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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

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;
AND
(3) 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 Wednesday, 21 May 2025 is set out on pages 15 to 17 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 Investor Services 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.

28 April 2025

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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 Wednesday, 21 May 2025, or any adjournment thereof
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company as amended from time to time
“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”	17 April 2025, 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
“PRC”	the People’s Republic of China
“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)
“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
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	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
CHANG Kuo-Chin
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

28 April 2025

To the Shareholders

Dear Sir or Madam,

(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) GENERAL MANDATE TO REPURCHASE SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

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

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. Chang Chuan-Wang, Mr. Cheng Yee Pun, and Mr. Kim Hyun Seok 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. Chang Kuo-Chin was appointed as a Director on 21 August 2024. Accordingly, He shall retire at the Annual General Meeting and, being eligible, will offer himself 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.

As at the Latest Practicable Date, the total number of Shares in issue was 701,543,448 and the Company did not have any treasury 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 (excluding treasury 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 (excluding treasury 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 2024 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>
2024		
April	0.445	0.227
May	0.320	0.250
June	0.260	0.210
July	0.240	0.190
August	0.290	0.215
September	0.350	0.246
October	0.330	0.250
November	0.270	0.230
December	0.270	0.250
2025		
January	0.285	0.240
February	0.330	0.260
March	0.320	0.240
April (up to the Latest Practicable Date)	0.325	0.225

- (xi) The Company may cancel any Shares it repurchased and/or hold such Shares as treasury shares following settlement of any such repurchase, taking in account various factors, including prevailing market conditions and the Group's capital management needs at the relevant time of repurchase.
- (xii) Neither this explanatory statement nor the proposed share repurchase has any unusual features.

LETTER FROM THE BOARD

(C) Annual General Meeting

A notice of Annual General Meeting is set out on pages 15 to 17 of this circular, which contains, among other things, the Ordinary Resolutions to approve the re-election of the retiring Directors and the Share Repurchase Mandate.

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 Investor Services 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.

(D) 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 Listing Rules 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.

LETTER FROM THE BOARD

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.

(E) 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.

(F) 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 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) 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. Chang Chuan-Wang, executive Director

Mr. Chang, aged 56, 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**", along with its subsidiaries and affiliated companies, 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. Mr. Chang has acted as a non-executive director of FIH Mobile Limited (stock code: 2038) and FIT Hon Teng Limited (stock code: 6088), whose shares are listed on the Main Board of the Stock Exchange, since 29 June 2023 and 21 June 2024 respectively. 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.

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

As at the date of this circular, Mr. Chang has no interest in Shares within the meaning of Part XV of the SFO. There has been 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.

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. Cheng Yee Pun, executive Director

Mr. Cheng, aged 49, was appointed as executive director on 28 March 2018 and is assuming the role of group chief financial officer. Prior to joining the company in 2016, he was the vice president of New World Strategic Investment Limited, primarily responsible for private equity and venture capital investments, M&A transactions and business development initiatives. Mr. Cheng began his career with an international accounting firm and had worked for a number of global financial institutions and Hong Kong listed companies. He obtained his Master of Business Administration and Bachelor of Commerce (Hons.) from the University of New South Wales and the University of Melbourne in Australia respectively. Mr. Cheng is a member of HKICPA, CPA Australia and CFA Institute.

Save as disclosed above, Mr. Cheng 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. Cheng is interested in 1,300,000 Shares within the meaning of Part XV of the SFO. There is no service agreement entered into between the Company and Mr. Cheng in respect of his appointment as an executive Director 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. Cheng will not receive remuneration from the Company for serving as an executive Director before any service agreement is entered into with the Company. Mr. Cheng does not have any relationship with any other Directors, senior management, or Substantial Shareholders.

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

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. Kim Hyun Seok, non-executive Director

Mr. Kim, aged 42, was appointed as non-executive director on 29 March 2023. He has been with SK Holdings (C&C) since 2017 and is currently the Head of Strategic Investment Team. He holds a Bachelor of Science at Ohio State University and a Master of Business Administration at Korea Development Institute School of Public Policy and Management (KDIS), Se-Jong City, Republic of Korea.

Save as disclosed above, Mr. Kim 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. Kim has no interest in Shares within the meaning of Part XV of the SFO. There is no service agreement entered into between the Company and Mr. Kim in respect of his appointment as a non-executive Director 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. Kim 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. Kim does not have any relationship with any other Directors, senior management, or Substantial Shareholders.

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 Kuo-Chin, non-executive Director

Mr. Chang, aged 56, was appointed as non-executive director on 21 August 2024. Mr. Chang has over 30 years of extensive experience in the information technology field. He joined Hon Hai in 1998. Hon Hai's shares are listed on the Taiwan Stock Exchange under stock code 2317. Mr. Chang specializes in information management, digital service platform establishment, and business operations. He currently serves as the senior assistant vice president and Head of the Central Information Department of Hon Hai Technology Group.

Mr. Chang obtained his Bachelor's degree in Applied Mathematics from Chung Yuan Christian University in 1992 and worked in the IT department of Kuozui Motors, Ltd. for three years. From 1999 to 2020, Mr. Chang led the Information Division of J Business Group at Hon Hai Technology Group, where he planned and established various central digital platforms and laid the digital operational management foundation for the rapid growth of Hon Hai Technology Group. In 2016, he founded MinMax Technology (Shenzhen) Co., Ltd. and served as Chairman until 2023, demonstrating his visionary foresight and exceptional management capabilities. Since 2013, Mr. Chang has held the positions of chairman of Futaihong Precision Component (Shenzhen) Co., Ltd., and executive director of Fuchin Precision Industry (Shenzhen) Co., Ltd. Additionally, Mr. Chang was honored as one of Hon Hai Technology Group's Top 10 Inventors in both 2018 and 2020.

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. An appointment letter was entered into between the Company and Mr. Chang 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. Chang will not receive any emoluments (having the meaning ascribed to it under the Listing Rules) from the Company during his tenure of office as a non-executive Director.

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.

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 2025 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 Wednesday, 21 May 2025, for the purpose of considering and, if thought fit, passing, with or without modifications, the following businesses:

ORDINARY BUSINESS

1. to receive, consider and adopt the audited financial statements and the reports of the directors and independent auditors of the Company for the year ended 31 December 2024;
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. Chang Chuan-Wang as executive Director;
 - (b) to re-elect Mr. Cheng Yee Pun as executive Director;
 - (c) to re-elect Mr. Kim Hyun Seok as non-executive Director;
 - (d) to re-elect Mr. Chang Kuo-Chin as non-executive Director; and
 - (e) 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 (excluding treasury shares, if any) 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.”

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

Hong Kong, 28 April 2025

NOTICE OF ANNUAL GENERAL MEETING

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 Investor Services 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 Friday, 16 May 2025 to Wednesday, 21 May 2025 (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 Wednesday, 21 May 2025 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 Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 15 May 2025.