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If you have sold or transferred all your shares in Maxnerva Technology Services Limited (the "**Company**"), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) RE-ELECTION OF RETIRING DIRECTORS;
(2) GENERAL MANDATE TO REPURCHASE SHARES;
(3) ADOPTION OF THE SECOND AMENDED AND RESTATED BYE-LAWS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the "**Annual General Meeting**") to be held at 2/F., J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong at 2 p.m. on Friday, 24 May 2024 is set out on pages 27 to 29 of this circular.

Whether or not you propose to attend the Annual General Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and deposit the same with Tricor Abacus Limited, the Company's branch share registrar in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof (as the case maybe). Completion and return of the proxy form shall not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so desire.

29 April 2024

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Annual General Meeting”	the annual general meeting of the Company to be held at 2/F., J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong at 2 p.m. on Friday, 24 May 2024, or any adjournment thereof
“Board”	the board of Directors of the Company
“Bye-laws”	the existing bye-laws of the Company adopted on 2 June 2022
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Company”	Maxnerva Technology Services Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Ordinary Resolutions”	the ordinary resolutions to be proposed and passed at the Annual General Meeting for the re-election of retiring Directors and the granting of the general mandate to the Directors
“Proposed Amendments”	proposed amendments to the Bye-laws set out in Appendix II to this circular
“PRC”	the People’s Republic of China
“Second Amended and Restated Bye-Laws”	the second amended and restated bye-laws of the Company incorporating and consolidating all the Proposed Amendments set out in Appendix II to this circular, which are proposed to be adopted by the Company at the Annual General Meeting, in substitution for, and to the exclusion of the Bye-laws in their entirety
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of par value of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Special Resolution”	the special resolution to be proposed and passed at the Annual General Meeting for the adoption of the Second Amended and Restated Bye-Laws
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

CHANG Chuan-Wang (*Chairman*)
CHENG Yee Pun

Non-executive Directors:

KIM Hyun Seok
KUNG Pei-Yuan
HUANG Pi-Chun

Independent Non-executive Directors:

KAN Ji Ran Laurie
Prof. ZHANG Xiaoquan
KAM Chi Sing

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

29 April 2024

To the Shareholders

Dear Sir or Madam,

- (1) RE-ELECTION OF RETIRING DIRECTORS;**
(2) GENERAL MANDATE TO REPURCHASE SHARES;
(3) ADOPTION OF THE SECOND AMENDED AND RESTATED BYE-LAWS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information of the Ordinary Resolutions and Special Resolution to be proposed at the forthcoming Annual General Meeting, among others, including (i) the re-election of retiring Directors, (ii) the granting of the general mandate to the Directors to repurchase Shares; and (iii) the adoption of the Second Amended and Restated Bye-Laws.

LETTER FROM THE BOARD

(A) Re-Election of Retiring Directors

Ordinary Resolutions will be proposed at the Annual General Meeting to re-elect three retiring Directors of the Company, each as a separate resolution.

Pursuant to Article 99 of the Bye-laws, at each annual general meeting one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire from office by rotation provided that each Director shall retire from office by rotation at least once every three years notwithstanding the above. The Directors to retire shall, subject as aforesaid, be those who have been longest in office since their last election. The retiring Directors shall be eligible for re-election. Accordingly, Mr. Kan Ji Ran Laurie and Prof. Zhang Xiaoquan shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Pursuant to Article 88 of the Bye-laws, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed by the Board shall hold office until the first annual general meeting of the Company after his appointment and then be eligible for re-election at that meeting. Mr. Kam Chi Sing was appointed as a Director on 28 September 2023 and each of Mr. Chang Chuan-Wang, Mr. Kung Pei-Yuan and Ms. Huang Pi-Chun was appointed as Directors on 26 March 2024. Accordingly, Mr. Kam, Mr. Chang, Mr. Kung and Ms. Huang shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Biographical details of the retiring Directors are set out in Appendix I to this circular.

The Company has received from each independent non-executive Director an annual confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The nomination committee of the Company has assessed and reviewed the individual Director's annual confirmation of independence and considered all independent non-executive Directors remained independent within the definition of the Listing Rules.

LETTER FROM THE BOARD

(B) General Mandate to Repurchase Shares

This is an explanatory statement given to all Shareholders relating to the ordinary resolution to be proposed at the Annual General Meeting authorising the Company to repurchase its own Shares.

