
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **FIT Hon Teng Limited**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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FIT Hon Teng Limited
鴻騰六零八八精密科技股份有限公司

(Incorporated in the Cayman Islands with limited liability under the name Foxconn Interconnect Technology Limited and carrying on business in Hong Kong as FIT Hon Teng Limited)

(Stock Code: 6088)

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;**
 - (2) RE-ELECTION OF RETIRING DIRECTORS;**
 - (3) AMENDMENT TO INTERNAL POLICIES**
- AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of FIT Hon Teng Limited to be held at 66-1, Chungshan Road, Tucheng District, New Taipei City 23680, Taiwan on Wednesday, June 24, 2020 at 10:00 a.m. is set out on pages 46 to 51 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fit-foxconn.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 10:00 a.m. on June 22, 2020) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 1 of this document for measures being taken to try to prevent and control the spread of the COVID-19 virus at the Annual General Meeting, including:

- **compulsory temperature checks**
- **compulsory wearing of surgical face masks**
- **filling in of health declaration forms**

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company reminds the Shareholders that they may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

April 29, 2020

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING	1
DEFINITIONS	2
LETTER FROM THE BOARD	
Introduction	5
General Mandate to Issue Shares	5
Repurchase Mandate to Repurchase Shares	5
Re-election of Retiring Directors	6
Amendment to Internal Policies	6
Notice of Annual General Meeting	7
Form of Proxy	7
Voting by Poll	7
Recommendation	8
APPENDIX I – EXPLANATORY STATEMENT	9
APPENDIX II – DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	12
APPENDIX III – PROPOSED AMENDMENT TO THE INTERNAL POLICIES	18
NOTICE OF ANNUAL GENERAL MEETING	46

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the outbreak of COVID-19 virus, the Company will implement the following preventive measures at the Annual General Meeting to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.5 degrees Celsius or who is under 14-day home quarantine ordered by Bureau of Consular Affairs, Ministry of Foreign Affairs, Taiwan may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) Every attendee is required to wear a surgical face mask inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iii) Every attendee is required to fill in a health declaration form with information including travelling record and health condition.

To the extent permitted under law, 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 safety of the attendees at the Annual General Meeting.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

The proxy form is attached to the AGM Circular for the Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the "Investors" section of the Company's website at <https://www.fit-foxconn.com/Document/Material>. 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, brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If the Shareholders have any questions relating to the Annual General Meeting, please contact Computershare Hong Kong Investor Services Limited, the Company's Share Registrar 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, unless the context otherwise requires, the following expressions shall have the followings meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 66-1, Chungshan Road, Tucheng District, New Taipei City 23680, Taiwan on Wednesday, June 24, 2020 at 10:00 a.m., or any adjournment thereof and notice of which is set out on pages 46 to 51 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	FIT Hon Teng Limited (鴻騰六零八八精密科技股份有限公司), a company incorporated in the Cayman Islands with limited liability under the name Foxconn Interconnect Technology Limited and carrying on business in Hong Kong as FIT Hon Teng Limited, the Shares of which are listed on the Main Board of the Stock Exchange
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“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 on February 20, 1974 and listed on the Taiwan Stock Exchange (Stock Code: 2317), the controlling shareholder of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Internal Policies”	The Endorsement and Guarantee Procedures and Operational Procedures for Lending Funds
“Latest Practicable Date”	April 23, 2020, being the latest practicable date prior to the printing of this circular for the purpose of 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
“NT\$”	New Taiwan dollars, the lawful currency of Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
“Second Restricted Share Award Scheme”	the restricted share award scheme approved and adopted by the Company on February 11, 2019 (as restated, supplemented and amended from time to time)
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share Grant Scheme”	the share grant scheme approved and adopted by the Company on January 5, 2015, and the rules and interpretations thereof further adopted by the Board on November 4, 2016
“Shareholder(s)”	the holder(s) of the Share(s)
“Share(s)”	the ordinary share(s) with nominal value of US\$0.01953125 each of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



FIT Hon Teng Limited

鴻騰六零八八精密科技股份有限公司

(Incorporated in the Cayman Islands with limited liability under the name Foxconn Interconnect Technology Limited and carrying on business in Hong Kong as FIT Hon Teng Limited)

(Stock Code: 6088)

Executive Directors:

LU Sung-Ching (Chairman)
LU Pochin Christopher
PIPKIN Chester John

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Independent Non-executive Directors:

CURWEN Peter D
TANG Kwai Chang
CHAN Wing Yuen Hubert
TRAINOR-DEGIROLAMO Sheldon

Headquarters in Taiwan:

66-1, Chungshan Road
Tucheng District
New Taipei City 23680
Taiwan

Principal place of business in Hong Kong:

31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

April 29, 2020

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) AMENDMENT TO INTERNAL POLICIES
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of the retiring Directors; and (c) the amendment to the Internal Policies.

