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If you are in doubt as to any aspect of this circular or as to the action to be taken, 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 **FIH Mobile Limited**, you should at once hand this circular and the accompanying form of proxy 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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FIH[®] 富智康[™]

FIH Mobile Limited

富智康集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2038)

**GENERAL MANDATES
TO ISSUE NEW SHARES AND TO BUY BACK SHARES,
MANDATE TO ISSUE NEW SHARES UNDER THE SHARE SCHEME,
RE-ELECTION OF DIRECTORS,
PROPOSED ADOPTION OF PROCEDURES FOR LOANING OF FUNDS
AND PROCEDURES FOR ENDORSEMENT AND GUARANTEE
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of the Company to be held at Kowloon Room I, Mezzanine Level, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Hong Kong on Friday, 22 May 2020 at 10:00 a.m. is set out on pages 26 to 30 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this circular for measures to be taken at the Annual General Meeting in view of the novel coronavirus disease (COVID-19), including:

- **compulsory temperature checks and health declarations**
- **wearing of surgical face masks required for all attendees who should bring their own respective masks (the Company will not be providing any mask)**
- **no distribution of corporate gifts and refreshments at the AGM venue to reduce close contacts**

Any person who does not comply with the precautionary measures may not be given access to the AGM venue. The Company strongly recommends the Shareholders to consider appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM according to their respective voting instructions, instead of attending the AGM in person.

Hong Kong, 17 April 2020

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the recent developments relating to the novel coronavirus disease (COVID-19), the Company will implement the following measures at the AGM to reduce the risk of infection of attendees:

- (i) Compulsory body temperature checks and health declarations will be conducted on every Shareholder, proxy and attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may not be given access to the AGM venue.
- (ii) All attendees are required to bring their own respective surgical face masks and wear their masks inside the AGM venue at all times (the Company will not be providing any mask), and to maintain distance between seats.
- (iii) To reduce close contacts, no refreshments will be served, and there will be no corporate gifts.

The Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the health and safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions according to their respective voting instructions stated in proxy forms at the AGM, instead of attending the AGM in person.

If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy to vote on your behalf in accordance with your instructions.

If Shareholders choose not to attend the AGM in person but have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company through "Contact FIH" at the Company's website (www.fihmb.com) or the company secretary of the Company at the following address:

The Company Secretary of FIH Mobile Limited
c/o Shenzhen Futaihong Precision Industrial Co., Ltd.
No. 2, 2nd Donghuan Road
Longhua Street, Baoan
Shenzhen City
Guangdong Province
518109
People's Republic of China

If Shareholders have any questions relating to the AGM arrangements, please contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
E-mail: hkinfo@computershare.com.hk
Tel: 852 2862 8555
Fax: 852 2865 0990

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Kowloon Room I, Mezzanine Level, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Hong Kong on Friday, 22 May 2020 at 10:00 a.m. or, where the context so admits, any adjournment thereof
“Articles”	the amended and restated articles of association of the Company
“Board”	the board of Directors
“Buy-back Mandate”	the buy-back mandate proposed to be granted to the Directors to buy back Shares up to 10% of the total number of issued Shares as at the date of passing of the resolution approving this buy-back mandate
“Companies Law”	the Companies Law of the Cayman Islands as amended from time to time
“Company”	FIH Mobile Limited, a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Eligible Persons”	the employees, directors and other members of senior management, and third party service providers (including without limitation the employees of Hon Hai and its subsidiaries other than the Group), of the Group who or which may be eligible to participate in the Share Scheme in accordance with its terms
“Foxconn Far East”	Foxconn (Far East) Limited, a limited liability company incorporated in the Cayman Islands and a controlling shareholder (as defined in the Listing Rules)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hon Hai”	鴻海精密工業股份有限公司 (Hon Hai Precision Industry Co. Ltd. for identification purposes only), a limited liability company incorporated in Taiwan, the shares of which are listed on the Taiwan Stock Exchange Corporation and the ultimate controlling shareholder (as defined in the Listing Rules)
“Hon Hai Group”	Hon Hai, its subsidiaries and/or associates (as the case may be)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	the issue mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution approving this issue mandate
“Latest Practicable Date”	Wednesday, 8 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company
“NT\$”	New Taiwan dollars, the lawful currency of Taiwan
“PRC”	the People’s Republic of China
“Scheme Mandate”	the scheme mandate proposed to be granted to the Board (or its duly authorised committee, officer(s) or delegate(s)) to allot and issue Shares not exceeding 2% of the total number of issued Shares as at the date of passing of the resolution approving this scheme mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) with a nominal value of US\$0.04 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Board on 17 October 2013 and by the Shareholders on 26 November 2013, as amended from time to time in accordance with the terms contained therein. The share option scheme will be valid and effective for a period of 10 years until (inclusive of) 25 November 2023
“Share Scheme”	the share scheme of the Company adopted by the Board on 17 October 2013 and by the Shareholders on 26 November 2013, as amended from time to time in accordance with the terms contained therein. The share scheme will be valid and effective for a period of 10 years until (inclusive of) 25 November 2023
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States of America

LETTER FROM THE BOARD

FIH[®] 富智康[™]

FIH Mobile Limited

富智康集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2038)

Executive Directors:

CHIH Yu Yang (*Acting Chairman and
Chief Executive Officer*)

WANG Chien Ho

KUO Wen-Yi

Registered Office:

P. O. Box 31119 Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

Independent Non-executive Directors:

LAU Siu Ki

Daniel Joseph MEHAN

TAO Yun Chih

Head Office:

No. 369 Jianshe South Road

Anci District

Langfang City

Hebei Province

People's Republic of China

Principal Place of Business in Hong Kong:

8th Floor, Peninsula Tower

538 Castle Peak Road

Cheung Sha Wan

Kowloon

Hong Kong

17 April 2020

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES
TO ISSUE NEW SHARES AND TO BUY BACK SHARES,
MANDATE TO ISSUE NEW SHARES UNDER THE SHARE SCHEME,
RE-ELECTION OF DIRECTORS,
PROPOSED ADOPTION OF PROCEDURES FOR LOANING OF FUNDS
AND PROCEDURES FOR ENDORSEMENT AND GUARANTEE
AND
NOTICE OF ANNUAL GENERAL MEETING**

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable

LETTER FROM THE BOARD

enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding, among other things, the Issue Mandate, the Buy-back Mandate, the Scheme Mandate, the re-election of the relevant Directors as well as the proposed adoption of the Procedures for Loaning of Funds and the Procedures for Endorsement and Guarantee as set out in Appendix III and Appendix IV to this circular respectively.