An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors a general mandate to exercise the powers of the Company to repurchase Shares up to 10% of the number of the issued Shares as at the date of the passing of the resolution ("**Share Repurchase Mandate**") as set out in item 4 of the notice of Annual General Meeting. This explanatory statement contains all the information required pursuant to rule 10.06(1)(b) of the Listing Rules which is set out as follows:

- (i) On the basis of 701,543,448 fully-paid up Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company may repurchase up to 70,154,344 Shares (being approximately 10% of the number of issued Shares as at date of approval) under the Share Repurchase Mandate during the period prior to the annual general meeting after the Annual General Meeting following the passing of the resolution referred to above, or the expiration of the period within which such meeting is required by law to be held, or the revocation or variation of such mandate by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.
- (ii) The Directors believe that it is in the interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares from the market. Trading conditions of the Shares on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company and thereby resulting in an increase in net assets and/or earnings per Share. Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

- (iii) In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the laws of Bermuda. The Companies Act 1981 of Bermuda (as amended) (the "**Companies Act**") provides that the amount of capital repaid in connection with a share repurchase may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares, made for the purpose of the repurchase to such extent allowable under the Companies Act.
- (iv) There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the latest published audited consolidated financial statements contained in the Company's annual report for the year ended 31 December 2023 in the event that the Share Repurchase Mandate is exercised in full. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse impact on the working capital requirement of the Company or the gearing level which in the opinion of the Directors are from time to time appropriate for the Company.
- (v) None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates has any present intention, in the event that the Share Repurchase Mandate is approved by Shareholders, to sell any Shares to the Company or its subsidiaries.
- (vi) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.
- (vii) If a Shareholder's proportionate interest in the voting right of the Company increases as a result of a share repurchase, such increase will be treated as an acquisition for the purposes of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert could, as a result of such increase, obtain or consolidate control of the company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

LETTER FROM THE BOARD

As at the Latest Practicable Date, to the knowledge and belief of the Directors, the following substantial Shareholders have direct or indirect interest in 10% or more of the issued Shares.

Name of Shareholders	Interests	Percentage
FDG Fund, L.P. <i>Note 1</i>	71,813,581	10.24%
FSK Holdings Limited <i>Note 2</i>	239,050,141	34.07%

Notes:

1. Given that 72,267,562 Shares were beneficially owned by FDG Fund, L.P. whose general partner is FDG GP Limited, FDG GP Limited is 100% beneficially owned (directly or indirectly) by Mr. Tse Tik Yang Denis, a former non-executive Director resigned on 7 December 2020, who is deemed to be interested in the Shares held by FDG GP Limited.
2. FSK Holdings Limited is a limited partner of FDG Fund, L.P. contributing to about 75% of its total commitment. To the best knowledge of the Directors after having made all reasonable enquiries, Hon Hai Precision Industry Co. Ltd. indirectly holds more than 40% attributable equity interests in FSK Holdings Limited.

To the best knowledge and belief of the Directors, the Directors have no present intention to exercise the Share Repurchase Mandate to such extent as would give rise to the obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchases made under the Share Repurchase Mandate. The Directors do not propose to repurchase Shares which would result in the aggregate amount of the issued Shares in public hands reducing to below 25%.

- (viii) No purchases of Shares have been made by the Company during the previous six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.
- (ix) The Listing Rules prohibit a company from knowingly repurchasing Shares on the Stock Exchange from a "core connected person". A core connected person shall not knowingly sell his Shares to the company.

LETTER FROM THE BOARD

No core connected person of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Share Repurchase Mandate is exercised.

- (x) The highest and lowest trading prices for Shares recorded on the Stock Exchange during each of the previous 12 months were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2023		
April	0.345	0.250
May	0.280	0.226
June	0.270	0.225
July	0.260	0.220
August	0.250	0.192
September	0.214	0.183
October	0.213	0.158
November	0.220	0.138
December	0.183	0.140
2024		
January	0.195	0.146
February	0.248	0.187
March	0.445	0.227
April (up to the Latest Practicable Date)	0.355	0.231

- (xi) Neither this explanatory statement nor the proposed share repurchase has any unusual features.

(C) Adoption of the Second Amended and Restated Bye-Laws

Reference is made to the relevant announcement of the Company dated 24 April 2024.

In order to bring the Bye-laws in line with the latest legal and regulatory requirements, including the expanded paperless listing regime and the electronic dissemination of corporate communications and the relevant amendments made to the Listing Rules which took effect on 31 December 2023, the Board proposes to seek approval from the Shareholders at the Annual General Meeting for the Proposed Amendments and adopt the Second Amended and Restated Bye-Laws in substitution for, and to the exclusion of the existing Bye-laws in their entirety.

LETTER FROM THE BOARD

Major changes brought about by the Proposed Amendments are set out below:

1. to add the definition of “electronic communication” and make corresponding changes to the relevant provisions (including the provisions in relation to sending or otherwise making available corporate communication to the relevant holders of its securities using electronic means or making the corporate communication available on its website and the Stock Exchange’s website);
2. to add the definition of “extraordinary resolution” and make corresponding changes to the relevant provision on removal of auditors before the expiration of his term of office by an extraordinary resolution;
3. to allow the Company to hold and dispose of its Shares as treasury shares in accordance with applicable laws of Bermuda and the Listing Rules; and
4. to make other consequential and housekeeping amendments.