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the number of issued Shares as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 6,881,286,888 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 1,376,257,377 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional value shall represent up to 10% of the number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 84 of the Articles of Association, Mr. LU Sung-Ching, Mr. LU Pochin Christopher and Mr. CHAN Wing Yuen Hubert shall retire, and being eligible, offer themselves for re-election as the Directors at the Annual General Meeting.

In respect of the proposed re-election of Mr. CHAN Wing Yuen Hubert, an independent non-executive Director, the Company has received from Mr. CHAN Wing Yuen Hubert a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. CHAN Wing Yuen Hubert is not involved in any executive management of the Group. Taking into account the above, the Board considers Mr. CHAN Wing Yuen Hubert to be independent under the Listing Rules.

The Board is also of the view that Mr. CHAN Wing Yuen Hubert would bring to the Board his own perspective, skills and experience, as further described in the details set out in Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the Board considers that Mr. CHAN Wing Yuen Hubert can contribute to the diversity of the Board, in particular, with his strong educational background and professional expertise in the areas of business management.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

AMENDMENT TO INTERNAL POLICIES

In view of the fact that the Company is a subsidiary of Hon Hai, listed on the Taiwan Stock Exchange (stock code: 2317) and pursuant to related laws of Taiwan and the internal requirements of Hon Hai adopted at its annual general meeting in 2019, any amendment to the Internal Policies will require shareholders' approval. The Company is required to amend the Internal Policies to be consistent with relevant regulations in Taiwan and the internal policies of Hon Hai. Ordinary resolutions will be proposed at the Annual General Meeting to approve the amendment to the Internal Policies.

A comparison of the existing Internal Policies and the proposed new Internal Policies is set out in Appendix III to this circular.

LETTER FROM THE BOARD

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 46 to 51 of this circular is the notice of the Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and the amendment to the Internal Policies.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 10:00 a.m. on June 22, 2020) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

There is no Shareholder who has any material interest in any of the resolutions to be proposed at the Annual General Meeting. Therefore, none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and article 66(1) of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of the Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and the amendment to the Internal Policies are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
FIT Hon Teng Limited*
LU Sung-Ching
Chairman of the Board

* *Incorporated in the Cayman Islands with limited liability under the name Foxconn Interconnect Technology Limited and carrying on business in Hong Kong as FIT Hon Teng Limited.*

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 6,881,286,888 Shares of nominal value of US\$0.01953125 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 688,128,688 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and/or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2019, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not propose to exercise

the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Hon Hai, through its wholly-owned subsidiary of Foxconn (Far East) Limited (a company incorporated in the Cayman Islands) which in turn owns all the issued shares of Foxconn (Far East) Limited (a company incorporated in Hong Kong), was interested in 5,179,557,888 Shares, respectively approximately 75.27% of the issued Shares.

In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Hon Hai in the Company will be increased to approximately 83.63% of the issued Shares. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for Hon Hai to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

Save for the Shares purchased by the trustee of the restricted share award schemes of the Company, no repurchases of Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during the 12 months preceding the Latest Practicable Date were as follows:

Month	Highest prices	Lowest prices
	<i>HK\$</i>	<i>HK\$</i>
2019		
April	5.05	3.60
May	4.28	3.06
June	3.28	2.97
July	3.44	3.03
August	3.48	2.98
September	3.73	3.20
October	3.65	3.05
November	3.37	2.44
December	2.89	2.38
2020		
January	2.88	2.37
February	2.55	2.15
March	2.36	1.58
April (up to the Latest Practicable Date)	1.88	1.56