By resolutions approved by the Shareholders entitled to vote at the annual general meeting of the Company, which were passed on 17 May 2019, general mandates were given to the Directors to allot, issue and deal with the Shares and to exercise the powers of the Company to buy back its own Shares in accordance with the relevant rules set out in the Listing Rules and the Takeovers Code. These general mandates will lapse at the conclusion of the forthcoming Annual General Meeting unless renewed at that meeting. Ordinary resolutions will therefore be proposed at the Annual General Meeting to renew the general mandates to allot, issue and deal with Shares and to buy back Shares.

Pursuant to the terms of the Share Scheme, any mandates given to the Board (or its duly authorised committee, officer(s) or delegate(s)) to allot and issue Shares under the Share Scheme will only remain in effect until the conclusion of the forthcoming Annual General Meeting. An ordinary resolution will be proposed at the Annual General Meeting to grant to the Board (or its duly authorised committee, officer(s) or delegate(s)) a new mandate to allot and issue Shares pursuant to the Share Scheme.

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve and grant the Issue Mandate. The Shares which may be allotted and issued pursuant to the Issue Mandate are up to 20% of the total number of issued Shares on the date of passing of the resolution approving the Issue Mandate. In addition, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the Issue Mandate the number of Shares bought back under the Buy-back Mandate, if granted.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in resolution numbers (6) and (7) in the notice of the Annual General Meeting set out on pages 27 and 28 of this circular. The Issue Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (c) the revocation or variation of the authority given to the Board under the ordinary resolution approving the Issue Mandate by passing of an ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

BUY-BACK MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve and grant the Buy-back Mandate. The Shares which may be bought back pursuant to the Buy-back Mandate are up to 10% of the total number of issued Shares on the date of passing of the resolution approving the Buy-back Mandate.

The Buy-back Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (c) the revocation or variation of the authority given to the Board under the ordinary resolution approving the Buy-back Mandate by passing of an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Buy-back Mandate, is set out in Appendix I to this circular.

SCHEME MANDATE

The Share Scheme was adopted by the Board on 17 October 2013 and by the Shareholders on 26 November 2013. The Share Scheme is not subject to the provisions of Chapter 17 of the Listing Rules and provides (among other things) that: (a) for grants to the beneficiaries who are not connected persons (as defined in the Listing Rules) of the Company (the “Non-connected Beneficiaries”), the trustee for the Share Scheme (who is a professional institution, the “Trustee”) shall subscribe, on behalf of the Non-connected Beneficiaries, for new Shares at nominal value from the Company (the “Subscription”); and (b) for grants to the beneficiaries who are connected persons of the Company, the Trustee shall purchase, on behalf of the beneficiaries, Shares from the market, so that the grants under (a) or (b) above will not constitute connected transactions (as defined in the Listing Rules) of the Company. In accordance with the Share Scheme, the maximum number of Shares which may be subscribed for by the Trustee on behalf of the Non-connected Beneficiaries, during the period between one annual general meeting and the subsequent annual general meeting, must not exceed 2% of the total number of issued Shares as at the date of the earlier annual general meeting. At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, to approve the Scheme Mandate.

The purpose of the Share Scheme is to attract skilled and experienced personnel, to incentivise them to remain with the Group and to give effect to the Group’s customer-focused corporate culture, and to motivate them to strive for the future development and expansion of the Group, by providing them with the opportunity to acquire equity interests in the Company.

The Board (or its duly authorised committee, officer(s) or delegate(s)) may determine as to which of the Eligible Persons (on the basis of the recommendations from the Company’s remuneration committee as delegated and authorised by the Board, including any director or any other member of senior management of the Group) should be entitled to receive grants of Shares under the Share Scheme, together with the number of Shares to which each proposed beneficiary should be entitled.

LETTER FROM THE BOARD

The Scheme Mandate will only remain in effect until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (c) the revocation or variation of the authority given to the Board (or its duly authorised committee, officer(s) or delegate(s)) under the ordinary resolution approving the Scheme Mandate by passing of an ordinary resolution of the Shareholders in general meeting.

In accordance with the terms of the Share Scheme, any proposed Non-connected Beneficiaries, including such beneficiaries being management members, employees and third party service providers of the Group (but excluding, for the avoidance of doubt, the Directors or any directors of the Company's subsidiaries or any other connected persons of the Company who will not be entitled under the Share Scheme to receive grants of Shares through the Subscription under the Share Scheme) and their associates (as the term is defined in the Listing Rules), shall abstain from voting on the relevant resolution granting the Scheme Mandate at the Annual General Meeting. As at the Latest Practicable Date, no such Non-connected Beneficiaries have been proposed.