A special resolution will be proposed at the Annual General Meeting for the adoption of the Second Amended and Restated Bye-Laws and the details of which are set out in the Notice of Annual General Meeting to this circular. Details of the Proposed Amendments are set out in Appendix II to this circular.

The Company has been advised by (i) its legal advisers as to Hong Kong laws that the Proposed Amendments conform with the applicable requirements of the Listing Rules; and (ii) its legal advisers as to Bermuda laws that the Proposed Amendments conform with the applicable laws of Bermuda, respectively. In addition, the Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

Shareholders are advised that the Second Amended and Restated Bye-Laws are prepared in English only and there is no official Chinese translation in respect thereof. The Chinese translation of the Second Amended and Restated Bye-Laws is provided for reference only. In case of any inconsistency or discrepancy, the English version shall prevail.

(D) Annual General Meeting

A notice of Annual General Meeting is set out on pages 27 to 29 of this circular, which contains, among other things, the Ordinary Resolutions to approve the re-election of the retiring Directors, the Share Repurchase Mandate and the Special Resolution to approve the adoption of the Second Amended and Restated Bye-Laws.

LETTER FROM THE BOARD

A proxy form for use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and deposit the same with Tricor Abacus Limited, the Company's branch share registrar in Hong Kong, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof (as the case maybe). Completion and return of the proxy form shall not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting thereof should you so desire.

Save as disclosed above, to the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest that is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

(E) Voting by way of poll at Annual General Meeting

Notwithstanding Article 69 of the Bye-laws, which states that at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is required under the rules of the stock exchange where the Company is primary listing at or a poll is (before or on the declaration of the result of the show of hands) demanded by:

- (i) the chairman of the meeting;
- (ii) at least three Shareholders present in person or by proxy or authorized representative for the time being entitled to vote at the meeting;
- (iii) any Shareholders or Shareholders present in person or by proxy or authorized representative and holding between them not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting; or
- (iv) any Shareholders or Shareholders present in person or by proxy or authorized representative and holding Shares conferring a right to attend and vote at the meeting being Shares on which an aggregate sum has been paid up equal to no less than one-tenth of the total sum paid up on all the Shares conferring that right.

Pursuant to Rule 13.39(4) of the Listing Rules, the resolutions to be considered, and if thought fit, to be passed at the Annual General Meeting shall be passed by way of a poll. The chairman of the Annual General Meeting will therefore demand a poll on each resolution to be proposed at the meeting.

LETTER FROM THE BOARD

(F) Responsibility Statement

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm that, having made all reasonable enquiries and to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

(G) Recommendation

The Directors are of the opinion that (i) the re-election of retiring Directors, and (ii) the renewal of the general mandate granted to the Directors to repurchase Shares and (iii) the adoption of the Second Amended and Restated Bye-Laws are in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the Ordinary Resolutions on items (i) and (ii) and the Special Resolution on item (iii) above to be proposed at the Annual General Meeting.

For and on behalf of
Maxnerva Technology Services Limited
CHANG Chuan-Wang
Chairman

**APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

The biographical details of Directors who are proposed to be re-elected at the Annual General Meeting are set out as follows:

Mr. Kan Ji Ran Laurie, independent non-executive Director

Mr. Kan, aged 63, was appointed as independent non-executive Director on 1 December 2015. Mr. Kan is a managing partner and founder of ON Capital, a private equity firm that specialises in investing in China since 2004. Prior to founding ON Capital, Mr. Kan established i100 Corporation in 1999, a start-up incubator that went on to list on the Main Board of the Stock Exchange. He had also served as chief operating officer of CDC Corporation (renamed to China.com later), founder of PointCast Asia, and had established Sina.com in Hong Kong. Mr. Kan spent the earlier years of his career successively at Apple Computer Inc., Compaq Computer Corporation, and established Hong Kong and the PRC branch offices of the Microsoft Corporation. Mr. Kan graduated in business from Hong Kong Baptist College and from the Stanford Graduate School of Business' Executive Program for Smaller Companies.

Save as disclosed above, Mr. Kan has not held any directorship in other public listed company in the past three years and does not hold any positions with the Company or other members of the Group.

