



MAXNERVA
雲智匯科技服務

MAXNERVA TECHNOLOGY SERVICES LIMITED
雲智匯科技服務有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 1037)

PROXY FORM

Form of proxy for use at the Special General Meeting (or at any adjournment thereof) of MAXNERVA TECHNOLOGY SERVICES LIMITED (the "Company")

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____
shares of HK\$0.10 each in the capital of the Company, HEREBY APPOINT ^(note 3) _____
of _____
or failing him, the Chairman of the meeting as my/our proxy to act for me/us at the Special General Meeting (or at any adjournment thereof) (the "**Meeting**") of the Company to be held at Unit B, 10/F, E168, 166-168 Des Voeux Road Central, Sheung Wan, Hong Kong at 3:00 p.m. on Monday, 15 March 2021, and at the said meeting (or at any adjournment thereof) to vote for me/us as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To confirm, ratify and approve the acquisition agreement dated 24 December 2020 entered into among the Company, Personify Inc., as the buyer and Foxconn (Far East) Ltd. as seller, and the transactions contemplated thereunder including the allotment and issue of the Consideration Shares (as defined in the Company's circular dated 22 February 2021).		
2.	To approve the Whitewash Waiver (as defined in the Company's circular dated 22 February 2021) and to authorise the board of directors of the Company or a duly authorised committee thereof to take all such actions as it considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or implement the Whitewash Waiver.		

Date: _____

Shareholder's Signature ^(note 5) _____

Notes:

- Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- Please insert the number of shares to which this 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).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE PLACE A "✓" IN THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A "✓" IN THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its company chop or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the office of the Company's branch share registrar in Hong Kong (Tricor Abacus Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong) as soon as possible and in any event not later than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be).
- 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 form of proxy must be initialled by the person who signs it.
- Under the Hong Kong Code on Takeovers and Mergers, the resolution number 2 above in relation to the Whitewash Waiver shall be approved by at least 75% of the independent vote that are cast either in person or by proxy by the Independent Shareholders (as defined in the circular dated 22 February 2021) at the Meeting.

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 Meeting of the Company (the "**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 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. You/your proxy (or proxies) has/has the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Abacus Limited at the above address.