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Foxconn (Far East) Limited

(incorporated in the Cayman Islands with limited liability)

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)

JOINT ANNOUNCEMENT

(1) CONDITIONAL SHARE PURCHASE AGREEMENT IN RELATION TO SHARES OF MAXNERVA; AND

(2) POSSIBLE MANDATORY CONDITIONAL CASH OFFERS BY SOMERLEY CAPITAL LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES OF MAXNERVA (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR OR ITS CONCERT PARTIES) AND CANCEL ALL OUTSTANDING OPTIONS OF MAXNERVA

Financial Adviser to the Offeror

SOMERLEY CAPITAL LIMITED

SHARE PURCHASE AGREEMENT

On July 27, 2026 (after trading hours of the Stock Exchange), the Offeror entered into the SPA with the Sellers for the conditional sale and purchase of the respective Sale Shares held by each Seller. The aggregate number of Sale Shares is 239,050,141 Shares (representing approximately 33.85% of the Shares in issue as of the Announcement Date), and the total consideration amounts to HK$152,370,559 in cash, equivalent to approximately HK$0.6374 per Sale Share.

The SPA Completion is subject to the fulfilment or (where applicable) waiver of the conditions set out under the sub-section headed “Conditions to the SPA” in this announcement.

POSSIBLE MANDATORY CONDITIONAL CASH OFFERS

As of the Announcement Date, the Offeror, FSK and FDG Fund directly hold 46,680,000 Shares, 167,236,560 Shares and 71,813,581 Shares, respectively, representing approximately 6.61%, 23.68% and 10.17% of the total issued Shares as of the Announcement Date, respectively. Immediately following the SPA Completion, the Offeror will directly hold an aggregate of 285,730,141 Shares, representing approximately 40.46% of the total issued Shares as of the Announcement Date, and each of FSK and FDG Fund will cease to hold any Shares. Subject to and upon the SPA Completion, the Offeror will be required to make the Share Offer pursuant to Rule 26.1 of the Takeovers Code. The Offeror will also make an appropriate offer to the Optionholders in accordance with Rule 13 of the Takeovers Code. The Option Offer will be conditional upon the Share Offer becoming or being declared unconditional in all respects. If the conditions of the Offers cannot be satisfied by the Closing Date, the Offers will lapse.

The Share Offer

Subject to and upon the SPA Completion, Somerley will, for and on behalf of the Offeror, make the Share Offer on the terms to be set out in the Composite Document on the following basis:

Share Offer Price for each Offer Share . . . . **HK$0.6374 in cash**

As the Offeror and parties acting in concert with it will hold less than 50% of the voting rights of the Company immediately following the SPA Completion, the Share Offer, if and when made, will be conditional only upon the valid acceptances of the Share Offer being received by the Offeror (and not, where permitted, withdrawn) on or before 4:00 p.m. on the Closing Date (or such later time(s) or date(s) as the Offeror may, subject to the Takeovers Code, decide) in respect of such number of Offer Shares which, together with the Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it before or during the Share Offer, would result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company.

The Option Offer

Subject to and upon the SPA Completion, Somerley will, for and on behalf of the Offeror, make appropriate offers to the Optionholders in accordance with Rule 13 of the Takeovers Code to cancel all the outstanding Options on the terms to be set out in the Composite Document on the following basis:

(a) ***In respect of Options with an exercise price of HK$1.684:***

For cancellation of each such Option . . . . **HK$0.0001 in cash**

(b) ***In respect of Options with an exercise price of HK$0.686:***

For cancellation of each such Option . . . . **HK$0.0001 in cash**

(c) ***In respect of Options with an exercise price of HK$0.310:***

For cancellation of each such Option . . . . **HK$0.3274 in cash**

The Option Offer will be conditional upon the Share Offer becoming or being declared unconditional in all respects. If the Share Offer does not become or is not declared unconditional in all respects by the Closing Date, the Option Offer will lapse.

VALUE OF THE OFFERS

As of the Announcement Date, there are 706,173,448 Shares in issue and 6,820,000 outstanding Options. Based on the total of 285,730,141 Shares held by the Offeror and parties acting in concert with it as of the Announcement Date, a total of 420,443,307 Shares will be subject to the Share Offer. Based on the Share Offer Price and the Option Offer Price, and assuming that all outstanding Options will be exercised prior to the close of the Offers, there will be no other change to the issued share capital of the Company and no further Options will be granted from the Announcement Date up to and including the close of the Offers, the maximum consideration payable under the Offers is approximately HK$272,337,631.88.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document with the offeree board circular from the Company into the Composite Document. The Composite Document setting out, among other things: (i) details of the Offers (including the expected timetable); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders and the Optionholders in relation to the Offers; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offers, together with the relevant forms of acceptance and transfer, is normally required to be despatched to the Shareholders and the Optionholders no later than 21 days after the Announcement Date or such later date as the Executive may approve.

