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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)

**(I) POLL RESULTS OF
SPECIAL GENERAL MEETING HELD ON 15 MARCH 2021;
AND
(II) GRANT OF THE WHITEWASH WAIVER**

POLL RESULTS OF THE SGM

The Board is pleased to announce that all of the ordinary resolutions as set out in the Notice of SGM were duly passed by way of poll at the SGM held on 15 March 2021.

GRANT OF THE WHITEWASH WAIVER

The Executive has granted the Whitewash Waiver on 11 March 2021, subject to the fulfillment of the conditions set out therein.

Reference is made to the notice of the special general meeting (the “**SGM**”) dated 22 February 2021 (the “**Notice of SGM**”) and the circular dated 22 February 2021 (the “**Circular**”) of Maxnerva Technology Services Limited (the “**Company**”). Unless otherwise defined herein, capitalised terms used in this announcement have the same meanings as defined in the Circular and the Notice of SGM.

POLL RESULTS OF THE SGM

The Board is pleased to announce that all of the ordinary resolutions as set out in the Notice of SGM were duly passed by way of poll at the SGM held on 15 March 2021.

As at the date of the SGM, the total number of issued Shares in the Company was 654,863,448 Shares.

The branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, acted as the scrutineer for the purpose of vote-taking at the SGM.

At the SGM, the Seller and parties acting in concert with it and the Shareholders who are involved in or interested in the Acquisition (including the grant of the Specific Mandate) and/or the Whitewash Waiver, including but not limited to FSK Holdings, Asia-IO Acquisition Fund and Ms. Kan, Sachiko, are required to abstain from voting.

As at the date of the SGM, FSK Holdings, Asia-IO Acquisition Fund and Ms. Kan, Sachiko held the following numbers of Shares and had abstained from voting on the ordinary resolutions approving the Acquisition Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate) and the Whitewash Waiver at the SGM:

- i. FSK Holdings held 167,236,560 Shares, representing approximately 25.53% of the issued share capital of the Company;
- ii. Asia-IO Acquisition Fund held 72,267,562 Shares, representing approximately 11.04% of the issued share capital of the Company; and
- iii. Ms. Kan, Sachiko, the wife of Mr. Chien Yi-Pin, an executive Director, held 18,430,738 Shares, representing approximately 2.81% of the issued share capital of the Company.

Save for the disclosed above, with respect to ordinary resolution no. 1 and 2, no Shareholder should abstain from voting on the resolutions to approve the Acquisition Agreement and the transactions contemplated thereunder (including the grant of the Specific Mandate) and the Whitewash Waiver at the SGM, and there was no Share entitling any Shareholder to attend and abstain from voting in favour of any resolution at the SGM. Accordingly, as at the date of the SGM, there was a total of 396,928,588 Shares entitling the Shareholders to attend and vote on the ordinary resolutions no. 1 and no. 2 at the SGM.

Save as aforesaid, there were no restrictions on any Shareholders to attend and cast votes only against the resolutions or to abstain from voting at the SGM.

The poll results of the ordinary resolutions at the SGM are as follows:

Present and Voting (either in person or by proxy)		Voted FOR the Resolution			Voted AGAINST the Resolution	
ORDINARY RESOLUTIONS		Shares held by Independent Shareholders Represented	Shares held by Independent Shareholders Represented	Percentage (%)	Shares held by Independent Shareholders Represented	Percentage (%)
1.	To confirm, ratify and approve the acquisition agreement dated 24 December 2020 entered into among the Company, Personify Inc. as the buyer and Foxconn (Far East) Ltd. as seller, and the transactions contemplated thereunder including the allotment and issue of the Consideration Shares	7,540,504	7,540,504	100.00	0	0.00
2.	To approve the Whitewash Waiver and to authorise the board of directors of the Company or a duly authorised committee thereof to take all such actions as it considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or implement the Whitewash Waiver.	7,540,504	7,540,504	100.0	0	0.00

Note: Full text of the above resolutions is set out in the Notice of SGM.

As set out in the Circular, the ordinary resolution no. 1 is required to be approved by more than 50% of votes by the Independent Shareholders, whereas the ordinary resolution no. 2 is required to be approved by at least 75% of votes by the Independent Shareholders at the SGM.

As more than 50% of the votes attaching to the Shares held by the Independent Shareholders present and voting in person or by proxy or by corporate representative at the SGM were cast in favour of the resolution no. 1, and more than 75% of the votes attaching to the Shares held by the Independent Shareholders present and voting in person or by proxy or by corporate representative at the SGM were cast in favour of the resolution no. 2, the ordinary resolutions no. 1 and no. 2 were duly passed by the Independent Shareholders at the SGM.

GRANT OF THE WHITEWASH WAIVER

Pursuant to a letter issued by the SFC on 11 March 2021, the Executive has conditionally granted the Whitewash Waiver to the Seller, which is subject to (i) the Whitewash Waiver and the Acquisition being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at the SGM, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Seller and its concert parties between the announcement of, inter alia, the Acquisition and the allotment and issue of the Consideration Shares and completion of the issue of the Consideration Shares.

The Acquisition and the Whitewash Waiver have been approved by the Independent Shareholders at the SGM by way of poll. As at the date of this announcement, the aforementioned condition (i) has been fulfilled; and it is expected that condition (ii) of the Whitewash Waiver above will be fulfilled upon Completion.

Moreover, as at the date of this announcement, the conditions precedent (a), (b) and (c) to Completion as set out in the letter from the Board contained in the Circular have been fulfilled, and the conditions precedent (d), (e), (f), (g), (h), (i) and (j) as set out in the letter from the Board contained in the Circular are expected to be fulfilled immediately prior to the Completion. Further announcement(s) will be made by the Company upon the Completion.

Warning: the Acquisition is subject to certain conditions being fulfilled and/or waived and may or may not proceed. Shareholders and potential investors of the Company are advised to exercise extreme caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

By order of the Board
Maxnerva Technology Services Limited
Chien Yi-Pin
Chairman

Hong Kong, 15 March 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.

As at the date of this announcement, the board of directors of the Seller comprises two directors, namely Ms. YU HUANG Chiu-Lian and Mr. HUANG De-Cai and the board of directors of Hon Hai comprises six directors, namely Mr. LIU Young-Way, Mr. LEE Jay, Mr. GOU Tai-Ming (Terry Gou), Mr. LU Fang-Ming, Mr. LU Sung-Ching, Dr. LIU Yee-Ru Christina, and three independent directors, namely, Mr. WANG James, Mr. KUO Tei-Wei, Mr. KUNG Kuo-Chuan.

The Directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement (other than those relating to the Target Assets, the Seller, Hon Hai and their respective concert parties), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of the Seller and Hon Hai) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

The directors of the Seller and Hon Hai jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to the Target Assets, the Seller, Hon Hai and their respective concert parties, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed by the directors of the Seller and Hon Hai in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.