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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) RE-APPOINTMENT OF AUDITORS;
(3) GENERAL MANDATE TO REPURCHASE SHARES;
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 24/F., OfficePlus@Wan Chai, 303 Hennessy Road, Wan Chai, Hong Kong at 12 p.m. on Wednesday, 3 June 2026 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.

29 April 2026

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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 24/F., OfficePlus@Wan Chai, 303 Hennessy Road, Wan Chai, Hong Kong at 12 p.m. on Wednesday, 3 June 2026, 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”	20 April 2026, 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

29 April 2026

To the Shareholders

Dear Sir or Madam,

(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) RE-APPOINTMENT OF AUDITORS;
(3) GENERAL MANDATE TO REPURCHASE SHARES;
AND
(4) 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; (ii) the re-appointment of auditors; and (iii) 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. Mr. Kan, who was first appointed as independent non-executive Director on 1 December 2015, has served the Company for more than 9 years as at the Latest Practicable Date and a separate resolution will be proposed for his re-election. The Company has received Mr. Kan's annual independence confirmation and nothing has come to the Company's attention that he is not independent under Rule 3.13 of the Listing Rules. In view of Mr. Kan's professional qualifications and extensive experience in the financial management field, the Nomination Committee believes that he is capable of providing constructive contributions in relation to the Company's affairs, Mr. Kan does not take up any executive roles and duties and is neither involved in the daily management of business operations of the Group nor in any relationships or circumstances which would interfere with the exercise of his independent judgment. He continues to offer impartial advice and exercise independent judgment in Board meetings and Board committee meetings and there is no evidence that his tenure has had any impact on his independence. Based on the information available to the Board, the annual independence confirmation given by Mr. Kan and upon considering the relevant factors, the Nomination Committee has assessed Mr. Kan's independence and believes that Mr. Kan can continue to contribute objectively and meets the independence guidelines under Rule 3.13 of the Listing Rules. The Board has adopted the view of the Nomination Committee and thus recommends Mr. Kan to continue to be the independent non-executive Director.

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 have remained independent within the definition of the Listing Rules.

LETTER FROM THE BOARD

(B) Re-appointment of Auditors

Upon the recommendation of the Audit Committee, the Board proposed to re-appoint PricewaterhouseCoopers as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration. Subject to further negotiations and determination by the Company and PricewaterhouseCoopers on a fair and reasonable basis, the estimated audit fee is approximately RMB1.8 million, determined with reference to the expected audit scope and workload, as well as the Group's operations.

(C) 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 706,173,448 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 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 706,173,448 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 70,617,344 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.

LETTER FROM THE BOARD

- (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.
- (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 2025 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.

LETTER FROM THE BOARD

- (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.

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	10.18%
FSK Holdings Limited <i>Note 2</i>	239,050,141	33.89%

Notes:

1. Given that 71,813,581 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.

LETTER FROM THE BOARD

- (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.

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>
2025		
April	0.325	0.225
May	0.270	0.235
June	0.270	0.207
July	0.265	0.240
August	0.250	0.218
September	1.420	0.237
October	0.950	0.630
November	0.770	0.520
December	0.760	0.580
2026		
January	0.810	0.670
February	0.710	0.600
March	0.620	0.460
April (up to the Latest Practicable Date)	0.550	0.440

- (xi) The Company may cancel any Shares it repurchased and/or hold such Shares as treasury shares following settlement of any such repurchase, taking into 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

(D) 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, the re-appointment of auditors of the Company 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.

(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.

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.

(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, (ii) the re-appointment of auditors of the Company, and (iii) 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), (ii) and (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 65, 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 the PRC 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 Hong Kong 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, Compaq Computer, and established Microsoft in Hong Kong and the PRC. 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. Mr. Kan has entered into an appointment letter with the Company with a term of three years and 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 52, 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 since 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 of America, 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 of America, 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. Prof. Zhang has entered into an appointment letter with the Company with a term of three years and 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.

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. Kam Chi Sing, independent non-executive Director

Mr. Kam, aged 55, 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.

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.

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

As at the date of this circular, Mr. Kam has no interest in Shares within the meaning of Part XV of the SFO. Mr. Kam has entered into an appointment letter with the Company with a term of three years and 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.

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 2026 annual general meeting (the “**Annual General Meeting**”) of Maxnerva Technology Services Limited (the “**Company**”) will be held at 24/F., OfficePlus@Wan Chai, 303 Hennessy Road, Wan Chai, Hong Kong at 12 p.m. on Wednesday, 3 June 2026, 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 of the Company (the “**Directors**”, each a “**Director**”) and independent auditors of the Company for the year ended 31 December 2025;
2. to re-appoint PricewaterhouseCoopers as auditors and to authorise the board of Directors (the “**Board**”) to fix their remuneration;
3. to re-elect the following persons as Directors, each as a separate resolution, and to authorise 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. Kam Chi Sing as independent non-executive Director; and
 - (d) 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.”

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

Hong Kong, 29 April 2026

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, 29 May 2026 to Wednesday, 3 June 2026 (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, 3 June 2026 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, 28 May 2026.