As the making of the Offers by the Offeror is conditional upon the SPA Completion, pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Offeror will make an application to the Executive under Note 2 to Rule 8.2 of the Takeovers Code for consent to extend the deadline for the despatch of the Composite Document to a date falling no later than seven days after the SPA Completion or January 15, 2027, whichever is earlier. Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

WARNING: Shareholders, Optionholders and potential investors of the Company should note that the Offers will only be made if SPA Completion takes place and thus the making of the Offers is a possibility only. The SPA Completion is subject to the fulfilment or (where applicable) waiver of the conditions set out under the sub-section headed "Conditions to the SPA" in this announcement. Accordingly, the SPA Completion may or may not take place and the Offers may or may not be made. Shareholders, Optionholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their professional advisers.

SHARE PURCHASE AGREEMENT

On July 27, 2026 (after trading hours of the Stock Exchange), the Offeror entered into the SPA with the Sellers, pursuant to which the Offeror has conditionally agreed to purchase, and the Sellers have conditionally agreed to sell, the Sale Shares.

The principal terms of the SPA are set out as follows:

Date

July 27, 2026 (after trading hours of the Stock Exchange)

Parties

(1) Sellers: FSK and FDG Fund

(2) Purchaser: the Offeror

The Sale Shares

The Sale Shares comprise a total of 167,236,560 Shares and 71,813,581 Shares held by FSK and FDG Fund, respectively, representing approximately 23.68% and 10.17% of the total issued share capital of the Company as of the Announcement Date, respectively.

Consideration

The total consideration payable by the Offeror for the Sale Shares held by FSK and FDG Fund under the SPA shall be HK$106,596,583 and HK$45,773,976 respectively, equivalent to approximately HK$0.6374 per Sale Share.

The consideration shall be paid by the Offeror to the Sellers in cash on SPA Completion, subject to deduction of the expected amount of Hong Kong stamp duty payable by each Seller in relation to the transfer of its respective Sale Shares.

Conditions to the SPA

The SPA Completion is conditional on the satisfaction or (if applicable) waiver of the following conditions on or prior to the Long Stop Date:

(a) the Vietnam Competition Commission having granted (or being deemed to have granted) its consent, approval (unconditional or conditional), clearance, confirmation or license under the applicable laws of Vietnam, or the applicable waiting periods and any extensions thereof relating to the required filing(s) pursuant to applicable antitrust laws of Vietnam having expired, or the Vietnam Competition Commission having waived its jurisdiction or informed the Offeror or any Seller that the Acquisition is not subject to receiving clearance;

(b) up to and as at the date of SPA Completion, no event having occurred or existing (including any law, order, enquiry, action, proceeding, suit or investigation instituted or taken by any Authorities) which would make the transfer of the Sale Shares to the Offeror void, unenforceable, illegal or impracticable, impose any material and adverse conditions or obligations in connection with the Acquisition, or prohibit the implementation of the Acquisition;

(c) the warranties given by the Sellers under the SPA remaining true and accurate in all material respects as of the date of the SPA and the date of the SPA Completion; and

(d) the warranties given by the Offeror under the SPA remaining true and accurate in all material respects as of the date of the SPA and the date of the SPA Completion.

The Offeror may waive the Condition set out in paragraph (c) above. The Sellers may waive the Condition set out in paragraph (d) above. The Conditions set out in paragraphs (a) and (b) above are not waivable.

As of the Announcement Date, no Condition has been fulfilled or waived.

SPA Completion

Subject to all Conditions having been satisfied or (where applicable) waived in accordance with the SPA, the SPA Completion shall take place on the fifth SPA Business Day following the notification by the Offeror to the Sellers of the satisfaction of the Condition set out in paragraph (a) in the sub-section headed "Conditions to the SPA" above, or such other date as the Offeror and the Sellers may agree.

Termination

Before the SPA Completion, the SPA may be terminated:

(a) by mutual written consent of the Offeror and the Sellers;

(b) by the Offeror, if the average of the per-share volume weighted average trading price of the Shares on the Stock Exchange for any twenty (20) consecutive trading days is less than HK$0.396;

(c) by any Seller, if the average of the per-share volume weighted average trading price of the Shares on the Stock Exchange for any twenty (20) consecutive trading days exceeds HK$1.26;

(d) by the Offeror, if all of the Conditions set out in paragraphs (a), (b) and (c) in the sub-section headed "Conditions to the SPA" have not been fulfilled or (if applicable) waived on or prior to the Long Stop Date;

(e) by any Seller, if the Condition set out in paragraph (d) in the sub-section headed "Conditions to the SPA" has not been fulfilled or waived on or prior to the Long Stop Date;

(f) by the Offeror, if any of the warranties of the Sellers under the SPA is not true and accurate as of the date of the SPA and the date of the SPA Completion; or

(g) by any Seller, if any of the warranties of the Offeror under the SPA is not true and accurate as of the date of the SPA and the date of the SPA Completion.