As at the date of this circular, Mr. Kan has no interest in Shares within the meaning of Part XV of the SFO. There is an appointment letter entered into between the Company and Mr. Kan in respect of his appointment as an independent non-executive Director with a term of 1 year but he is subject to retirement and re-election by rotation at least once every three years according to Article 99 of the Bye-laws. His emolument is HK\$120,000 per annum which is determined by the Board by reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

Mr. Kan does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Prof. Zhang Xiaoquan, independent non-executive Director

Prof. Zhang, aged 50, was appointed as independent non-executive Director on 31 March 2020. Prof. Zhang is currently a professor of Department of Decision Sciences and Managerial Economics at The Chinese University of Hong Kong (the “CUHK”) since 2017. Before he joined the CUHK, he was an associate professor of Department of Information Systems, Business Statistics & Operations Management at The Hong Kong University of Science and Technology Business School from 2006. Before joining the academia, he worked as an analyst for an investment bank, and as an international marketing manager for a high-tech company. He holds a patent in the United States, and co-founded several companies in the areas of social networking, FinTech, and LegalTech. Prof. Zhang holds a Doctor of Philosophy degree in Management from MIT Sloan School of Management in the United States, a Master of Science degree in Management, a Bachelor of Engineering degree in Computer Science and a Bachelor of Arts degree in English from Tsinghua University in the PRC. He has been an independent director for NASDAQ-listed e-commerce company Secoo Holding Limited (NASDAQ: SECO) since September 2017. He also offered advice to Hong Kong Cyberport Management Company Ltd., Jingdong Finance, Hupan University, Huawei Investment & Holding Co., Ltd., China Mobile Limited, China Merchants Securities Co. Ltd., Douban.com, and Radica Systems Limited.

Save as disclosed above, Prof. Zhang has not held any directorship in other public listed company in the past three years and does not hold any positions with the Company or other members of the Group.

As at the date of this circular, Prof. Zhang has no interest in Shares within the meaning of Part XV of the SFO. There is an appointment letter entered into between the Company and Prof. Zhang in respect of his appointment as an independent non-executive Director with a term of 1 year but he is subject to retirement and re-election by rotation at least once every three years according to Article 99 of the Bye-laws. His emolument is HK\$120,000 per annum which is determined by the Board by reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

Prof. Zhang does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Chang Chuan-Wang, executive Director

Mr. Chang, aged 55, was appointed as executive Director and Chairman on 26 March 2024. He has about 30 years' experience in the information and communication technology industry. In May 2009, Mr. Chang joined Hon Hai Precision Industry Co. Ltd. ("**Hon Hai**", and together with its subsidiaries and associates other than the Group, collectively referred to as the "**Hon Hai Technology Group**"), whose shares are listed on the Taiwan Stock Exchange Corporation ("**Taiwan Stock Exchange**") (stock code: 2317), focusing on group business strategy, operation control and performance analysis management. Mr. Chang is currently an assistant vice president of the Strategic Controlling Division in Hon Hai. He currently also serves as the executive director of Ennoconn Corporation, principally operating the business of industrial computer design, manufacture, processing and sale, whose shares are listed on the Taiwan Stock Exchange (stock code:6414). Since 14 April 2023, he has also been a chairman of the board of directors, a non-executive director and a member of the remuneration committee of CircuTech International Holdings Limited ("**CircuTech**"), whose shares are listed on the GEM of the Stock Exchange (stock code: 8051). The ultimate controlling shareholder of CircuTech is Hon Hai and its principal business is the sale and distribution of IT product. Since 29 June 2023, Mr. Chang has acted as a non-executive director of FIH Mobile Limited, whose shares are listed on the Main Board of the Stock Exchange (stock code: 2038). For the period from 2002 to 2008, Mr. Chang was the chairman's special assistant at Jabil Green Point, whose shares were listed on the Taiwan Stock Exchange and were delisted in April 2007. For the period from 1995 to 2001, he served as the head of the global operations management in Universal Scientific Industrial Co., Ltd., whose shares were listed on the Taiwan Stock Exchange and were delisted in June 2010.

Mr. Chang obtained a bachelor's degree in Automatic Control Engineering from Feng Chia University in 1992 and a master's degree in business administration from the Graduate Institute of Management at Feng Chia University in 2007. In 2007, he was awarded the honorary membership of Phi Tau Phi Scholastic Honor Society for his outstanding academic achievements.

Save as disclosed above, Mr. Chang has not held any directorship in other public listed company in the past three years and does not hold any positions with the Company or other members of the Group.

As at the date of this circular, Mr. Chang has no interest in Shares within the meaning of Part XV of the SFO. There will be a service agreement entered into between the Company and Mr. Chang in respect of his appointment as an executive Director with a term of three years but he is subject to retirement and re-election by rotation at least once every three years according to Article 99 of the Bye-laws. His emolument is HK\$120,000 per annum which is determined by the Board by reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

**APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. Chang does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Kung Pei-Yuan, non-executive Director

Mr. Kung, aged 61, was appointed as non-executive Director on 26 March 2024. He has more than 25 years of experience in software development, IT management and is a well-rounded technology leader and strategist on digital transformation and technology strategies. From 1998 to 2014, he was with Microsoft Corporation, Inc. and had taken part in different departments where his last position was a general manager in engineering at Microsoft (China) Co., Ltd. He has been an executive partner of Gartner, China since 2016. Since 2020, Mr. Kung has been the chief information officer of Foxconn Technology Co., Ltd (together with its subsidiaries collectively referred to as “**Foxconn Technology Group**”), whose shares are listed on Taiwan Stock Exchange (stock code: 2354). Mr. Kung obtained his Bachelor of Science degree at University of Southern Mississippi, Hattiesburg in 1987 and a Master of Business and Administration degree at University of Washington, Seattle in 2006.

