



多想雲

MANY IDEA  
CLOUD

# Many Idea Cloud Holdings Limited

## 多想雲控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6696)

### PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

Form of proxy for use at the extraordinary general meeting of Many Idea Cloud Holdings Limited (the "Company") to be held at 12/F, ERKE Group Mansion, 11 Hualien Road, Siming District, Xiamen, the PRC on 8 March 2024 at 10:00 a.m. (the "Meeting" or "EGM").

I/We,<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_  
ordinary shares<sup>2</sup> in the issued share capital of the Company, hereby appoint<sup>3</sup> the chairman of the Meeting  
or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 12/F, ERKE Group Mansion, 11 Hualien Road, Siming District, Xiamen, the PRC on 8 March 2024 at 10:00 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated:

	ORDINARY RESOLUTION <sup>4</sup>	For <sup>5</sup>	Against <sup>5</sup>
1.	<p>"THAT subject to the satisfaction of all conditions as set out in the paragraph headed "Conditions of the Open Offer" in the "Letter from the Board" in the circular of the Company dated 25 January 2024 (the "Circular"):</p> <p>(A) the underwriting agreement dated 28 December 2023 (the "<b>Underwriting Agreement</b>") entered into between the Company and Many Idea Liujianghui Limited (the "<b>Underwriter</b>"), (a copy of the Underwriting Agreement marked "A" has been produced to the EGM and initialled by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;</p> <p>(B) the issue by way of open offer (the "<b>Open Offer</b>") of up to 400,000,000 new Shares (the "<b>Open Offer Shares</b>") (assuming no further change in the issued share capital of the Company up to the Record Date (as defined below)), to the shareholders of the Company (the "<b>Qualifying Shareholders</b>") whose names appear on the register of members of the Company as at 4:30 p.m. on Wednesday, 20 March 2024 (or such other time and date as the Company may determine) (the "<b>Record Date</b>"), save for the Shareholders whose addresses as at the Record Date are outside of Hong Kong (if any) to whom the Directors, based on the enquiries made by the Directors, consider it necessary or expedient not to offer the Open Offer Shares on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s) (the "<b>Non-Qualifying Shareholders</b>"), on the basis of one (1) Open Offer Share for every two (2) existing Shares held on the Record Date at the subscription price of HK\$0.15 per Open Offer Share and otherwise on terms and conditions set out in the Circular (a copy of the Circular marked "B" has been produced to the EGM and initialled by the chairman of the EGM for the purpose of identification), be and is hereby approved;</p> <p>(C) the placing agreement dated 28 December 2023 entered into between the Company and Metaverse Securities Limited (the "<b>Placing Agent</b>") (the "<b>Placing Agreement</b>"), in relation to the placing of those Open Offer Shares that are not subscribed by the Qualifying Shareholders, aggregated fractional Open Offer Shares, and Open Offer Shares which would otherwise have been allotted to the Non-Qualifying Shareholders (the "<b>Unsubscribed Shares</b>") by the Placing Agent on a best effort basis (a copy of the Placing Agreement marked "C" has been produced to the EGM and initialled by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;</p> <p>(D) any one or more Directors be and are hereby authorised to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Open Offer Shares, the implementation of the Open Offer, to give effect to or in connection with the Open Offer, or any transaction contemplated thereunder."</p>		

SPECIAL RESOLUTION <sup>4</sup>		For <sup>5</sup>	Against <sup>5</sup>
2.	<p>“THAT</p> <p>(A) subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong and the satisfaction of any conditions attached to the Whitewash Waiver granted, the waiver pursuant to Note 1 of the Notes on dispensations from Rule 26 of the Takeovers Code waiving any obligation of the Underwriter to make a mandatory general offer to the Shareholders in respect of the shares of the Company not already owned or agreed to be acquired by the Underwriter and parties acting in concert with it which would arise under Rule 26 of the Takeovers Code as a result of the fulfilment of the underwriting obligations by the Underwriter pursuant to the Underwriting Agreement (“Whitewash Waiver”) be and is hereby approved; and</p> <p>(B) any one or more Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with any matters relating to the Whitewash Waiver and the transactions contemplated thereunder.”</p>		

Dated the \_\_\_\_\_ day of \_\_\_\_\_

Signature<sup>6</sup>: \_\_\_\_\_

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares 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 is preferred, delete the words “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person(s) who signs it.
- (4) The full text of the resolutions is set out in the notice of the Meeting.
- (5) **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- (6) 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 common seal or under the hand of an officer or attorney duly authorised.
- (7) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- (8) To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. before 10:00 a.m. on Wednesday, 6 March 2024) or any adjourned meeting.
- (9) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (10) The Chairman of the Meeting will demand a poll on each of the resolutions submitted for determination at the Meeting. On a poll, every member present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her. The results of the poll will be published on websites of the Company and The Stock Exchange of Hong Kong Limited following the Meeting.
- (11) Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 25 January 2024.

**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 (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 for use in connection with the Purposes and to such parties who are authorized 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 Computershare Hong Kong Investor Services Limited at the above address or by email to PrivacyOfficer@computershare.com.hk.