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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Maxnerva Technology Services Limited (the “**Company**”) will be held on 15 January 2021, at 4 p.m. at 22/F, Euro Trade Centre, 13-14 Connaught Road Central, Central, Hong Kong to consider and, if thought fit, approve with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

the framework agreement in relation to information technology (“**IT**”) system operation and maintenance dated 7 December 2020 (the “**2020 IT System Operation and Maintenance Framework Agreement**”) entered into between the Company and Hon Hai Precision Industry Company Limited (“**Hon Hai**”), details of which are described in the circular of the Company dated 29 December 2020 (the “**Circular**”) and a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, and the terms and conditions thereof, the proposed annual cap amounts related thereof, all the transactions contemplated thereunder and the implementation thereof be and are hereby confirmed, ratified and approved.”

2. “**THAT:**

the framework agreement in relation to the build-own-operate and IT project dated 7 December 2020 (the “**2020 Build-Own-Operate and IT Project Framework Agreement**”) entered into between the Company and Hon Hai, details of which are described in the Circular and a copy of which has been produced to this meeting marked “B” and signed by the chairman of this meeting for the purpose of identification, and the terms and conditions thereof, the proposed annual cap amounts related thereof, all the transactions contemplated thereunder and the implementation thereof be and are hereby confirmed, ratified and approved.”

3. “**THAT:**

the framework agreement in relation to the procurement of enterprise-level products dated 7 December 2020 (the “**2020 Procurement Framework Agreement**”) entered into between the Company and Hon Hai, details of which are described in the Circular and a copy of which has been produced to this meeting marked “C” and signed by the chairman of this meeting for the purpose of identification, and the terms and conditions thereof, the proposed annual cap amounts related thereof, all the transactions contemplated thereunder and the implementation thereof be and are hereby confirmed, ratified and approved.”

4. “**THAT:**

the framework agreement in relation to sales of ancillary IT products dated 7 December 2020 (the “**2020 Sales Framework Agreement**”) entered into between the Company and Hon Hai, details of which are described in the Circular and a copy of which has been produced to this meeting marked “D” and signed by the chairman of this meeting for the purpose of identification, and the terms and conditions thereof, the proposed annual cap amounts related thereof, all the transactions contemplated thereunder and the implementation thereof be and are hereby confirmed, ratified and approved.”

5. “**THAT:**

any one director of the Company or any other person authorised by the directors of the Company be and is hereby generally and unconditionally authorised 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 2020 IT System Operation and Maintenance Framework Agreement, 2020 Build-Own-Operate and IT Project Framework Agreement, 2020 Procurement Framework Agreement and 2020 Sales Framework Agreement and the transactions contemplated thereunder.”

By Order of the Board
Maxnerva Technology Services Limited
CHIEN YI-PIN
Chairman

Hong Kong, 29 December 2020

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Head office and principal place of business:

Room 1001, 10/F
Houston Centre
63 Mody Road
Tsim Sha Tsui East
Kowloon, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote on his behalf. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
2. Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting, 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 holders, 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. Several executors or administrators of a deceased member of the Company in whose name any share stands shall, for the purposes of the bye-laws of the Company, be deemed joint holders thereof.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar of the Company, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the Meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Record date (being the last date for registration of any share transfer given there will be no book closure) for determining the entitlement of the shareholders of the Company to attend and vote at the proposed SGM will be 12 January 2021.

As at the date of this announcement, the Board comprises four executive directors, namely, Mr. CHIEN Yi-Pin, Mr. CAI Liting, Mr. KAO Chao Yang and Mr. CHENG Yee Pun, one non-executive director, namely, Mr. JEON Eui Jong, and three independent non-executive directors, namely, Mr. TANG Tin Lok Stephen, Mr. KAN Ji Ran Laurie and Prof. ZHANG Xiaoquan.

PRECAUTIONARY MEASURES FOR SGM

The health of the Shareholders, staff and stakeholders of the Company is of paramount importance to us. To prevent and control the spread of the ongoing novel coronavirus (“COVID-19”) pandemic, the Company will implement the following at the SGM as part of the control measures to safeguard the health and safety of our attending Shareholders, staff and stakeholders of the Company:

- (a) compulsory body temperature checks will be conducted for every attending Shareholder, proxy or other attendee at the entrance of the SGM venue. Any person who has a body temperature of over 37.5 degree Celsius or is subject to the mandatory quarantine order imposed by the Hong Kong Government will be denied entry into or be required to leave the SGM venue;
- (b) each attendee must wear a surgical face mask throughout the SGM and inside the SGM venue;
- (c) the Company will maintain a safe distance between seats;
- (d) no refreshments and beverages will be served; and
- (e) no distribution of coupons for subsequent consumption.

In addition, the Company would like to remind all attending Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. The Company strongly encourages the Shareholders to consider appointing the chairman of the SGM as their proxy to vote as instructed by the Shareholders on the relevant resolutions at the SGM, instead of attending the SGM in person.

In the event of any regulation imposed by the Hong Kong Government due to COVID-19 requiring the change of the date or place of the SGM, the Company will publish an announcement on the websites of both the Company (www.maxnerva.com) and the HKEXnews (www.hkexnews.hk) to notify the Shareholders that the SGM has been adjourned (however, a failure to publish such a notice shall not affect the adjournment of such meeting). The Company will publish a further announcement on its corporate website (www.maxnerva.com) and the HKEXnews’ website (www.hkexnews.hk) to notify the Shareholders of the date, time and location of the adjourned SGM.