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Executive Directors

Mr. LU Sung-Ching (盧松青) (also known as Sidney Lu), aged 61, was appointed as our executive Director on December 30, 2013. He is also the chairman and chief executive officer of our Company. Mr. Lu has extensive experience in the interconnect technology business and is primarily responsible for the overall management and operation, including formulating and leading the implementation of development strategies and business plans of our Group and overseeing the management and strategic development of our Group. Mr. Lu worked at General Motors Company between 1981 and 1988 in their Packard Electric Division in Ohio, carrying out load flow and dynamic analyses for connectors. Furthermore, he was involved in manufacturing work at TE Connectivity Ltd. (previously known as AMP Incorporated), a company engaged in the connector manufacturing business, between 1988 and 1990. Mr. Lu joined Hon Hai in January 1990 and held a number of positions, including manager, deputy general manager and general manager, during his more than three decades of experience developing its interconnect technology business. Prior to joining our Company in 2013, he was the general manager of our predecessor and continued to serve as chief executive officer post incorporation of our Company.

Mr. Lu obtained a bachelor of liberal arts and science degree in mathematics and a bachelor of science degree in mechanical engineering from the University of Illinois at Urbana-Champaign in the United States in 1981. In 2011, the University of Illinois at Urbana-Champaign's Department of Mechanical Science and Engineering awarded him a "Distinguished Alumni" honor to celebrate his extraordinary professional accomplishments, excellent leadership and generous philanthropic and professional commitment to his *alma mater*. Mr. Lu's achievements were further recognized in 2015, when he received the "Alumni

Award for Distinguished Service” from the College of Engineering, in recognition of his outstanding leadership, service and commitment to the field of engineering, society at large and his impact at the University of Illinois at Urbana-Champaign.

During the period from February 2000 to June 2013 and with effect from June 21, 2019, Mr. Lu has been a director of Hon Hai, listed on the Taiwan Stock Exchange (stock code: 2317). Mr. Lu Sung-Ching is the brother of Mr. Lu Pochin Christopher, our executive Director.

Mr. Lu has entered into an executive director service contract with the Company for a term of 3 years commencing from June 20, 2017. He accepted and signed a renewed executive director service contract with the Company on April 20, 2020, with a fixed term of three years commencing from June 20, 2020. Pursuant to the service contract and letter of continuation of appointment, Mr. Lu is entitled to an annual director’s salary of US\$1,260,000, which has been determined with reference to his duties and responsibilities in the Company and the prevailing market condition and a discretionary bonus as may be decided by the Board and the remuneration committee of the Company at their discretion, having regard to his performance.

As at the Latest Practicable Date, Mr. Lu held 229,220,000 Shares and had interests in 221,440,000 Shares (within the meaning of Part XV of the Securities and Futures Ordinance) under the Share Grant Scheme.

Mr. LU Pochin Christopher (盧伯卿), aged 61, was appointed as our executive Director on March 16, 2015. He is also the global chief operating officer and chief financial officer of our Company. Mr. Lu is responsible for providing strategic advice and guidance on the business development of the Group. Mr. Lu joined the Los Angeles office of Deloitte Haskins & Sells (now Deloitte Touche Tohmatsu) as an audit associate in 1981. During his 34 years of service with Deloitte Touche Tohmatsu, he held multiple executive positions, including Deloitte China CEO from 2008 to 2013, and member of the Deloitte Touche Tohmatsu Limited Global Executive Committee from 2012 to 2013. He has also led a number of Deloitte Touche Tohmatsu initiatives in support of national policies and programs such as those of the Ministry of Finance and the State-owned Assets Supervision & Administration Commission. He retired from Deloitte China in December 2014.

Mr. Lu’s professional and personal contributions have been recognized by the community. He is a two-time winner of Shanghai’s Magnolia Award in 2003 and 2005, which recognizes expatriates for their significant contributions to the development of the city of Shanghai.

Mr. Lu obtained a bachelor of science degree in accounting and a master of accounting science degree from the University of Illinois at Urbana-Champaign in 1980 and 1981, respectively. He has been a member of the American Institute of Certified Public Accountants since November 30, 1988, and a member of the Chinese Institute of Certified Public Accountants since February 4, 1999.

