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

(Incorporated in Bermuda with limited liability)

(Stock code: 1037)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We *(note 1)* ______________________________

of ______________________________

being the holder(s) of *(note 2)* ______________________________

shares of HK$0.1 each in the share capital of Maxnerva Technology Services Limited (the "**Company**"), **HEREBY APPOINT** *(note 3)* the chairman of the special general meeting of the Company (the "**SGM**"), or ______________________________

of ______________________________

as my/our proxy to act for me/us at the SGM (or at any adjournment thereof) to be held at Conference Hall 02, G/F, 1 Science Park East Avenue (IE), Hong Kong Science Park, Shatin, N.T., Hong Kong on Friday, 15 December 2017 at 11:00 a.m. to consider and, if thought fit, pass the resolutions as set out in the notice convening the SGM and at the SGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolution as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	Resolutions	For *(note 4)*	Against *(note 4)*
Ordinary resolutions			
1.	To confirm, ratify and approve the framework agreement (the "**2017 IT System Operation and Maintenance Framework Agreement**") in relation to IT system operation and maintenance dated 22 September 2017 entered into between the Company and Hon Hai Precision Industry Company Limited ("**Hon Hai**")		
2.	To confirm, ratify and approve the framework agreement (the "**2017 Build-Own-Operate and IT Project Framework Agreement**") in relation to build-own-operate and IT project dated 22 September 2017 entered into between the Company and Hon Hai		
3.	To confirm, ratify and approve the framework agreement (the "**2017 Procurement Framework Agreement**") in relation to procurement of enterprise-level products dated 22 September 2017 entered into between the Company and Hon Hai		
4.	To confirm, ratify and approve the framework agreement (the "**2017 Sales Framework Agreement**") in relation to sales of ancillary IT products dated 22 September 2017 entered into between the Company and Hon Hai		
5.	To authorize any one director of the Company or any other person authorized by the directors of the Company to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company, and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with each of the 2017 IT System Operation and Maintenance Framework Agreement, 2017 Build-Own-Operate and IT Project Framework Agreement, 2017 Procurement Framework Agreement and 2017 Sales Framework Agreement and the transactions contemplated thereunder		

Dated this ____________ day ____________ of 2017

Signature *(note 5)* ______________________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the SGM is preferred, please delete the words "the Chairman of the special general meeting of the Company (the "**SGM**"), or" and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, YOU SHOULD TICK THE RELEVANT BOXES UNDER THE COLUMN MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, YOU SHOULD TICK THE RELEVANT BOXES UNDER THE COLUMN MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution put to the SGM other than that referred to in the notice convening the SGM.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized. Any alteration made to this form should be initialed by the person who signs the form.
6. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and delivery of this form of proxy will not preclude you from attending and voting at the SGM if you so wish.
7. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. The proxy needs not be a member of the Company but must attend the SGM in person to represent you.