As at the Latest Practicable Date, the total issued share capital of the Company comprised 8,203,000,000 Shares of US\$0.04 each. Subject to passing of the ordinary resolution approving the Scheme Mandate and on the basis that no further Shares will be issued or bought back prior to the Annual General Meeting and that no Shares will be purchased from the market pursuant to the Share Scheme, exercise in full of the Scheme Mandate will result in up to 2% of the total number of issued Shares as at the Latest Practicable Date or 164,060,000 Shares being allotted and issued and the interest of each existing Shareholder will be reduced by approximately 1.96% based on the enlarged total number of issued Shares of 8,367,060,000 Shares (assuming the number of Shares held by the existing Shareholders remains unchanged). On the basis of the closing price of HK\$0.91 per Share as at the Latest Practicable Date and the Scheme Mandate being exercised in full, the aggregate market value of the 164,060,000 Shares to be allotted and issued pursuant thereto would be approximately HK\$149,294,600. The Company expects that the costs attributable to the grant of any Shares under the Share Scheme will be accounted for by reference to the market value of such Shares at the time of grant. The Company will give due consideration to any financial impact arising from the grant of Shares under the Share Scheme before exercising the Scheme Mandate. Since the date of the last annual general meeting held on 17 May 2019 to the Latest Practicable Date, no Shares were allotted and issued to the Eligible Persons through the Subscription under the Share Scheme.

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may be allotted and issued by the Company pursuant to any Subscription under the Share Scheme, representing up to 2% of the total number of issued Shares as at the date of passing of the resolution approving the Scheme Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to article 112 of the Articles, 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, but not exceeding, one-third) shall retire from office by rotation at each annual general meeting of the Company provided that every Director shall be subject to retirement by rotation at least once every three years. In accordance with article 112 of the Articles, Mr. WANG Chien Ho (“Mr. Wang”) and Mr. TAO Yun Chih (“Mr. Tao”) will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election at such meeting.

Details of the Directors who are prepared to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

PROPOSED ADOPTION OF THE PROCEDURES FOR LOANING OF FUNDS AND THE PROCEDURES FOR ENDORSEMENT AND GUARANTEE

It is noted that Hon Hai, the ultimate controlling shareholder of the Company, had approved its procedures for loaning of funds and procedures for endorsement and guarantee at its last annual general meeting. It is proposed that the Company is to adopt similar procedures correspondingly, so that all such procedures could be operated consistently in line with each other within the Hon Hai Group as a whole. Details of the Company’s own Procedures for Loaning of Funds and Procedures for Endorsement and Guarantee proposed to be approved and adopted by the Company are set out in Appendix III and Appendix IV to this circular, respectively.

The adoption of the Procedures for Loaning of Funds and the Procedures for Endorsement and Guarantee is subject to the approval of the Shareholders by passing ordinary resolutions at the Annual General Meeting. The Company will monitor the implementation and operation of both Procedures in the context of the Group’s business operations and affairs on an ongoing basis and will comply with all the relevant requirements under the Listing Rules, as and when necessary and appropriate.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 26 to 30 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other things, the granting of the Issue Mandate, the Buy-back Mandate and the Scheme Mandate, the re-election of the relevant Directors as well as the proposed adoption of the Procedures for Loaning of Funds and the Procedures for Endorsement and Guarantee.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not the Shareholders are able to attend the Annual General Meeting, the Shareholders are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting in person if they so wish.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board considers that: (a) the granting of the Issue Mandate; (b) the granting of the Buy-back Mandate; (c) the granting of the Scheme Mandate; (d) the re-election of the relevant Directors; and (e) the adoption of the Procedures for Loaning of Funds and the Procedures for Endorsement and Guarantee to be proposed at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
For and on behalf of the Board
CHIH Yu Yang
Acting Chairman

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Buy-back Mandate:

LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their fully-paid up shares on the Stock Exchange subject to certain restrictions.

SHAREHOLDERS' APPROVAL

The Listing Rules provide that all on-market share buy-backs by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by specific approval of a particular transaction or by a general mandate to the directors of the company to make such buy-backs.

SHARE CAPITAL

As at the Latest Practicable Date, the total issued share capital of the Company comprised 8,203,000,000 Shares of US\$0.04 each. Subject to passing of the ordinary resolution approving the Buy-back Mandate and on the basis that no further Shares will be issued, purchased or bought back prior to the Annual General Meeting, exercise in full of the Buy-back Mandate can result in up to 820,300,000 Shares being bought back by the Company during the period from 22 May 2020, being the date of the Annual General Meeting, up to 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 the Articles or any applicable law to be held; and (iii) the revocation or variation of the authority given to the Board under the ordinary resolution approving the Buy-back Mandate by passing of an ordinary resolution of the Shareholders in general meeting.

REASONS FOR BUY-BACK

The Board believes that the value of the Company's shares traded on-market was undervalued, and share buy-backs would effectively alleviate the extra burden of the Share Scheme and the Share Option Scheme on the Company's financial results. Accordingly, the Board is of the view that share buy-backs are in the interests of the Company and its shareholders as a whole.

FUNDING OF BUY-BACK

Buy-back must be made out of funds which are legally available for such purpose in accordance with all applicable laws of the Cayman Islands and the Memorandum and Articles of Association.

Any buy-back by the Company may be made out of the profits of the Company or out of a fresh issue of Shares made for the purpose of the buy-back or, if authorised by the Memorandum and Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the buy-back, out of the profits of the Company or

from sums standing to the credit of the share premium account of the Company or, if authorised by the Memorandum and Articles of Association and subject to the Companies Law, out of capital.

The Directors consider that the exercise in full of the Buy-back Mandate to buy back Shares might have a material adverse impact on the working capital or the gearing position of the Company as compared with its financial position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2019. However, no buy-back will be made in circumstances that may have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider that such buy-backs are in the best interests of the Company notwithstanding such material adverse impact.

SHARE PRICES

The monthly highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Share Prices (per Share)	
	Highest HK\$	Lowest HK\$
2019		
April	2.23	0.86
May	1.38	0.89
June	1.03	0.82
July	1.13	0.82
August	1.22	0.87
September	1.30	0.89
October	1.12	0.93
November	1.38	1.06
December	1.58	1.28
2020		
January	1.63	1.18
February	1.35	1.13
March	1.19	0.76
April (up to the Latest Practicable Date)	0.95	0.83

THE TAKEOVERS CODE

If as a result of a buy-back of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of shareholding interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the Latest Practicable Date, Hon Hai (through Foxconn Far East) was interested in a total of 5,081,034,525 Shares, representing approximately 61.94% of the total number of issued Shares as at such date. In the event that the Directors exercise the Buy-back Mandate in full, and assuming that there is no alteration to the existing shareholding of Hon Hai and Foxconn Far East, the indirect shareholding of Hon Hai in the Company will increase to approximately 68.82%. The Directors are not aware of any consequence that would give rise to an obligation on the part of Hon Hai to make a mandatory offer under rule 26 of the Takeovers Code.