Since August 12, 2015, Mr. Lu has been an independent non-executive director and chairman of the audit committee of Greenland Holdings Corp Ltd (綠地控股集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600606). In addition, since September 18, 2016, Mr. Lu has been an independent non-executive director, chairman of the audit committee and a member of the nomination committee of Honma Golf Limited (本間高爾夫有限公司), a company listed on the Stock Exchange (stock code: 6858), engaging in the business of manufacturing and selling golf clubs, golf balls, apparel and other related products.

Since March 1, 2018, Mr. Lu has been a special assistant to the chairman of Hon Hai, listed on the Taiwan Stock Exchange (stock code: 2317). Mr. Lu Pochin Christopher is the brother of Mr. Lu Sung-Ching, our Chairman of the Board and executive Director.

Mr. Lu has entered into an executive director service contract with the Company for a term of 3 years commencing from June 20, 2017. He accepted and signed a renewed executive director service contract with the Company on April 20, 2020, with a fixed term of three years commencing from June 20, 2020. Pursuant to the service contract and letter of continuation of appointment, Mr. Lu is entitled to an annual director's salary of US\$1,000,000, which has been determined with reference to his duties and responsibilities in the Company and the prevailing market condition and a discretionary bonus as may be decided by the Board and the remuneration committee of the Company at their discretion, having regard to his performance.

As at the Latest Practicable Date, Mr. Lu held 17,012,000 Shares and had interests in 13,500,000 Shares (within the meaning of Part XV of the Securities and Futures Ordinance) under the Second Restricted Share Award Scheme.

Independent Non-executive Director

Mr. CHAN Wing Yuen Hubert (陳永源), aged 62, was appointed as our independent non-executive Director on November 4, 2016. As of the Latest Practicable Date, he is engaged with the following listed companies in Hong Kong:

Company Name and Principal Business	Stock Code	Position	Date of Appointment	Roles and Responsibilities
Central Development Holdings Limited (中發展控股有限公司) (previously known as Zhong Fa Zhan Holdings Limited (中發展控股有限公司)), engaging in the jewellery wholesale and solar energy businesses	475	Executive director and chief executive	November 2011	Formulating and executing business policies for the company
Zhonghua Gas Holdings Limited (中華燃氣控股有限公司) (previously known as Northern New Energy Holdings Limited (北方新能源控股有限公司)), engaging in the new energy development and catering businesses	8246	Executive director and chief executive officer	August 2014	Overall corporate development and strategic planning for the company
Tian Ge Interactive Holdings Limited (天鵲互動控股有限公司), engaging in providing live social video platforms and the mobile games business	1980	Independent non-executive director	June 2014	As an independent director

Company Name and Principal Business	Stock Code	Position	Date of Appointment	Roles and Responsibilities
Shanghai La Chapelle Fashion Co., Ltd (上海拉夏貝爾服飾股份有限公司), engaging in the design, marketing and selling apparel products in mainland China	6116 (also listed on the Shanghai Stock Exchange (stock code: 603157))	Independent non-executive director	July 2016	As an independent director

He spent over ten years with the Stock Exchange from February 1987 to August 1997 and his last position was director of the listing division (China Listing Affairs Department) and was responsible for formulating the policy of the Stock Exchange in dealing with mainland China listing related matters and providing support to the Corporate Finance Department in handling listing matters with mainland China issues (e.g. H share listing applications). In addition, Mr. Chan held various positions with companies listed in Hong Kong, including: as an executive director of Softpower International Limited (冠力國際有限公司) (previously known as China Pipe Group Limited (中國管業集團有限公司)) (stock code: 380) from June 2007 to February 2009, as an executive director and the chief executive officer of EverChina Int'l Holdings Company Limited (潤中國際控股有限公司) (previously known as Interchina Holdings Company Limited (國中控股有限公司)) (stock code: 202) from March 2002 to June 2009, as an independent non-executive director of China Smarter Energy Group Holdings Limited (中國智慧能源集團控股有限公司) (previously known as Rising Development Holdings Limited (麗盛集團控股有限公司)) (stock code: 1004) from September 1999 to September 2007, and as a director and deputy general manager of Guangdong Investment Limited (粵海投資有限公司) (stock code: 270) from August 1997 to January 2000.