Save as disclosed above, Mr. Kung has not held any directorship in other public listed company in the past three years and does not hold any positions with the Company or other members of the Group.

As at the date of this circular, Mr. Kung has no interest in Shares within the meaning of Part XV of the SFO. There will be an appointment letter entered into between the Company and Mr. Kung in respect of his appointment as a non-executive Director with no fixed term of appointment but he is subject to retirement and re-election by rotation at least once every three years according to Article 99 of the Bye-laws. Mr. Kung will not receive remuneration from the Company for serving as a non-executive Director before any service agreement is entered into with the Company.

Mr. Kung does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Ms. Huang Pi-Chun, non-executive Director

Ms. Huang, aged 51, was appointed as non-executive Director on 26 March 2024. She has over 28 years of experience in finance and accounting as well as operational analysis, and specializes in the operation of multinational companies in large scale electronics manufacturing industry. She is currently the assistant vice president of corporate accounting department of Hon Hai and is responsible for issuing financial reports of the Hon Hai Technology Group. Ms. Huang is responsible for conducting financial forecasts analysis for top management's decision making, and also holds major positions in the finance and accounting digital transformation projects and has participated in the due diligence on investment projects of the Hon Hai Technology Group. Since 7 August 2023, she has also been a non-executive director of FIT Hon Teng Limited, whose shares are listed on the Stock Exchange (stock code: 6088).

Ms. Huang obtained a Bachelor of Accounting from the Fu Jen Catholic University in Taiwan in 1994. After graduation, she joined a Taiwan local CPA firm (which was merged into Crowe (TW) CPAs in 2016) as an auditor and was responsible for auditing financial statements, conducting tax audits and providing initial public offering and over-the-counter market counselling for clients. Ms. Huang left the CPA firm in 1997 and then served as accounting supervisor of Lite-On Technology Corporation ("**Lite-On Technology**"), a listed company on the Taiwan Stock Exchange (stock code: 2301) with its principal business operations in the electronics manufacturing industry. During her 17 years of services in Lite-On Technology, Ms. Huang was responsible for issuing financial reports for Lite-On Technology and conducting operational analysis. She was also involved in the post-investment consolidation and management work for the Lite-On Technology's overseas establishment and closure of factories as well as mergers and acquisitions. Ms. Huang has experience in working in many countries, including the U.S., Mexico, Czech Republic, Finland and Germany. In the course of digital transformation of Lite On Technology, she successfully led her team to make significant contributions including but not limited to the upgrade of enterprise resource planning (ERP), the optimization of business warehouse (BW) database and the introduction of business consolidation system (BCS) platform for consolidated reporting system. In 2015, she left her position as senior manager of Lite-On Technology and joined Taikoo Motors Limited (Taiwan branch) ("**Taikoo Motors**") as financial controller. After serving Taikoo Motors for one year, Ms. Huang joined Hon Hai in 2016.

Save as disclosed above, Ms. Huang has not held any directorship in other public listed company in the past three years and does not hold any positions with the Company or other members of the Group.

As at the date of this circular, Ms. Huang has no interest in Shares within the meaning of Part XV of the SFO. There will be an appointment letter entered into between the Company and Ms. Huang in respect of her appointment as a non-executive Director with no fixed term of appointment but she is subject to retirement and re-election by rotation at least once every three years according to Article 99 of the Bye-laws. Ms. Huang will not receive remuneration from the Company for serving as a non-executive Director before any service agreement is entered into with the Company.

**APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Ms. Huang does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Kam Chi Sing, independent non-executive Director