Also, based on information that is publicly available to the Company and within the knowledge of the Directors as at the Latest Practicable Date: (i) approximately 37.80% of the total number of issued Shares (exclusive of approximately 61.94% of the total number of issued Shares held by Hon Hai through Foxconn Far East as mentioned above, as well as a total of approximately 0.26% of the total number of issued Shares in which the relevant Directors namely Mr. CHIH Yu Yang and Dr. KUO Wen-Yi were interested) are in the hands of the public for the purposes of the Listing Rules; and (ii) in the event that the Directors exercise the Buy-back Mandate in full, and assuming that there is no alteration to the existing shareholding of Hon Hai, Foxconn Far East and such Directors and that no other Shareholders will cease to be regarded as part of the public for the purposes of the Listing Rules, the percentage of issued Shares held by the public for the purposes of the Listing Rules will decrease to approximately 30.89%, which is over the prescribed minimum percentage of shareholding required to be held by the public under the Listing Rules.

DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their close associates (as the term is defined in the Listing Rules), has any present intention to sell Shares to the Company or its subsidiaries if the Buy-back Mandate is approved by the Shareholders.

No core connected person (as the term is defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company and no such person has undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange, so far as the same may be applicable, to exercise the power of the Company conferred to it under the Buy-back Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands.

BUY-BACK MADE BY THE COMPANY

In the six months immediately preceding the Latest Practicable Date, the Company bought back in multiple batches a total of 11,074,906 Shares on the Stock Exchange in cash for an aggregate consideration (before expenses) of HK\$15,563,766.18, details of which are as follows:

Date of buy-back	No. of Shares bought back	Price per Share		Aggregate consideration (before expenses) paid HK\$
		Highest HK\$	Lowest HK\$	
25 November 2019	367,000	1.22	1.22	447,740.00
26 November 2019	300,000	1.24	1.24	372,000.00
27 November 2019	500,000	1.27	1.27	635,000.00
28 November 2019	500,000	1.28	1.28	640,000.00
29 November 2019	500,000	1.28	1.28	640,000.00
3 December 2019	500,000	1.33	1.33	665,000.00
9 December 2019	1,300,000	1.39	1.35	1,784,000.00
11 December 2019	500,000	1.38	1.38	690,000.00
12 December 2019	1,500,000	1.40	1.38	2,080,000.00
17 December 2019	1,031,000	1.45	1.44	1,486,640.00
19 December 2019	26,000	1.50	1.50	39,000.00
20 December 2019	1,500,000	1.51	1.48	2,245,000.00
27 December 2019	1,075,000	1.50	1.48	1,606,000.00
31 December 2019	<u>1,475,906</u>	1.53	1.50	<u>2,233,386.18</u>
	<u>11,074,906</u>			<u>15,563,766.18</u>

For more details about the above buy-backs, please refer to page 71 of the Company's 2019 annual report as issued and published simultaneously upon the issuance and publication of this circular.

Save as disclosed above, the Company has not purchased, sold or redeemed any of the Shares in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

The following are the particulars of the two Directors proposed to be re-elected at the Annual General Meeting:

1. **WANG Chien Ho** (Mr.), Chinese (Taiwan) and aged 60, joined the Company as an executive Director on 7 June 2016. Mr. Wang joined the Company as director of electronic parts manufacturing and SMT (Surface Mount Technology) and system assembly in June 2004. Before joining the Company, Mr. Wang joined the Hon Hai Group in June 1996 as an operation manager. He was then responsible for SMT and mother board manufacturing in Czech Europe as director of factory operation in 1999. In 2004, he was responsible for setting up a new factory of PCBA (Printed Circuit Board Assembly) and engine production in FIH Europe in Hungary. Mr. Wang was promoted to a vice president responsible for ODM (original design manufacturing) operation in Shenzhen, China in 2007. From 2009, he has started to be based in northern China. Mr. Wang is an employee of the Hon Hai Group. He is also a director of a subsidiary of the Company, namely 深圳富泰宏精密工業有限公司 (Shenzhen Futaihong Precision Industrial Co., Ltd. for identification purposes only). Mr. Wang ceased to serve as a director of ShunSin Technology Holdings Limited, a limited liability company incorporated in the Cayman Islands and whose shares are listed on the Taiwan Stock Exchange Corporation, with effect from July 2018. He has over 33 years of extensive experience in manufacturing operation and engineering management. Mr. Wang obtained a Bachelor degree in Electronics Engineering from Feng Chia University, Taiwan in 1982.

Save as disclosed in this Appendix: (a) Mr. Wang did not hold other positions with the Company or other members of the Group, nor did he have any relationships with any directors, senior management or substantial or controlling shareholders of the Company; and (b) Mr. Wang did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years up to the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Wang did not have any interest in the shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

A letter of appointment was entered into between Mr. Wang and the Company, setting out the terms and conditions governing his appointment and ancillary matters, as amended and supplemented from time to time. Pursuant to the re-election duly approved by the Shareholders on 25 May 2017, the current appointment term of Mr. Wang has commenced from 25 May 2017, ending upon the conclusion of the relevant annual general meeting of the Company at which his next re-election is considered in accordance with the Articles.

Mr. Wang is entitled to annual emoluments consisting of basic salary of NT\$2,295,000 and a discretionary bonus to be determined by the Board from time to time with reference to the Company's performance, his duties and responsibilities with the Company, his contribution to the Company and the prevailing market

practice. For the financial year ended 31 December 2019, the total amount of Mr. Wang's emoluments in his capacity as the Company's executive Director was approximately US\$182,050.

