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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 30 January 2024, at 4 p.m. at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, 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 4 December 2023 (the “**2023 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 15 January 2024 (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 4 December 2023 (the “**2023 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 4 December 2023 (the “**2023 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 4 December 2023 (the “**2023 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 2023 IT System Operation and Maintenance Framework Agreement, 2023 Build-Own-Operate and IT Project Framework Agreement, 2023 Procurement Framework Agreement and 2023 Sales Framework Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 15 January 2024

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. In order to be valid, the form of proxy, and if the proxy is signed by a person under a power of attorney or other authority (if any) on behalf of the appointor, a notarially certified copy of such power of attorney or authority, shall be delivered to the Hong Kong branch share registrar of the Company, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 form of proxy proposes to vote. Completion and return of the form of proxy appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the form of proxy previously submitted shall be deemed to be revoked.
4. The Register of Members of the Company will be closed from Monday, 29 January 2024 to Tuesday, 30 January 2024 (both days inclusive), during which period no transfer of Shares can be registered. Shareholders whose names appear in the Register of Members of the Company on Tuesday, 30 January 2024 are eligible to attend and vote at the SGM. All properly completed transfer forms accompanied by relevant share certificates must be lodged with Tricor Abacus Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 26 January 2024.
5. The resolutions will be voted by way of poll as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this notice, 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. KIM Hyun Seok, and three independent non-executive directors, namely, Mr. KAN Ji Ran Laurie, Prof. ZHANG Xiaoquan and Mr. KAM Chi Sing.