Mr. Kam, aged 53, was appointed as independent non-executive Director on 28 September 2023. He has over 22 years of experience in management accounting, auditing and assurance, taxation, corporate services and cross border merger and acquisition consultation in Hong Kong and China. Mr. Kam established Roger Kam & Co., a certified public accounting firm in Hong Kong, in May 2000, and R&T Consulting Group Limited (“**R&T Consulting**”), a business consulting firm in Hong Kong, in July 2009. Mr. Kam is currently serving as the managing partner at Roger Kam & Co, the managing director at R&T Consulting and the chief representative of the representative offices of Roger Kam & Co in Shanghai, Guangzhou and Beijing. Mr. Kam has been acting as an independent non-executive director of Excellence Commercial Property & Facilities Management Group Limited (stock code: 6989) since 28 September 2020 and LX Technology Group Limited (stock code: 2436) since 27 September 2022 and a company secretary of Xinji Shaxi Group Co., Ltd (stock code: 3603) since 11 March 2019, all of which are listed on the Main Board of the Stock Exchange of Hong Kong Limited. Mr. Kam is a founding member of the Alliance of Inter-Continental Accountants and has been registered as a certified tax adviser and a chartered tax adviser by the Taxation Institute of Hong Kong since 2011 and 2020, respectively. He was admitted as a fellow member of the Association of Chartered Certified Accountants in November 2003, a fellow member of the Hong Kong Institute of Certified Public Accountants in April 2006, a fellow member of the Institute of Financial Accountants in March 2011, a fellow member of the Taxation Institute of Hong Kong in January 2010, a member of the Society of Trust and Estate Practitioners in April 2012 and a member of the Hong Kong Securities and Investment Institute in June 2013, respectively. He is a committee member of the taxation committee, a committee member of the financial and treasury services committee and a committee member of the China committee of Hong Kong General Chamber of Commerce. He has also been serving as a committee member of the Chinese General Chamber of Commerce, Hong Kong since November 2016. Mr. Kam was appointed as a member and honorary treasurer of Hong Kong Red Cross Special Education & Rehabilitation Service Governing Committee in November 2013, and school manager and treasurer of the Incorporated Management Committee of Hong Kong Red Cross Princess Alexandra Schools in July 2020. Mr. Kam was also appointed as a member of Chinese People’s Political Consultative Conference in Shanghai Pudong New Area in December 2023. Mr. Kam obtained his bachelor’s degree of science from the University of Hong Kong in November 1993.

**APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Save as disclosed above, Mr. Kam has not held any directorship in other public listed company in the past three years and does not hold any positions with the Company or other members of the Group..

As at the date of this circular, Mr. Kam has no interest in Shares within the meaning of Part XV of the SFO. There is an appointment letter entered into between the Company and Mr. Kam in respect of his appointment as an independent non-executive Director with a term of 1 year but he is subject to retirement and re-election by rotation at least once every three years according to Article 99 of the Bye-laws. His emolument is HK\$120,000 per annum which is determined by the Board by reference to his experience, duties and responsibilities, the prevailing market conditions and the recommendation from the remuneration committee of the Company.

Mr. Kam does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, there is no other matter which needs to be brought to the attention of the Shareholders and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

APPENDIX II PROPOSED AMENDMENTS TO THE BYE-LAWS

The following are the Proposed Amendments brought about by the adoption of the Second Amended and Restated Bye-laws. Unless otherwise specified, clauses, paragraphs and bye-law numbers referred to herein are clauses, paragraphs and bye-law numbers of the Bye-laws.

Bye-law	Proposed Amendments (showing changes to the Bye-laws)
1	<u>“electronic communication” means a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other similar means in any form through any medium;</u>
1	<u>“extraordinary resolution” means a resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with Bye-law 58;</u>
1	<u>“ordinary resolution” means a resolution passed by a simple majority of the votes cast by such members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy, at a general meeting of the Company at which a quorum is present and of which not less than 14 days’ notice has been duly given notice has been duly given in accordance with Bye-law 58;</u>
1	<u>“special resolution” means a resolution passed by not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, where proxies are allowed, by proxy, at a general meeting of the Company at which a quorum is present and of which <u>notice has been duly given in accordance with Bye-law 58</u> not less than 21 days’ notice, specifying the intention to propose the resolution as a special resolution, has been duly given, provided that if it is so agreed (a) in the case of the annual general meeting, by all the members entitled to attend and vote thereat; and (b) in case of any other meeting, by a majority in number of the members having the right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the shares giving a right to attend and vote at the meeting, a resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days’ notice has been given;</u>
<u>1</u>	<u>“Treasury Share” means a share of the Company that was or is treated as having been acquired and held by the Company which has been held continuously by the Company since it was so acquired and has not been cancelled;</u>

APPENDIX II PROPOSED AMENDMENTS TO THE BYE-LAWS

Bye-law	Proposed Amendments (showing changes to the Bye-laws)
2(D)	where Where a shareholder is a corporation, any reference in these Bye-Laws to a shareholder shall, where the context requires, refer to a duly authorised representative of such shareholder.
2(E)	<u>In these Bye-Laws, unless there be something within the subject or context inconsistent with such construction:</u> (i) <u>a special resolution and an extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-Laws or the Statutes; and</u> (ii) <u>to the extent any provision in these Bye-Laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-Laws shall prevail; they shall be deemed as an agreement between the Company and the members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable.</u>
7(A)	If at any time the capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) shall subject to the provisions of the Act, be varied or abrogated with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To any such separate general meeting all the provisions of the Bye-Laws as to general meetings of the Company shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be at least two persons (or in the case of a Member member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third of the issued shares of the class, that every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him, that any holder of shares of the class present in person or by proxy or authorised representative may demand a poll and that at any adjourned meeting of such holders two holders present in person or by proxy or authorised representative (whatever the number of shares held by them) shall be a quorum.

