



# 美亞控股有限公司\*

## MAYER HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01116)

### PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

Form of proxy for use at the extraordinary general meeting (the "EGM") of Mayer Holdings Limited (the "Company")

Number of shares to which this proxy form relates <sup>1</sup>	
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I/We,<sup>2</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being registered shareholder(s) in the share capital of the Company, hereby appoint<sup>3</sup> \_\_\_\_\_  
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 2 p.m. on Monday, 15 October 2018 at 3/F., Alliance Building, 130-136 Connaught Road Central, Hong Kong and at any adjournment of the meeting for the purpose of considering and, if thought fit, passing the following resolutions set out in the notice dated 21 September 2018 convening the EGM (the "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 or abstain at his/her own discretion.

Special Resolution <sup>#</sup>		For <sup>4</sup>	Against <sup>4</sup>
1.	(a) To approve and/or confirm and/or ratify (as the case may be) the Settlement Deed and the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith; (b) To approve the Share Buy-backs as contemplated under the Settlement Deed and the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith; and (c) To authorise any Director to execute such documents and do all such acts and things which he/she considers appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the Settlement Deed and the Share Buy-backs.		
Ordinary Resolutions <sup>#</sup>			
2.	To approve the Capital Reorganisation and matters contemplated thereunder and to authorise any Director to execute such documents and do all such acts and things which he/she considers appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the Capital Reorganisation.		
3.	To approve and authorise the Directors to allot and issue the Remuneration Shares and to authorise any Director to execute such documents and do all such acts and things which he/she considers appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the allotment and issue of the Remuneration Shares.		
4.	(a) To approve the Open Offer (including but not limited to the allotment and issue of the Offer Shares) and the transactions contemplated thereunder; (b) To approve, confirm and ratify the entering into of the underwriting agreement dated 20 July 2018 made between the Company, Yicko Securities Limited, President Securities (Hong Kong) Limited and Kam Fai Securities Company Limited (as amended and supplemented by the supplement agreement dated 18 September 2018) and the arrangements for excess application for the Offer Shares by the Qualifying Shareholders; and (c) To authorise any Director to execute such documents and do all such acts and things which he/she considers appropriate or desirable relating to or in connection with the matters contemplated in and/or for implementation of the Open Offer.		

\* For identification purposes only

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

Dated: \_\_\_\_\_

Signature<sup>5</sup>: \_\_\_\_\_

**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.