POSSIBLE MANDATORY CONDITIONAL CASH OFFERS

As of the Announcement Date, the Offeror, FSK and FDG Fund directly hold 46,680,000 Shares, 167,236,560 Shares and 71,813,581 Shares, respectively, representing approximately 6.61%, 23.68% and 10.17% of the total issued Shares as of the Announcement Date, respectively.

Immediately following the SPA Completion, the Offeror will directly hold an aggregate of 285,730,141 Shares, representing approximately 40.46% of the total issued Shares as of the Announcement Date, and each of FSK and FDG Fund will cease to hold any Shares.

Subject to and upon the SPA Completion, the Offeror will be required to make the Share Offer pursuant to Rule 26.1 of the Takeovers Code.

The Offeror will also make an appropriate offer to the Optionholders in accordance with Rule 13 of the Takeovers Code. The Option Offer will be conditional upon the Share Offer becoming or being declared unconditional in all respects.

The Share Offer

Subject to and upon the SPA Completion, Somerley will, for and on behalf of the Offeror, make the Share Offer on the terms to be set out in the Composite Document on the following basis:

Share Offer Price for each Offer Share .... HK$0.6374 in cash

As the Offeror and parties acting in concert with it will hold less than 50% of the voting rights of the Company immediately following the SPA Completion, the Share Offer, if and when made, will be conditional only upon the valid acceptances of the Share Offer being received by the Offeror (and not, where permitted, withdrawn) on or before 4:00 p.m. on the Closing Date (or such later time(s) or date(s) as the Offeror may, subject to the Takeovers Code, decide) in respect of such number of Offer Shares which, together with the Shares already owned or agreed to be acquired by the Offeror and parties acting in concert with it before or during the Share Offer, would result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company.

If, after the Announcement Date, any dividend, distribution and/or return of capital is made or paid in respect of the Offer Shares, the Offeror reserves the right to reduce the Share Offer Price by an amount equal to such dividend or other distribution, in which case any references in this announcement, the Composite Document and/or any other announcement or document to the Share Offer Price will be deemed to be a reference to the Share Offer Price as so reduced.

The Company has confirmed that: (i) as of the Announcement Date, it has not declared any dividend and/or other distribution and/or other return of capital which remains unpaid; and (ii) it does not intend to declare, make or pay any dividend and/or other distribution and/or other return of capital before the closing, lapse, withdrawal or termination of the Offers (whichever is earlier).

The Option Offer

The Company adopted the 2013 Share Option Scheme and the 2023 Share Option Scheme on August 30, 2013 and May 31, 2023, respectively. The 2013 Share Option Scheme was terminated on May 31, 2023, and thus no further share options will be granted under the 2013 Share Option Scheme. As of the Announcement Date, there are 1,350,000 Options with an exercise price of HK$1.684 per share, 2,820,000 Options with an exercise price of HK$0.686 per share and 2,650,000 Options with an exercise price of HK$0.310 per share granted and outstanding under the 2013 Share Option Scheme, and no share option has been granted under the 2023 Share Option Scheme. All of the Options are vested and exercisable, and each such Option gives the Optionholders the right to subscribe for one new Share.

Subject to and upon the SPA Completion, Somerley will, for and on behalf of the Offeror, make appropriate offers to the Optionholders in accordance with Rule 13 of the Takeovers Code to cancel all the outstanding Options on the terms to be set out in the Composite Document on the following basis:

(a) ***In respect of Options with an exercise price of HK$1.684:***

For cancellation of each such Option. . . . .**HK$0.0001 in cash**

(b) ***In respect of Options with an exercise price of HK$0.686:***

For cancellation of each such Option. . . . .**HK$0.0001 in cash**

(c) ***In respect of Options with an exercise price of HK$0.310:***

For cancellation of each such Option. . . . .**HK$0.3274 in cash**

The consideration for the cancellation of each Option represents the "see-through" price, which is the excess of the Share Offer Price over the exercise price of each Option. With respect to any Option with an exercise price higher than the Share Offer Price of HK$0.6374 per Offer Share, the cancellation price for each such Option under the Option Offer, if made, will be a nominal amount of HK$0.0001 in cash.

The Option Offer will be conditional upon the Share Offer becoming or being declared unconditional in all respects. If the Share Offer does not become or is not declared unconditional in all respects by the Closing Date, the Option Offer will lapse.

Pursuant to the terms of the 2013 Share Option Scheme, in the event that the Share Offer becomes or is declared unconditional and thus the Option Offer becomes unconditional and any Optionholder chooses not to accept the Option Offer, any outstanding Option (to the extent not already exercised) held by such Optionholder shall lapse automatically upon the earlier of: (i) close of the Share Offer; and (ii) the expiry of the exercise period of such Option.

