



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 ANNUAL GENERAL MEETING (“AGM”)

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 AGM as my/our proxy to attend and vote on my/our behalf at the AGM to be held at 11:00a.m. on Friday, 31 May 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 resolutions set out in the notice dated 30 April 2019 convening the AGM (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.

Ordinary Resolutions		For ⁴	Against ⁴
1.	(a) To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors (the “Directors”) and the independent auditor of the Company for the year ended 31 December 2011.		
	(b) To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2012.		
	(c) To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2013.		
	(d) To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2014.		
	(e) To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2015.		
	(f) To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2016.		
	(g) To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2017.		
	(h) To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the independent auditor of the Company for the year ended 31 December 2018.		
2.	(a) To re-elect Mr. Lee Kwok Leung as an executive Director.		
	(b) To re-elect Mr. Xu Lidi as an executive Director.		
	(c) To re-elect Mr. Lin Jinhe as an executive Director.		
	(d) To re-elect Mr. Wang Dongqi as a non-executive Director.		
	(e) To re-elect Mr. Lau Kwok Hung as an independent non-executive Director.		
	(f) To re-elect Ms. Chen Yen Yung as an independent non-executive Director.		
	(g) To re-elect Mr. Deng Shimin as an independent non-executive Director.		
3.	To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.		
4.	To re-appoint Zhonghui Anda CPA Limited as auditor and authorise the Board of Directors to fix its remuneration.		
5.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company (ordinary resolution in item No. 5 of the notice of annual general meeting). [#]		
6.	To give a general mandate to the Directors to issue new shares or securities of the Company not exceeding 20% of the total number of issued shares of the Company (ordinary resolution in item No. 6 of the notice of annual general meeting). [#]		
7.	To extend the general mandate to be given to the Directors to allot, issue and deal with additional shares or securities of the Company of an amount representing the total number of shares repurchased by the Company (ordinary resolution in item No. 7 of the notice of annual general meeting). [#]		
8.	To adopt the share option scheme (ordinary resolution in item No. 8 of the notice of annual general meeting). [#]		

[#] For identification purposes only

[#] Please refer to the Notice for the full text of the resolutions.

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 AGM 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 initiated 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 AGM 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.