



美亞控股有限公司*
MAYER HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1116)

FORM OF PROXY FOR USE IN CONNECTION WITH THE ANNUAL GENERAL MEETING
TO BE HELD ON 30 DECEMBER 2024 (the “AGM”)

I/We,¹ _____ of _____

being the registered holder(s) of² _____ share(s) of HK\$0.2 each in the share capital of
Mayer Holdings Limited (the “Company”, the “Shares” and the “Shareholder(s)”, respectively), hereby appoint³ _____
of _____

or failing him/her, the chairman of the AGM as my/our proxy to attend, speak and vote on my/our behalf at the AGM to be held at 3:00 p.m. on Monday, 30 December 2024 at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong and at its adjournment for the purpose of considering and, if thought fit, passing the following resolutions set out in the notice dated 6 December 2024 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(s) or abstain at his/her own discretion.

Ordinary Resolutions		For ⁴	Against ⁴
1.	(a) To re-elect Mr. Ip Yun Kit as an executive director of the Company.		
	(b) To re-elect Ms. Zhang Yana as an executive director of the Company.		
	(b) To re-elect Mr. Lu Jianping as an independent non-executive director of the Company.		
	(d) To re-elect Mr. Du Ning as an independent non-executive director of the Company.		
2.	To authorise the board of directors of the Company (the “Directors”) to fix the remuneration of the Directors.		
3.	To give a general mandate to the Directors to buy back Shares not exceeding 10% of the total number of the issued Shares. [#]		
4.	To give a general mandate to the Directors to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of the issued Shares. [#]		
5.	Conditional upon resolutions 3 and 4 above being passed, to extend the general mandate to be given to the Directors to allot, issue and otherwise deal with additional Shares of an amount representing the total number of Shares bought back and cancelled by the Company. [#]		
Special Resolution		For ⁴	Against ⁴
6.	To amend the existing memorandum of association and articles of association of the Company (the “M&A”) and adopt the new M&A. [#]		

* For identification purpose only

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

Dated: _____ December 2024

Signature⁵: _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- If no number is inserted, this form of proxy (the “Proxy Form”) will be deemed to be related to all the Shares registered in your names.
- 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 (or, if holding two or more Shares, more than) one proxy to attend the AGM and speak and vote for him/her/it. The proxy need not be a Shareholder but must attend the AGM 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, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE COLUMN MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE COLUMN MARKED “AGAINST”.** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his/her discretion to vote or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the AGM other than those referred to in the Notice.
- This Proxy 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/F, 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 AGM or its adjournment (as the case may be).
- The Company reserves its right to treat any Proxy Form which has been incorrectly completed in some manner as valid if such incorrectness is considered by the Company, at its absolute discretion, immaterial.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) (the “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 AGM (the “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 Particulars. 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 made in writing by mail to Computershare Hong Kong Investor Services Limited at the above address.