If, after the Announcement Date, any dividend, distribution and/or return of capital is made or paid in respect of the Offer Shares, the Offeror reserves the right to reduce the Share Offer Price by an amount equal to such dividend or other distribution, in which case the Option Offer Price shall be reduced accordingly and any references in this announcement, the Composite Document and/or any other announcement or document to the Option Offer Price will be deemed to be a reference to the Option Offer Price as so reduced.

Comparisons of Value

The Share Offer Price of HK$0.6374 per Offer Share represents:

(a) a premium of approximately 55.46% over the closing price of HK$0.4100 per Share as quoted on the Stock Exchange on the Last Trading Day;

(b) a premium of approximately 56.23% over the average closing price of approximately HK$0.4080 per Share, being the average closing price of the Shares as quoted on the Stock Exchange for the 5 trading days immediately prior to and including the Last Trading Day;

(c) a premium of approximately 57.38% over the average closing price of approximately HK$0.4050 per Share, being the average closing price of the Shares as quoted on the Stock Exchange for the 10 trading days immediately prior to and including the Last Trading Day;

(d) a premium of approximately 43.66% over the average closing price of approximately HK$0.4437 per Share, being the average closing price of the Shares as quoted on the Stock Exchange for the 30 trading days immediately prior to and including the Last Trading Day; and

(e) a discount of approximately 3.70% to the audited consolidated net asset value attributable to equity holders as of December 31, 2025 of approximately RMB0.5732 per Share (equivalent to approximately HK$0.6619 per Share), based on the audited consolidated net assets of the Company, the number of Shares in issue as of December 31, 2025 and the Reference Exchange Rate.

Highest and lowest Share prices

During the six-month period immediately prior to the Last Trading Day, the highest closing price of the Shares as quoted on the Stock Exchange was HK$0.740 per Share on January 26, 2026, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK$0.390 per Share on July 14, 2026.

Value of the Offers

As of the Announcement Date, there are 706,173,448 Shares in issue and 6,820,000 outstanding Options. Based on the total of 285,730,141 Shares held by the Offeror and parties acting in concert with it as of the Announcement Date, a total of 420,443,307 Shares will be subject to the Share Offer. Based on the Share Offer Price and the Option Offer Price, and: (i) assuming that there will be no change to the issued share capital of the Company, no outstanding Options will be exercised and no further Options will be granted from the Announcement Date up to and including the close of the Offers, the maximum consideration payable under the Offers is approximately HK$268,858,590.88, comprising approximately HK$267,990,563.88 payable under the Share Offer and HK$868,027 payable under the Option Offer; and (ii) assuming that all outstanding Options will be exercised prior to the close of the Offers, there will be no other change to the issued share capital of the Company and no further Options will be granted from the Announcement Date up to and including the close of the Offers, the maximum consideration payable under the Offers is approximately HK$272,337,631.88, representing the amount payable under the Share Offer.

CONFIRMATION OF FINANCIAL RESOURCES

The Offeror intends to finance the total consideration payable under the Acquisition and the Offers with its internal resources. Somerley, the Offeror Financial Adviser, is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration for the Acquisition and the maximum consideration payable upon full acceptance of the Offers.

OTHER TERMS OF THE OFFERS

Conditions of the Offers

The Share Offer, if and when made, will be conditional only upon the valid acceptances of the Share Offer being received by the Offeror (and not, where permitted, withdrawn) on or before 4:00 p.m. on the Closing Date (or such later time(s) or date(s) as the Offeror may, subject to the Takeovers Code, decide) in respect of such number of Offer Shares which, together with the Shares already owned or controlled or agreed to be acquired by the Offeror and parties acting in concert with it before or during the Share Offer, would result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of the Company.

The Option Offer will be conditional upon the Share Offer becoming or being declared unconditional in all respects.

If the conditions above cannot be satisfied by the Closing Date, the Offers will lapse. Further announcement(s) will be made as and when appropriate in relation to the revision, extension or lapse of the Offers, or the satisfaction of the conditions of the Offers, in accordance with the requirements of the Takeovers Code and the Listing Rules.

Effect of accepting the Offers

By accepting the Share Offer, each Offer Shareholder will be deemed to warrant that their tendered Offer Share(s) is/are fully paid and free from all liens, charges, encumbrances, pre-emptive rights and any other third-party rights of any nature and together with all rights attaching to them or subsequently becoming attached to them without any limitations, including the right to receive all dividends, other distributions and returns of capital, if any, announced, declared, made or paid the record date of which is on or after the date on which the Offers are closed.

Following acceptance of the Option Offer and the Option Offer becoming unconditional, the tendered Options together with all rights attaching thereto will be cancelled.

Hong Kong stamp duty

The seller's Hong Kong ad valorem stamp duty at a rate of 0.1% of the amount payable in respect of relevant acceptances by the Offer Shareholders or the market value of the Offer Shares, whichever is higher, will be deducted from the amount payable to the relevant Offer Shareholders on acceptance of the Share Offer. The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the relevant Offer Shareholders who accept the Share Offer and pay the buyer's ad valorem stamp duty in connection with the acceptance of the Share Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

No stamp duty is payable in connection with the acceptance of the Option Offer.

