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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 “**Meeting**”) of Maxnerva Technology Services Limited (the “**Company**”) will be held on Monday, 15 March 2021, at 3:00 p.m. at Unit B, 10/F, E168, 166-168 Des Voeux Road Central, 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:**

- (a) the acquisition (“**Acquisition**”) of the Target Assets (defined in in the circular of the Company dated 22 February 2021 (“**Circular**”), a copy of which marked “A” and signed by the chairman of the Meeting for identification purpose has been tabled at the Meeting) under the sale and purchase agreement dated 24 December 2020 and entered into among the Company, Personify Inc., a whollyowned subsidiary of the Company, as buyer, and Foxconn (Far East) Ltd. as seller (“**Acquisition Agreement**”, a copy of the Acquisition Agreement marked “B” and signed by the chairman of the Meeting for identification purpose has been tabled at the Meeting) be and is hereby approved, confirmed and ratified and the Acquisition and all other transactions contemplated under the Acquisition Agreement (including but not limited to the allotment and issue of the Consideration Shares under the Specific Mandate (each as defined in the Circular)) be and are hereby approved;

- (b) the board (“**Board**”) of directors of the Company or a committee thereof be and is hereby specifically authorised to allot and issue the Consideration Shares in accordance with the terms of the Acquisition Agreement; and
- (c) the Board or a committee thereof be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deed on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Acquisition and to agree to such variation, amendments or waiver or matters relating thereto (excluding any variation, amendments or waiver of such documents or any terms thereof, which are fundamentally and materially different from those as provided for in the Acquisition Agreement and which shall be subject to approval of the shareholders of the Company) as are, in the opinion of the Board or a committee thereof, in the interest of the Company and its shareholders as a whole.”

2. “**THAT** subject to and conditional upon:

- (a) the passing of the resolution number 1 in the notice of the Meeting; and
- (b) the granting of the waiver by the Executive Director of Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director of any obligation on the part of Foxconn (Far East) Ltd. (the “**Seller**”) to make a mandatory general offer to the holders of securities of the Company to acquire securities of the Company other than those already owned or agreed to be subscribed or acquired by the Seller and parties acting in concert with it which would otherwise arise under Rule 26.1 of the Takeovers Code (as defined in the Circular) (“**Whitewash Waiver**”) as a result of the allotment and issue of the Consideration Shares (as defined in the Circular) to the Vendor under the Acquisition (as defined in the Circular) and the satisfaction of any conditions that may be imposed thereon,

the Whitewash Waiver be and is hereby approved and the board of directors of the Company or a committee thereof be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as it considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or to implement the Whitewash Waiver.” *(Note 1)*

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

Hong Kong, 22 February 2021

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. Under the Takeovers Code (as defined in the Circular), 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) at the Meeting.
2. 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.
3. 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.
4. 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.
5. 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 members of the Company to attend and vote at the Meeting will be Wednesday, 10 March 2021.

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Chien Yi-Pin, Mr. Kao Chao Yang, Mr. Cai Liting 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 Professor Zhang Xiaoquan.

PRECAUTIONARY MEASURES FOR SGM

The health of the shareholders of the Company (the “**Shareholders**”), staff and stakeholders of the Company is of paramount importance. To prevent and control the spread of the ongoing novel coronavirus (“**COVID-19**”) pandemic, the Company will implement the following at the Meeting as part of the control measures to safeguard the health and safety of the 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 Meeting 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 Meeting venue, and the Company will request such persons to stay in an isolated place for completing the voting procedures;
- (b) each attendee must wear a surgical face mask throughout the Meeting and inside the Meeting venue;
- (c) the Company will maintain a safe distance between seats;
- (d) no refreshments and beverages will be served;
- (e) no distribution of coupons for subsequent consumption; and
- (f) attendees will be accommodated in separate partitioned rooms or areas of not more than 20 persons (or such number as may be allowed under the Prevention and Control of Disease (Prohibition or Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong)) each.

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