In relation to the re-election of Mr. Wang as Director, save as disclosed above, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

2. **TAO Yun Chih** (Mr.), Chinese (Taiwan) and aged 46, joined the Company as an independent non-executive director on 9 March 2017. He is a member of the audit committee, remuneration committee and nomination committee respectively of the Company. Mr. Tao is the general manager of Circles Life Taiwan, which is a global telco start-up with headquarter in Singapore since 13 January 2020. He is also a partner of DMC & Partners Consulting Co., which focus on providing digital transformation consulting services to traditional business owners since 1 December 2017. He was the chairman of We Interactive (TW) Ltd., which is a start-up focusing on providing outsourcing services, and was also the vice president of Next Entertainment (HK) Ltd., which is a start-up focusing on live streaming opportunity. Before these, he was the general manager of LINE Taiwan as well as the director and general manager of LINE PAY Taiwan (both belonging to the South Korean internet search giant whose business is mainly associated with the development of mobile applications and internet services). He has over 17 years of experience in start-up, growth, management and consulting, and particularly deep insights in internet development, mobile application industry, emerging market evangelism, and digital trend. Mr. Tao received a Bachelor of Science degree in Physics from National Taiwan University, Taiwan in 1996 and a Master of Science degree in Environmental Engineering from National Taiwan University, Taiwan in 1998.

Save as disclosed in this Appendix: (a) Mr. Tao did not hold other positions with the Company or other members of the Group, nor did he have any relationships with any directors, senior management or substantial or controlling shareholders of the Company; and (b) Mr. Tao did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years up to the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Tao did not have any interest in the shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

A letter of appointment was entered into between Mr. Tao and the Company, setting out the terms and conditions governing his appointment and ancillary matters, as amended and supplemented from time to time. Pursuant to the re-election duly approved by the Shareholders on 25 May 2017, the current appointment term of Mr.

Tao has commenced from 25 May 2017, ending upon the conclusion of the relevant annual general meeting of the Company at which his next re-election is considered in accordance with the Articles.

Mr. Tao is entitled to a fee for his services as an independent non-executive Director of HK\$20,000 per month (less any necessary statutory deductions). The aforesaid fee was determined by the Board mainly based on Mr. Tao's duties and responsibilities with the Company, his contribution to the Company and the prevailing market practice. For the financial year ended 31 December 2019, the total amount of Mr. Tao's emoluments in his capacity as the Company's independent non-executive Director was approximately US\$30,660.

In relation to the re-election of Mr. Tao as Director, save as disclosed above, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The following are the Procedures for Loaning of Funds proposed to be approved and adopted by the Company at the Annual General Meeting:

Article 1 (Statutory Basis)

This Procedure is based on the Article 2 of “Procedures for Loaning of Funds” of Hon Hai Precision Industry Co., Ltd., which is the ultimate controlling shareholder of the Company.

Article 2 (Precedence)

1. The Company shall comply with this Procedure when loaning funds to others, unless any act or regulation provides otherwise.
2. The subsidiaries of the Company shall comply with this Procedure when loaning funds to others.

Article 3 (Definition)

1. The term “Parent Company” hereunder means Hon Hai Precision Industry Co., Ltd.
2. The term “Foreign Company” hereunder means a company registered outside Republic of China (not including Mainland China).
3. The term “Date of Occurrence” hereunder means the date of contract signing, date of payment, dates of Boards of Directors resolutions, or other date that can confirm the counterparty and monetary amount of the loan of funds, whichever date is earlier.

Article 4 (Receivers of Loans)

1. Except for the situations described as below, the Company cannot loan funds to shareholders or any others.
 - (1) Companies or organizations that have business relationship with the Company.
 - (2) Companies or organizations that need Short-Term financing, provided that the Financing Amount shall not exceed forty percent (40%) of the Company’s net worth.
2. The term “Short-Term” mentioned in the preceding subparagraph means a period of one year. In the event that the business cycle is longer than one year, the business cycle shall prevail.
3. The term “Financing Amount” mentioned in this Article 4.1(2) means the aggregated Short Term borrowing amount.
4. The restriction in this Article 4.1(2) shall not apply to inter-company loans of funds between overseas companies in which the Company holds, directly or indirectly, one hundred percent (100%) of the voting shares, nor to loans of funds to the Company by any overseas company in which the Company holds, directly or indirectly, one hundred percent (100%) of the voting shares.

Article 5 (Aggregate Loan Amount and Limited Quota for Each Receiver)

1. Aggregate Loan Amount:

The aggregate amount of loans to others shall not exceed fifty percent (50%) of the Company's net worth, and:

- (1) The aggregate amount of loans to companies that have business relationship with the Company shall not exceed ten percent (10%) of the Company's net worth.
- (2) The aggregate amount of loans to companies that need Short-Term financing shall not exceed forty percent (40%) of the Company's net worth.

2. Loan Amount for Each Borrower:

- (1) The amount of loans to each company or organization that has business relationship with the Company shall not exceed the Aggregate Transaction Amount of the Company with such company or organization.

The term "Aggregated Transaction Amount" means the actual or foreseeable purchases or sales amount within this year or the subsequent year, whichever is higher, and shall not exceed ten percent (10%) of the Company's net worth.

- (2) The amount of loans to each company or organization that needs Short-Term financing shall not exceed ten percent (10%) of the Company's net worth.

3. Loaning funds to Foreign Companies that the Company directly or indirectly holds one hundred percent (100%) of the voting shares shall not be restricted by the previous two paragraphs, provided that the aggregate amount of loans shall not exceed sixty percent (60%) of the Company's net worth, and the individual amount of loans for each company shall not exceed thirty percent (30%) of the Company's net worth.

4. The aggregate amount of loaning funds from the Foreign Companies, that the Company directly or indirectly holds one hundred percent (100%) of the voting shares, to the Company shall not exceed sixty percent (60%) of the Company's net worth, and the individual amount of loans from each of such Foreign Company to the Company shall not exceed thirty percent (30%) of the Company's net worth.