Settlement

Subject to the Offers becoming, or having been declared, unconditional in all respects, payment in cash in respect of acceptances of the Offers will be made as soon as possible but in any event no later than seven business days (as defined under the Takeovers Code) after the later of (i) the date on which the Offers become or are declared unconditional in all respects; and (ii) the date of receipt of a duly completed and valid acceptance in respect of the Share Offer or the Option Offer (as the case may be).

No fractions of a cent will be payable and the amount of cash consideration payable to an Offer Shareholder or an Optionholder (as the case may be) who accepts the Share Offer or the Option Offer (as the case may be) will be rounded up to the nearest cent.

Overseas Shareholders and Optionholders

The making of the Share Offer to the Shareholders and the Option Offer to the Optionholders who are citizens, residents or nationals of jurisdictions outside Hong Kong may be prohibited, limited or affected by the laws or regulations of the relevant jurisdictions. It is the responsibility of each such Shareholder and/or Optionholder who wishes to accept the Share Offer and/or the Option Offer respectively to satisfy himself/herself/itself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents, or filing and registration requirements which may be required to comply with all necessary formalities or legal or regulatory requirements and the payment of any transfer or other taxes due from such Shareholder and/or Optionholder in such relevant jurisdictions.

Any acceptance by any overseas Shareholders and/or Optionholders will be deemed to constitute a representation and warranty from such Shareholder and/or Optionholder to the Offeror that all laws, regulations and requirements applicable to that Shareholder and/or Optionholder have been complied with and that the Share Offer and the Option Offer can be lawfully accepted by such Shareholder and/or Optionholder respectively under the laws and regulations of the relevant jurisdiction. Shareholders and Optionholders should consult their professional advisers if in doubt.

In the event that the receipt of the Composite Document by overseas Shareholders or Optionholders is prohibited by any applicable laws and regulations or may only be effected upon compliance with conditions or requirements in such overseas jurisdictions that would be unduly onerous or burdensome (or otherwise not in the best interest of the Offeror or the Company or the Shareholders), the Composite Document, subject to the Executive's consent, may not be despatched to such overseas Shareholders or Optionholders. For that purpose, the Offeror will apply for a waiver pursuant to Note 3 to Rule 8 of the Takeovers Code.

Taxation advice

Offer Shareholders and Optionholders are recommended to consult their own professional advisers as to the taxation implications of accepting or rejecting the Share Offer and/or Option Offer. None of the Offeror, the parties acting in concert with the Offeror, the Company, the Offeror Financial Adviser, the Independent Financial Adviser and (as the case may be) their respective ultimate beneficial owners, directors, officers, employees, advisers, agents or associates or any other person involved in the Offers accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Share Offer and/or the Option Offer.

INFORMATION ON THE OFFEROR

The Offeror is an exempted company incorporated in the Cayman Islands with limited liability and a direct wholly-owned subsidiary of Hon Hai. It is principally engaged in investment holding.

The Offeror holds various investments in the PRC, Hong Kong, Europe and the United States, including but not limited to its Hong Kong-listed subsidiaries, FIT Hon Teng Limited (stock code: 6088.HK) and FIH Mobile Limited (stock code: 2038.HK). Its subsidiaries and investees are principally engaged in the production, manufacture, sale, research and development of computer chassis, connectors and computer-related components in the PRC and North America. The Sellers are concert parties of the Offeror.

INFORMATION ON THE GROUP

The Company is a company incorporated in Bermuda with limited liability, the shares of which are currently listed on the Stock Exchange (stock code: 1037.HK). The Group is principally engaged in sales of information technology products and software applications, and the provision of system and network integration, information technology solutions development and implementation, and related maintenance services to corporate customers in the PRC, as well as in Taiwan, Vietnam and the United States.

Set out below is a summary of the audited consolidated financial information of the Company for the years ended December 31, 2023, 2024 and 2025:

	For the year ended December 31, 2025 *RMB'000* *(audited)*	**For the year ended December 31, 2024** *RMB'000* *(audited)*	**For the year ended December 31, 2023** *RMB'000* *(audited)*
Revenue	707,576	558,939	677,877
Loss attributable to shareholders	14,551	12,443	16,831
Net assets	404,807	424,913	436,451

INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

The Acquisition and the Offers are intended as a long-term investment by the Offeror in the Group with a view to simplifying the Company's shareholding structure and enhancing the efficiency of operational decision-making. In connection with the Acquisition and the Offers, the Offeror intends to conduct a strategic review of the Group's assets, corporate structure, capitalization, operations, properties, policies and management to determine if any changes would be appropriate and desirable following the completion of the Acquisition and the Offers with a view to optimizing the Group's activities and development, and may make such changes as the Offeror deems necessary, appropriate or beneficial for the Group following its strategic review.