APPENDIX II PROPOSED AMENDMENTS TO THE BYE-LAWS

Bye-law	Proposed Amendments (showing changes to the Bye-laws)
10	Subject to the provisions of the Statutes and the Memorandum of Association and where applicable, subject further to compliance with the Listing Rules and the rules and regulations of any other relevant regulatory authority, the Directors may exercise the power of the Company to purchase <u>its own shares for cancellation or the power to otherwise acquire its own shares as Treasury Shares in accordance with the Statutes and the Listing Rules</u> and/or warrants upon such terms and subject to such conditions as the Directors may deem fit.
50	If the person so becoming entitled shall elect to be registered himself, whether in whole or part in respect of the shares involved, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered in respect of the shares the right to which has been so transmitted, he shall testify his election by executing in favour of that person a transfer of the relevant shares. All the limitations, restrictions and provisions of the Bye-Laws relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the transmission had not occurred and the notice or transfer were a transfer signed by the original registered holder.

APPENDIX II PROPOSED AMENDMENTS TO THE BYE-LAWS

Bye-law	Proposed Amendments (showing changes to the Bye-laws)
123(A)	<p>The Company may in general meeting elect or authorise the Directors to elect or appoint on its behalf a person or persons qualified to be Directors to act as Directors in the alternative to any of the Directors of the Company, and any Director may at any time by notice in writing delivered <u>or sent</u> to the office or at a meeting of the Directors appoint any person (including another Director) to be an alternate Director in his place. Any person so appointed shall (except when absent from Hong Kong) be entitled to receive notices of and to attend and vote at meetings of the Directors and be counted towards a quorum and generally at such meetings to perform all the functions of the Director in respect of whom he is appointed (the “Principal Director”) as a Director and shall automatically vacate his office on the expiration of the term for or the happening of the event until which he is by the terms of his appointment to hold office or which, were he a Director, would cause him to vacate such office or his appointor in writing revokes the appointment or if the Principal Director ceases for any reason to hold office as a Director provided that, if at any meeting<u>meeting</u> any Principal Director retires by rotation or otherwise but is re-elected at the same meeting, any- appointment of an alternate Director in respect of such Principal Director which was in force immediately before his retirement shall remain in force as though he had not retired. Any alternate Director may be removed by the Company in general meeting and, if appointed by the Directors, may be removed by the Directors. An appointment of an alternate Director under this Bye-Law shall not prejudice the right of the Principal Director to receive notices of and to attend and vote at meetings of the Directors and the powers of the alternate Director shall automatically be suspended during such time as the Principal Director is himself present in person at a meeting of the Directors. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director.</p>
160A	<p>Subject to the Act, the members may, at any general meeting convened and held in accordance with these Bye-Laws, by an <u>extraordinary</u> resolution remove the Auditor(s) at any time before the expiration of his term of office.</p>

APPENDIX II PROPOSED AMENDMENTS TO THE BYE-LAWS

Bye-law Proposed Amendments (showing changes to the Bye-laws)

163 ~~Any notice or document (including a share certificate) may be given by the Company to any member either personally or by sending it by post to him at his registered address as appearing in the register or at the address, within or outside Bermuda, supplied by him to the Company for the sending of notices or documents to him or by advertisement to be published in the newspapers. A member who has no address of either type as aforesaid shall be deemed to have received any notice which shall have been displayed at the office or at the principal place of business for the time being of the Company in Hong Kong and shall have remained there for the period of 24 hours or which shall have been published in the newspapers and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed and/or published (as the case may be):~~

(1) Any notice or document (including any “corporate communication” and “actionable corporate communication”), whether or not, to be given or issued under these Bye-Laws from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and subject to compliance with the Listing Rules, any such notice and document may be given or issued by the following means:

- (a) by serving it personally on the relevant person;
- (b) by sending it through the post in a prepaid envelope addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;
- (c) by delivering or leaving it at such address as aforesaid;
- (d) by placing an advertisement in appointed newspapers or other publication and where applicable, (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange;

APPENDIX II PROPOSED AMENDMENTS TO THE BYE-LAWS

Bye-law Proposed Amendments (showing changes to the Bye-laws)

- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 163(3) without the need for any additional consent or notification;
- (f) by publishing it on the Company’s website or the website of the Designated Stock Exchange without the need for any additional consent or notification; or
- (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (3) Every member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-Laws may register with the Company an electronic address to which notices can be served upon him.
- (4) Subject to any applicable laws, rules and regulations and the terms of these Bye-Laws, any notice, document or publication, including but not limited to the documents referred to in Bye-laws 157, 158 and 163 may be given in the English language only or in both the English language and the Chinese language.
- (5) Notwithstanding any other provision of these Bye-Laws, the sending, mailing, despatch, issuing, publishing or otherwise making available of any “corporate communication” and “actionable corporate communication” shall comply with the requirements under the Listing Rules and the Statutes in force from time to time.