5. The above net worth shall be in accordance with the contents of the latest certified financial statement.

Article 6 (Procedures for Making Loans)

1. Approval Authorization

- (1) The proposed loans to others shall be approved by the Board of Directors, and cannot be authorized by any others.

- (2) The subsidiary, which shall comply with the Procedure, cannot make loaning of funds unless such proposal is submitted to and approved by its Board of Directors.
- (3) Loaning funds to the Company or its subsidiaries shall be approved by Board of Directors in accordance with the preceding paragraph, and Board of Directors may authorize a Director to drawdown the Facility multiply or revolvingly for such single borrower within the specific amount approved by the Board of Directors within one-year period.

Except for this Article 4.4, the term “Facility” mentioned above for each borrower shall not exceed ten percent (10%) of the Company’s net worth as stated in its latest financial statement.

2. Credit and Quota Assessment

The Company shall assess carefully and completely in borrower’s purpose, reason and necessity of such loan, security conditions and the impacts on operation risks, financial status and shareholder’s equity of the Company when loaning funds.

After the assessments, the personnel in charge shall prepare and submit a report with a review opinion to the Board of Directors through internal process to have approvals on such loans.

3. The Company shall prepare a memorandum book to record related important information of loans.

Article 7 (Period of Loans and Interest Calculations)

1. Period of Loans

- (1) The period of each loan shall be no more than one year in principle. In the event that the business cycle is longer than one year, the business cycle shall prevail.
- (2) Loaning funds to Foreign Companies that the Company directly or indirectly holds one hundred percent (100%) of the voting shares shall not be restricted by the previous paragraphs, provided that the tenor of loans shall not exceed five years.

2. Interest Calculation

The loan interest rate shall refer to the interest rate of deposit and loan that the Company has or makes at financial institutions.

Article 8 (Loan Control Measures and Non-conforming Loans Operational Procedures)

1. Upon the drawing of loans, the Company shall monitor the financial, sales and credit status of debtors and guarantees. If collateral is provided, the value variation of such collateral shall be carefully monitored.

2. In the event that the debtor's status does not meet the requirements described under this Procedure or the amount exceeds the limitation because of change of circumstances, the Company shall propose an improvement plan to each director and complete the improvement in a timely manner.
3. Prior to the maturity of the loan period, the Company shall notify the debtor to pay off the loan and interest accrued. The debtor who is to have the loan repaid on the due date shall calculate the interests payable and repay the loan and interest accrued simultaneously.
4. Debtor who is unable to have the loan repaid on the due date, except for filing a prior application for the approval of the board of directors for extension, shall immediately pay off the loan upon the Company's request or the Company may dispose its collateral or guarantee as permitted by applicable laws and demand payment.

Article 9 (Internal Audit)

The internal auditors of the Company shall audit the procedures and implementation for loans no less than quarterly and prepare written records. They shall notify each director in writing of any material violation found.

Article 10 (Information Report)

1. The Company shall report the previous month's balance of loans to the Parent Company by the 10th day of each month.
2. The Company whose balance of loans reaches one of the following levels shall report such event to the Parent Company within two days commencing immediately from the Date of Occurrence:
 - (1) The aggregate balance of loans reaches twenty percent of the Company's net worth as stated in its latest financial report.
 - (2) The balance of loans for a single company reaches ten percent of the Company's net worth as stated in its latest financial report.
 - (3) The newly made loans amount is equivalent to or more than ten million dollars in NT\$ and reaches two percent of the Company's net worth stated in its latest financial report.
3. The Company shall evaluate the status of loans and reserve sufficient bad debts provision and shall disclose adequate information in the financial statement and provide certified public accountants related information for such accountants' implementation of necessary audit procedures.

Article 11 (Penalties)

1. Any manager or person of the Company who violates this Procedure shall be penalized in accordance with the Company's personnel regulations based on the degree of such violation.
2. When a responsible person of the Company violates this Article 4.1, such responsible person shall be jointly and severally liable with the borrower for repayment; if the Company suffers any damages, the responsible person shall also be liable for such damages.

Article 12 (Miscellaneous)

1. After being reviewed and approved by the Board of Directors, this Procedure shall be submitted to the shareholders' meeting for approval. Any amendment is subject to the same procedures.
2. If the Company is organized by single corporate shareholder, this Procedure shall be reviewed and approved by the Board of Directors. Any amendment is subject to the same procedures.

The following are the Procedures for Endorsement and Guarantee proposed to be approved and adopted by the Company at the Annual General Meeting:

Article 1 (Statutory Basis)

This Procedure is based on Article 2 of “Procedures for Endorsement and Guarantee” of Hon Hai Precision Industry Co., Ltd., the ultimate controlling shareholder of the Company.

Article 2 (Precedence)

1. The Company shall comply with this Procedure when making endorsements or guarantees for others, unless any act or regulation provides otherwise.
2. The subsidiaries of the Company shall comply with this Procedure when making endorsements or guarantees for others.

Article 3 (Definition)

1. The term “Parent Company” hereunder means Hon Hai Precision Industry Co., Ltd.
2. The term “Date of Occurrence” hereunder means the date of contract signing, date of payment, dates of Boards of Directors resolutions, or other date that can confirm the counterparty and monetary amount of the endorsement or guarantee, whichever date is earlier.

Article 4 (Scope of Endorsements/Guarantees)

“Endorsements/Guarantees”, as used in this Procedure, means the following:

1. Financing endorsements/guarantees include:
 - (1) The third party’s check discounting financing.
 - (2) Endorsements or guarantees made to meet the financing needs of another company, including pledge or mortgage on personal property or real property as security for another company’s loans.
 - (3) Issuance of a negotiable instrument to a non-financial institution as security to meet the financing needs of the Company itself.
2. Customs duty endorsements/guarantees include endorsements or guarantees for the Company itself or another company with respect to customs duty matters.
3. Other endorsements/guarantees include endorsements or guarantees beyond the scope of the above two paragraphs.

