.	to consider, confirm and ratify the immediate appointment of Mr. Ng Cheuk Lun as an independent non-executive Director by the shareholders of the Company on 9 October 2014 at 11:30 a.m. (the "Second EGM-2014").		
5.	to consider, confirm and ratify the immediate appointment of Ms. Li Shan Mui, Janice as an independent non-executive Director by the shareholders of the Company at the Second EGM-2014.		
6.	to consider, confirm and ratify the immediate appointment of Mr. Lin Jinhe as an executive Director by the shareholders of the Company at the Second EGM-2014.		
7.	to consider, confirm and ratify the immediate appointment of Mr. Xu Lidi as an executive Director by the shareholders of the Company at the Second EGM-2014.		
8.	to consider, confirm and ratify the immediate removal of Mr. Hsiao Ming-chih as a Director by the shareholders of the Company at the Second EGM-2014.		
9.	to consider, confirm and ratify the immediate removal of Mr. Chiang Jen-chin as a Director by the shareholders of the Company at the Second EGM-2014.		
10.	to consider, confirm and ratify the immediate removal of Mr. Lu Wen-yi as a Director by the shareholders of the Company at the Second EGM-2014.		
11.	to consider, confirm and ratify the immediate removal of Mr. Xue Wenge as a Director by the shareholders of the Company at the Second EGM-2014.		
12.	to consider, confirm and ratify the immediate removal of Mr. Lin Sheng-bin as a Director by the shareholders of the Company at the Second EGM-2014.		
13.	to consider, confirm and ratify the immediate removal of Mr. Huang Jui-hsiang as a Director by the shareholders of the Company at the Second EGM-2014.		
14.	to consider, confirm and ratify the immediate removal of Mr. Alvin Chiu as a Director by the shareholders of the Company at the Second EGM-2014.		
15.	to consider, confirm and ratify all Directors appointed to the Board of Directors of the Company on or after the date of deposit of the letter of requisition from Bumper East Limited and Capital Wealth Finance Company Limited dated 21 August 2014 to convene, inter alia, the First EGM-2014 and the Second EGM-2014 but before the holding of the First EGM-2014 be immediately removed as Directors by the shareholders of the Company at the Second EGM-2014.		
16.	to consider, confirm and ratify the immediate appointment of Mr. Lau Kwok Hung as an independent non-executive Director by the board of directors of the Company on 9 October 2014.		
17.	to consider, confirm and ratify the immediate appointment of Mr. Huang Jian Wei as an independent non-executive Director by the board of directors of the Company on 12 March 2015.		

Dated: _____

Signature⁵: _____

Notes:

- 1 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.
- 2 Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- 3 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 initialled by the person who signs it.
- 4 **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.
- 5 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.
- 6 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).

* For identification purposes only