APPENDIX II PROPOSED AMENDMENTS TO THE BYE-LAWS

Bye-law Proposed Amendments (showing changes to the Bye-laws)

164 ~~Subject to Bye-Law 163, where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting an envelope or a wrapper containing the notice which shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within Bermuda or Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid, addressed and put into such by post office and a certificate in writing signed by the secretary or other person appointed by the Directors that the envelope or wrapper containing the notice was so addressed and put into such post office shall be conclusive evidence thereof. Any notice or other document delivered or left at the registered address or address supplied for the sending of notices or by documents to him otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.~~

Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served;
- (c) if placed or published on either the Company's website or the website of the Designated Stock Exchange, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;

APPENDIX II PROPOSED AMENDMENTS TO THE BYE-LAWS

Bye-law	Proposed Amendments (showing changes to the Bye-laws)
	<p>(d) <u>if served or delivered in any other manner contemplated by these Bye-Laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and</u></p> <p>(e) <u>if published as an advertisement in a newspaper or other publication permitted under these Bye-Laws, shall be deemed to have been served on the day on which the advertisement first so appears.</u></p>
167	Any person who, by operation of law, transfer or other means whatsoever, becomes entitled to any share shall be bound by every notice in respect of such share which, prior to his name and address (<u>including electronic address</u>) being entered in the register, shall have been duly given under the Bye-Laws to the person from whom he derived his title to such share.
169	Any notice or document delivered or sent by post or left at the registered address or the address supplied by him for the sending of notices or documents to <u>any member in such manner as provided in Bye-law 163 in him of any member in</u> pursuance of these Bye-Laws shall, notwithstanding that such member be then deceased or bankrupt or that any other event has occurred and whether or not the Company has notice of his death, bankruptcy or such other event, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such services shall for all purposes of the Bye-Laws be deemed a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
170	The signature to any notice to be given by the Company may be written, or printed <u>or made electronically.</u>

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 annual general meeting (the "**Annual General Meeting**") of Maxnerva Technology Services Limited (the "**Company**") will be held at 2/F., J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong at 2 p.m. on Friday, 24 May 2024, for the purpose of considering and, if thought fit, passing, with or without modifications, the following businesses:

ORDINARY BUSINESS

1. to receive and adopt the audited financial statements and the reports of the directors and independent auditors of the Company for the year ended 31 December 2023;
2. to re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors to fix their remuneration;
3. to re-elect the following persons as directors of the Company (each a "**Director**", together the "**Directors**"), each as a separate resolution, and to authorise the board of Directors (the "**Board**") to fix the Directors' remuneration:
 - (a) to re-elect Mr. Kan Ji Ran Laurie as independent non-executive Director;
 - (b) to re-elect Prof. Zhang Xiaoquan as independent non-executive Director;
 - (c) to re-elect Mr. Chang Chuan-Wang as executive Director;
 - (d) to re-elect Mr. Kung Pei-Yuan as non-executive Director;
 - (e) to re-elect Ms. Huang Pi-Chun as non-executive Director;
 - (f) to re-elect Mr. Kam Chi Sing as independent non-executive Director; and
 - (g) to authorise the Board to fix Directors' remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without modification) as ordinary resolutions:

4. “**THAT** a general and an unconditional mandate be and is hereby granted to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to repurchase shares of the Company (“**Shares**”), subject to and in accordance with all applicable laws, and subject to the following conditions:
 - (a) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;
 - (b) the aggregate number of Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than 10 percent of the number of the Shares in issue at the date of passing this resolution; and
 - (c) for the purpose of this resolution, "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

To consider and, if thought fit, to pass the following resolutions (with or without modification) as special resolution:

5. “**THAT**
- (a) the second amended and restated bye-laws of the Company (the “**Second Amended and Restated Bye-Laws**”, which contains all the Proposed Amendments (as defined in the circular of the Company dated 29 April 2024)) and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect; and
 - (b) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Second Amended and Restated Bye-Laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong.”

By order of the Board
Maxnerva Technology Services Limited
CHANG Chuan-Wang
Chairman

Hong Kong, 29 April 2024

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies to attend and vote on his behalf. A proxy need not be a member of the Company. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof and in such event, the instrument appointing the proxy shall be deemed to be revoked.
2. In order to be valid, a form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the office of the Company's branch registrar in Hong Kong, Tricor Abacus Limited, 17/F, Fat East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or poll (as the case may be).
3. The Register of Members of the Company will be closed from Tuesday, 21 May 2024 to Friday, 24 May 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 Friday, 24 May 2024 are eligible to attend and vote at the Annual General Meeting. 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 Monday, 20 May 2024.