Article 5 (Beneficiaries of Endorsements/Guarantees)

1. The Company may make endorsements/guarantees for the following companies:
 - (1) A company with which it does business.
 - (2) A company in which the Company directly and indirectly holds more than fifty percent (50%) of the voting shares.
 - (3) A company that directly and indirectly holds more than fifty percent (50%) of the voting shares in the Company.
2. The Company directly or indirectly holds more than ninety percent (90%) of the voting shares may make endorsements/guarantees for each other and the amount shall not exceed ten percent (10%) of the Company's net worth; provided, however, the Company directly and indirectly holds one hundred percent (100%) of the voting shares shall not be restricted by this paragraph.

Article 6 (Limits of Endorsements/Guarantees)

1. The aggregate amount of endorsements/guarantees for others shall not exceed one hundred percent (100%) of the Company's net worth.
2. The amount of endorsements/guarantees for a single company shall not exceed fifty percent (50%) of the Company's net worth.
3. To make endorsements/guarantees for a company that the Company directly and indirectly holds one hundred percent (100%) of the voting shares, such endorsements/guarantees shall not be restricted by the previous two paragraphs, provided that the aggregate endorsement/guarantee amount shall not exceed fifty percent (50%) of the Company's net worth, and the endorsement/guarantee amount for a single company shall not exceed twenty percent (20%) of the Company's net worth.
4. The aggregate amount of endorsements/guarantees for others by the Company and its subsidiaries shall not exceed one hundred percent (100%) of the Company's net worth.
5. The aggregate amount of endorsements/guarantees by the Company and its subsidiaries for a single company shall not exceed fifty percent (50%) of the Company's net worth.
6. Where an endorsement/guarantee is made due to needs arising from business dealings, the amount of endorsements/guarantees may not exceed 20% of the net worth of the Company, and the amount permitted to a single borrower may not exceed the amount of the previous 12 months business transaction. The amount of business transactions means the purchase or sales amount between the two parties, whichever amount is higher.
7. The above net worth shall be in accordance with the contents of the latest certified financial statement.

Article 7 (Procedures for Making Endorsements/Guarantees)

1. Approval Authorization

- (1) The Company cannot make endorsements/guarantees unless such proposal is submitted to and approved by the Board of Directors; provided, however, in order to make endorsements/guarantees in a timely manner, the Board of Directors may authorize the chairman to make a prior approval within a specific amount and submit such endorsements/guarantees to the subsequent meeting of Board of Directors for ratification afterwards. The subsidiary, which shall comply with the Procedure, cannot make endorsements/guarantees unless such proposal is submitted to and approved by its Board of Directors.
 - (2) If any endorsements/guarantees amount exceed the limit for business reasons, such endorsements/guarantees shall be approved by the Board of Directors and jointly endorsed by more than half of directors.
 - (3) The Company directly or indirectly holds more than ninety percent (90%) of the voting shares shall not make endorsements/guarantees for each other pursuant to this Article 5.2 unless obtaining the approval by the Company's Board of Directors; provided, however, the Company directly or indirectly holds one hundred percent (100%) of the voting shares shall not be restricted by this paragraph.
2. The financial department shall analyze the operation, finance and credit status of beneficiary when the Company makes endorsements/guarantees so as to evaluate the risk of endorsements/guarantees, and shall request for collateral, if necessary.
 3. The financial department shall prepare a memorandum book for the endorsement/guarantee activities including all endorsements/guarantees related items and information in details. Any documents, such as checks or agreements, shall be kept carefully.
 4. In the event that the beneficiary does not meet the requirements of this Procedure or the amount exceeds the limitation due to change of circumstances, the Company shall submit an improvement plan to each director and complete the improvement in a timely manner as planned.
 5. The Company shall enact internal control measures in the event the beneficiary of the endorsements/guarantees is a subsidiary whose net worth is below fifty percent (50%) of its paid-in capital.
 6. In the case of a subsidiary with shares having no par value or a par value other than NT\$10, for the paid-in capital in the calculation under preceding paragraph, the sum of the share capital plus paid-in capital in excess of par shall be substituted.

Article 8 (Procedures for Business Chops Usage and Management)

1. When making endorsements/guarantees, a guarantee letter issued by the Company shall be signed by chairman or other representative empowered by the Board of Directors.
2. When making endorsements/guarantees, the subsidiary, which shall comply with this Procedure, shall have the guarantee letter signed by a person authorized by its Board of Directors.

Article 9 (Information Report)

1. The Company shall report the previous month's balance of endorsements/guarantees to the Parent Company by the 10th day of each month.
2. The Company whose balance of endorsements/guarantees reaches one of the following levels shall report such event to the Parent Company within two days commencing immediately from the Date of Occurrence:
 - (1) The aggregate balance of endorsements/guarantees reaches fifty percent (50%) of the Company's net worth as stated in its latest financial statement.
 - (2) The balance of endorsements/guarantees for a single company reaches twenty percent (20%) of the Company's net worth as stated in its latest financial statement.
 - (3) The balance of endorsements/guarantees for a single company reaches ten million dollars in NT\$ and the aggregate balance of endorsements/guarantees for, carrying value of equity method investment in, and balance of loans to, such company exceeds thirty percent (30%) of the Company's net worth as stated in its latest financial statement.
 - (4) The newly made endorsements/guarantees amount reaches more than thirty million dollars in NT\$ and five percent (5%) of the Company's net worth as stated in its latest financial statement.
3. The Company shall evaluate and record the contingent loss for endorsements/guarantees, disclose adequately endorsements/guarantees information in the financial statement and provide certified public accountants related information for such accountants' implementation of necessary audit procedures and issuance of accurate audit report.

Article 10 (Internal Audit)

The internal auditors of the Company shall audit the procedures and implementation for endorsements/guarantees at least quarterly and prepare written records. They shall notify each director in writing of any material violation found.