It is intended that Mr. KIM Hyun Seok would resign from the Board with effect from a date after the final Closing Date or the lapse of the Offers.

As of the Announcement Date, save as disclosed herein, the Offeror does not have any plans to make any major changes to the current business operations of the Group, including any significant redeployment of the fixed assets of the Group, or to introduce any major changes to the continued employment of the employees of the Group (other than in the ordinary course of business).

Based on an assessment conducted by an independent accountant engaged by the Offeror using the market price approach, the acquisition price of HK$0.6374 per Share for the Acquisition and the Share Offer is considered reasonable for the Offeror.

LISTING OF THE SHARES

The Offeror intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offers.

Following the close of the Offers, the Offeror will use its commercially reasonable endeavors to ensure, or procure the Company to take such steps as are necessary to ensure, that the Company will have an adequate public float so as to comply with the applicable requirements under the Listing Rules.

DEALINGS AND INTERESTS IN SECURITIES OF THE COMPANY

The Offeror confirms that as of the Announcement Date:

(a) except as set out under the section headed "SHAREHOLDING STRUCTURE OF THE COMPANY" of this announcement, none of the Offeror and parties acting in concert with it owns, controls or has direction over any voting rights or rights over Shares or otherwise holds any convertible securities, warrants, options or derivatives in respect of the Shares;

(b) save for the SPA, none of the Offeror and parties acting in concert with it had dealt for value in any Shares, convertible securities, warrants, options or derivatives in respect of the Shares during the six months immediately prior to and including the Announcement Date;

(c) none of the Offeror and parties acting in concert with it has received any irrevocable commitment to accept or reject the Offers;

(d) there is no outstanding derivative in respect of securities in the Company which has been entered into by the Offeror or any party acting in concert with it;

(e) there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Company and which might be material to the Offers;

(f) save for the SPA, there is no agreement or arrangement to which the Offeror or any party acting in concert with it is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offers;

(g) none of the Offeror and parties acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;

(h) other than the consideration payable by the Offeror to the Sellers under the SPA, there is no consideration, compensation or benefit in whatever form paid or to be paid by the Offeror or any party acting in concert with it to the Sellers or any party acting in concert with any of them in connection with the sale and purchase of the Sale Shares;

(i) save for the SPA, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Sellers or any party acting in concert with any of them on the one hand, and the Offeror or any party acting in concert with it on the other hand; and

(j) save for the SPA, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) any Shareholder; and (ii) the Offeror or any party acting in concert with it.

The Company confirms that as of the Announcement Date, save for the SPA, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (i) any Shareholder; and (ii) the Company or its subsidiaries or associated companies (as defined under the Takeovers Code).

SHAREHOLDING STRUCTURE OF THE COMPANY

As of the Announcement Date, the issued share capital of the Company comprises 706,173,448 Shares.

The table below sets out the shareholding structure of the Company (i) as of the Announcement Date; and (ii) immediately after the SPA Completion and before the making of the Offers, assuming that there will be no shareholding changes other than the Acquisition and no new Shares will be issued on or before the SPA Completion Date:

	As of the Announcement Date		Immediately following the SPA Completion and before the making of the Offers	
	Number of Shares	*Approximate shareholding %*	*Number of Shares*	*Approximate shareholding %*
Offeror	46,680,000	6.61	285,730,141	40.46
Sellers				
FSK *(Note 1)*	167,236,560	23.68	0	0
FDG Fund *(Note 1)*	71,813,581	10.17	0	0
Sub-total of the Offeror and parties acting in concert with it	285,730,141	40.46	285,730,141	40.46
Offer Shareholders	420,443,307	59.54	420,443,307	59.54
Total	**706,173,448**	**100**	**706,173,448**	**100**

Notes:

1. As of the Announcement Date, the Offeror indirectly holds more than 30% of the shares of FSK, and FSK is a limited partner of the FDG Fund contributing to about 75% of the total commitment of the FDG Fund.

2. The percentage figures are subject to rounding adjustments and, accordingly, figures shown in total in the above table may not be an arithmetic aggregation of the figures preceding them and may not add up to 100%.

As of the Announcement Date, Mr. CHENG Yee Pun, an executive Director, is interested in 1,300,000 underlying Shares pursuant to the Options granted to him under the 2013 Share Option Scheme.

Save as disclosed above, as of the Announcement Date, none of the Directors holds any Shares or other securities of the Company.

Outstanding Options

As of the Announcement Date, the Company has 6,820,000 outstanding Options granted under the 2013 Share Option Scheme, all of which are vested and exercisable.

The exercise prices, number of outstanding Options and the respective exercisable periods are as follows:

Exercise price per share	Number of outstanding Options	Exercise period	Option Offer Price
HK$1.684	1,350,000	August 31, 2019 to August 30, 2027	HK$0.0001
HK$0.686	2,820,000	November 12, 2020 to November 11, 2028	HK$0.0001
HK$0.310	2,650,000	April 8, 2024 to April 7, 2032	HK$0.3274

Save as disclosed in this section, there are no other outstanding Shares, warrants, options, derivatives or securities that are convertible into Shares or other types of equity interest in the Company.