Article 11 (Penalties)

Any manager or person of the Company violating this Procedure shall be penalized in accordance with the Company's personnel regulations based on the degree of such violation.

Article 12 (Miscellaneous)

1. After being reviewed and approved by the Board of Directors, this Procedure shall be submitted to the shareholders' meeting for approval. Any amendment is subject to the same procedures.
2. If the Company is organized by single corporate shareholder, this Procedure shall be reviewed and approved by the Board of Directors. Any amendment is subject to the same procedures.

NOTICE OF ANNUAL GENERAL MEETING



FIH Mobile Limited

富智康集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2038)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of FIH Mobile Limited (the “**Company**”) will be held at Kowloon Room I, Mezzanine Level, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Hong Kong on Friday, 22 May 2020 at 10:00 a.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2019 together with the reports of the directors and the independent auditor thereon.
- (2) To re-elect Mr. WANG Chien Ho as director and authorise the board of directors of the Company to fix his remuneration.
- (3) To re-elect Mr. TAO Yun Chih as director and authorise the board of directors of the Company to fix his remuneration.
- (4) To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of directors of the Company to fix its remuneration.

As special business, to consider and, if thought fit, to pass with or without modifications the following ordinary resolutions:

ORDINARY RESOLUTIONS

- (5) “**THAT:**
 - (a) subject to resolution number (5)(b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of the Company (the “**Shares**”) subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of Shares which may be bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in resolution number (5)(a) above shall not exceed 10 percent of the total number of issued Shares on the date of passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes 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; and
- (ii) the revocation or variation of the authority given to the Directors under this resolution by passing of an ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by its memorandum and articles of association or any applicable laws of the Cayman Islands to be held.”

(6) “**THAT:**

- (a) subject to resolution number (6)(c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares, to allot, issue or grant securities of the Company (including bonds and debentures or other securities exchangeable for or convertible into Shares) and rights of exchange or conversion and to make or grant offers or agreements which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Listing Rules, be and is hereby generally and unconditionally approved;
- (b) the approval in resolution number (6)(a) above shall authorise the Directors during the Relevant Period to make or grant offers or agreements (including bonds and debentures or other securities exchangeable for or convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of additional Shares or securities of the Company allotted, issued, dealt with or granted or agreed conditionally or unconditionally to be allotted, issued, dealt with or granted, by the Directors pursuant to the approval in resolution numbers (6)(a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any option scheme or similar arrangement for the time being adopted for the granting or issuance of Shares or rights to acquire Shares, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 20 percent of the total number of issued Shares on the date of passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution:
- (i) “**Relevant Period**” shall have the same meaning as assigned to it under resolution number (5)(c) set out in the notice convening this meeting; and
 - (ii) “**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”
- (7) “**THAT** subject to the passing of the resolution numbers (5) and (6) above, the general mandate granted to the Directors to allot, issue, deal with or grant any additional Shares or securities of the Company pursuant to resolution number (6) above be and is hereby extended by the addition thereto of the total number of Shares which may be bought back by the Company under the authority granted pursuant to resolution number (5) above, provided that such number of Shares so bought back shall not exceed 10 percent of the total number of issued Shares on the date of passing of this resolution.”
- (8) “**THAT:**
- (a) subject to resolution number (8)(b) below, the exercise by the board of directors of the Company (or its duly authorised committee, officer(s) or delegate(s)) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares to be issued under the share scheme adopted by the board of directors of the Company on 17 October 2013 and by the shareholders of the Company on 26 November 2013 (as amended from time to time) be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of additional Shares allotted, issued or dealt with by the board of directors of the Company (or its duly authorised committee, officer(s) or delegate(s)) pursuant to the approval in resolution number (8)(a) above shall not exceed 2 percent of the total number of issued Shares on the date of passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes 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; and
 - (ii) the revocation or variation of the authority given to the board of directors of the Company (or its duly authorised committee, officer(s) or delegate(s)) under this resolution by passing of an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by its memorandum and articles of association or any applicable laws of the Cayman Islands to be held.”
- (9) “**THAT** the Procedures for Loaning of Funds (as set out in Appendix III to the circular of the Company dated 17 April 2020) be and are hereby approved and adopted in all respects with immediate effect.”
- (10) “**THAT** the Procedures for Endorsement and Guarantee (as set out in Appendix IV to the circular of the Company dated 17 April 2020) be and are hereby approved and adopted in all respects with immediate effect.”

By Order of the Board
CHIH Yu Yang
Acting Chairman

Hong Kong, 17 April 2020

Registered Office:

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Hibiscus Way
802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

Head Office:

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Principal Place of Business in Hong Kong:

8th Floor, Peninsula Tower
538 Castle Peak Road
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NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) The register of members of the Company will be closed from Monday, 18 May 2020 to Friday, 22 May 2020, both dates inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Friday, 15 May 2020.
- (b) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
- (c) Form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting.
- (d) With reference to resolution numbers (2) and (3) above, Mr. WANG Chien Ho and Mr. TAO Yun Chih, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting, details of the above Directors are set out in Appendix II to the circular dated 17 April 2020.
- (e) With reference to resolution number (8) above, shareholders who are management members or employees or third party service providers of the Company and its subsidiaries and their associates (as defined in the Listing Rules) shall abstain from voting on such resolution at the Annual General Meeting, details are set out in the Letter from the Board forming part of the circular dated 17 April 2020.
- (f) With reference to resolution numbers (9) and (10) above proposing the adoption of the Procedures for Loaning of Funds and the Procedures for Endorsement and Guarantee at the Annual General Meeting, details of the above procedures are set out in Appendix III and Appendix IV respectively to the circular dated 17 April 2020.
- (g) The ordinary resolutions set out above will be determined by way of poll.
- (h) In view of the recent developments relating to the novel coronavirus disease (COVID-19), the Company strongly recommends the Shareholders to consider appointing the chairman of the meeting as proxy to vote on the relevant resolutions according to their respective voting instructions at the meeting, instead of attending the meeting in person.