GENERAL

The Independent Board Committee and Independent Financial Adviser

Under Rule 2.1 of the Takeovers Code, a board which receives an offer or which is approached with a view to an offer being made, must, in the interests of shareholders, establish an independent committee of the board to make a recommendation: (i) as to whether the offer is, or is not, fair and reasonable; and (ii) as to acceptance.

An Independent Board Committee comprising all independent non-executive Directors who have no direct or indirect interest in the Offers, namely Mr. KAN Ji Ran Laurie, Prof. ZHANG Xiaoquan and Mr. KAM Chi Sing, has been established to consider and, if appropriate, give a recommendation to the Independent Shareholders as to whether the Share Offer is fair and reasonable and as to its acceptance, and to the Optionholders as to its views on the Option Offer.

As Mr. KIM Hyun Seok, Mr. CHANG Kuo-Chin and Ms. HUANG Pi-Chun, the three non-executive Directors, are nominated by FSK, which is a party acting in concert with the Offeror, they will therefore not form part of the Independent Board Committee.

In addition, an Independent Financial Adviser will be appointed (with the approval of the Independent Board Committee) to advise the Independent Board Committee in connection with the Offers. A further announcement will be made as soon as possible after the Independent Financial Adviser has been appointed.

Despatch of the Composite Document

It is the intention of the Offeror and the Company to combine the offer document with the offeree board circular from the Company into the Composite Document. The Composite Document setting out, among other things: (i) details of the Offers (including the expected timetable); (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders and the Optionholders in relation to the Offers; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee in relation to the Offers, together with the relevant forms of acceptance and transfer, is normally required to be despatched to the Shareholders and the Optionholders no later than 21 days after the Announcement Date or such later date as the Executive may approve.

As the making of the Offers by the Offeror is conditional upon the SPA Completion, pursuant to Note 2 to Rule 8.2 of the Takeovers Code, the Offeror will make an application to the Executive under Note 2 to Rule 8.2 of the Takeovers Code for consent to extend the deadline for the despatch of the Composite Document to a date falling no later than seven days after the SPA Completion or January 15, 2027, whichever is earlier.

Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

Dealings disclosure

In accordance with Rule 3.8 of the Takeovers Code, associates (as defined under the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in the relevant securities of the Company (as defined in Note 4 to Rule 22 of the Takeovers Code) pursuant to Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

"Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than $1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation."

WARNING: Shareholders, Optionholders and potential investors of the Company should note that the Offers will only be made if SPA Completion takes place and thus the making of the Offers is a possibility only. The SPA Completion is subject to the fulfilment or (where applicable) waiver of the conditions set out under the sub-section headed "Conditions to the SPA" in this announcement. Accordingly, the SPA Completion may or may not take place and the Offers may or may not be made. Shareholders, Optionholders and potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their professional advisers.

Shareholders and Optionholders are reminded to read the Composite Document, including the recommendations of the Independent Board Committee and the advice of the Independent Financial Adviser in respect of the Offers, before deciding whether or not to accept the Offers.

DEFINITIONS

In this announcement, the following terms have the meanings set out below, unless the context requires otherwise:

"2013 Share Option Scheme"	the share option scheme adopted by the Company on August 30, 2013 and terminated on May 31, 2023
"2023 Share Option Scheme"	the share option scheme adopted by the Company on May 31, 2023 (as amended from time to time)
"Acquisition"	the share purchase of the Sale Shares in accordance with the terms of the SPA
"acting in concert"	has the meaning given to it in the Takeovers Code and "concert parties" shall be construed accordingly. For completeness, the concert parties of the Offeror include but are not limited to the Sellers.
"Announcement Date"	the date of this announcement
"Authority(ies)"	any government, administrative or regulatory body, or court, tribunal, arbitrator, governmental agency or authority or department, securities exchange or body or authority regulating such securities exchange, including but not limited to the Stock Exchange and the SFC
"Board"	the board of Directors
"Closing Date"	the date to be stated in the Composite Document as the first closing date of the Offers or (if so extended) any subsequent closing date as may be announced by the Offeror in accordance with the Takeovers Code
"Company" or "Maxnerva"	Maxnerva Technology Services Limited, a limited liability company incorporated in Bermuda, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1037.HK)

"Composite Document"	the composite offer and response document to be jointly issued by the Offeror and the Company to the Shareholders and Optionholders in connection with the Offers
"Condition(s)"	the conditions precedent to SPA Completion as set out under the sub-section headed "Conditions to the SPA" in this announcement
"Directors"	director(s) of the Company
"Executive"	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
"FDG Fund"	FDG Fund, L.P., an exempted limited partnership established in the Cayman Islands
"FSK"	FSK Holdings Limited, a company incorporated in Hong Kong
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hon Hai"	Hon Hai Precision Industry Co., Ltd.（鴻海精密工業股份有限公司）, a limited liability company established in Taiwan and listed on the Taiwan Stock Exchange (stock code: 2317.TW)
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	an independent committee of the Board comprising all the independent non-executive Directors who have no direct or indirect interest in the Offers, namely Mr. KAN Ji Ran Laurie, Prof. ZHANG Xiaoquan and Mr. KAM Chi Sing, established pursuant to Rule 2.1 of the Takeovers Code for the purpose of making a recommendation to the Independent Shareholders and the Optionholders in relation to the Offers

"Independent Financial Adviser"	the independent financial adviser to be appointed by the Company with the approval of the Independent Board Committee to advise the Independent Board Committee in relation to the Offers
"Independent Shareholders"	Shareholders other than the Offeror and parties acting in concert with it
"Last Trading Day"	July 24, 2026, being the last trading day of the Shares immediately preceding the Announcement Date
"Long Stop Date"	December 31, 2026 or such other date as may be agreed in writing by the Offeror and the Sellers
"Offeror"	Foxconn (Far East) Limited, an exempted company incorporated in the Cayman Islands with limited liability
"Offeror Financial Adviser" or "Somerley"	Somerley Capital Limited, a corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Offeror in respect of the Offers
"Offer Share(s)"	all the issued Shares other than those already owned or agreed to be acquired by the Offeror or its concert parties as of the Announcement Date
"Offer Shareholder(s)"	registered holder(s) of Offer Shares
"Offers"	the Share Offer and the Option Offer
"Option Offer"	subject to SPA Completion, the possible offer to be made by the Offeror Financial Adviser for and on behalf of the Offeror in compliance with Rule 13 of the Takeovers Code to cancel all the outstanding Options, details of which are set out in the sub-section headed "The Option Offer" of this announcement

"Option Offer Price"	the price at which the Option Offer will be made, being (i) HK$0.0001 per Option in respect of Options with an exercise price of HK$1.684 per share; (ii) HK$0.0001 per Option in respect of Options with an exercise price of HK$0.686 per share; and (iii) HK$0.3274 per Option in respect of Options with an exercise price of HK$0.310 per share
"Optionholder(s)"	holder(s) of Option(s)
"Option(s)"	share option(s) granted by the Company which remain outstanding under the 2013 Share Option Scheme
"PRC"	the People's Republic of China (excluding Hong Kong, the Macau Special Administrative Region, and Taiwan for the purpose of this announcement)
"Reference Exchange Rate"	HK$1.0000: RMB0.86601
"RMB"	Renminbi, the lawful currency of the PRC
"Sale Shares"	a total of 239,050,141 Shares to be acquired by the Offeror from the Sellers pursuant to the SPA
"Sellers"	FSK and FDG Fund (each, a "Seller")
"SFC"	Securities and Futures Commission of Hong Kong
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended from time to time)
"Share(s)"	ordinary share(s) in the issued share capital of the Company
"Shareholder(s)"	registered holder(s) of the Share(s)

"Share Offer"	subject to SPA Completion, the possible mandatory conditional cash offer to be made by the Offeror Financial Adviser for and on behalf of the Offeror to acquire all the Offer Shares in accordance with Rule 26.1 of the Takeovers Code
"Share Offer Price"	the price at which the Share Offer will be made, being HK$0.6374 per Offer Share
"SPA"	the share purchase agreement dated July 27, 2026 entered into between the Sellers and the Offeror in relation to the conditional sale and purchase of the Sale Shares
"SPA Business Day"	a day (other than a Saturday or a Sunday) on which banks generally are open in Hong Kong, the Republic of Korea and Taiwan for the transaction of normal banking business
"SPA Completion"	completion of the Acquisition
"SPA Completion Date"	the date on which SPA Completion takes place
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	Hong Kong Code on Takeovers and Mergers
"%"	per cent.

In this announcement, the Reference Exchange Rate of HK$1.0000: RMB0.86601 is used for illustration purposes only. There is no assurance that any sum in Renminbi can be converted to Hong Kong dollars at the Reference Exchange Rate or at all.

By order of the board of directors of
Foxconn (Far East) Limited
HUANG Teh-Tsai
Director

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

Hong Kong, July 27, 2026

As of the Announcement Date, the Board comprises two executive directors, namely, Mr. CHANG Chuan-Wang and Mr. CHENG Yee Pun, three non-executive directors, namely, Mr. KIM Hyun Seok, Mr. CHANG Kuo-Chin and Ms. HUANG Pi-Chun and three independent non-executive directors, namely, Mr. KAN Ji Ran Laurie, Prof. ZHANG Xiaoquan and Mr. KAM Chi Sing.

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

As of the Announcement Date, the board of the Offeror comprises Mr. HUANG Teh-Tsai and Mr. CHOW Chung-Kai.

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