Mr. Chan obtained a higher diploma in company secretaryship and administration from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University) in November 1982. Mr. Chan has been an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries since February 1986 and August 1994 respectively, and has also been a member of The Hong Kong Institute of Directors and the Hong Kong Securities and Investments Institute since 1998 and April 1999 respectively. In addition, he has been a member of the Chinese People's Political Consultative Conference – Heilongjiang Province Committee (中國人民政治協商會議黑龍江省委員會) since January 2008.

Mr. Chan has entered into a letter of appointment with the Company for a term of 3 years commencing from November 4, 2016. He accepted and signed a letter of continuation of appointment with the Company on November 19, 2019, with a fixed term of three years commencing from November 4, 2019. Pursuant to the letter of appointment, Mr. Chan is entitled to an annual director's fee of US\$75,000, which has been determined with reference to his duties and responsibilities in the Company, the prevailing market condition and the remuneration policy of the Company and has been reviewed and approved by the remuneration committee of the Company.

The following are the amendments proposed to be made to the Endorsement and Guarantee Procedures and Operational Procedures for Lending Funds.

The Endorsement and Guarantee Procedures

The Endorsement and Guarantee Procedures Comparison Table of Amendments

修訂前 Before Amendments	修訂後 After Amendments
<p>第一條 目的 Article 1 Purpose 為使本公司背書保證事項有所遵循，特訂定本作業程序。 This operating procedure is hereby established to ensure compliance with the Company's endorsement/guarantee.</p> <p>第十二條 對子公司辦理背書保證之控管程序 Article 12 Measures for Controlling and Management of Endorsement/Guarantees of the Subsidiaries 本公司之子公司擬為他人背書或提供保證者，應依據本作業程序執行。 If the subsidiary of the Company intends to make an endorsement or guarantee for others, it shall execute such in accordance with the Procedures.</p>	<p>第一條 目的 Article 1 Purpose 一、 為使本公司背書保證事項有所遵循，特訂定本作業程序；本程序需遵循所有適用之法律、命令及規則（包括香港聯合交易所有限公司證券上市規則（「上市規則」）。若與本程序有衝突者，應優先適用相關法律、命令及規則（包括上市規則）。</p> <p>1. These operating Procedures are hereby established to ensure compliance with the Company's endorsement/guarantee. <u>These Procedures are subject to compliance with all applicable laws, rules and regulations (including the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"))</u>. In case of any conflict with these Procedures, the <u>relevant provisions under applicable laws, rules and regulations (including the Listing Rules) shall prevail.</u></p> <p>二、 本公司之子公司擬為他人背書保證者，應依據本作業程序執行，惟若本作業程序之規定與該子公司所在地之法令或上市規則不同時，得優先適用當地法令及上市規則規定。</p> <p>2. Any subsidiary of the Company shall make endorsement/guarantee in accordance with these Procedures. <u>If these Procedures are contrary to the local laws or the Listing Rules applicable to the subsidiary, such provisions of the local laws and the Listing Rules shall prevail.</u></p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第四條 子公司及母公司認定</p> <p>Article 4 Confirmation of Subsidiaries and Parent Companies</p> <p>本程序所稱子公司及母公司，應依財務會計準則認定之。</p> <p>The subsidiaries and parent companies referred to in this procedure shall be identified in accordance with the financial accounting standards.</p>	<p>第二條 定義</p> <p>Article 2 Definitions</p> <p>一、 本程序所稱子公司及母公司，應依財務會計準則之規定認定之。</p> <p>1. “Subsidiaries” and “parent companies” as referred to in these Procedures shall be <u>recognized according to the financial accounting standards.</u></p> <p>二、 本公司財務報告係以國際財務報導準則編製，本作業程序所稱之淨值，係指本公司財務報告編製準則規定之資產負債表歸屬於母公司業主之權益。</p> <p>2. <u>The Company’s financial report is prepared according to the International Financial Reporting Standards, and “net worth” in these Procedures means the balance sheet equity attributable to the owners of the parent company under the financial reporting standards pursuant to which the Company’s financial report is prepared.</u></p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第二條 適用範圍</p> <p>Article 2 Scope of Application</p> <p>一、 融資背書保證：係指客票貼現融資、為他公司融資之目的所為之背書或保證，及為本公司融資之目的而另開立票據予非金融事業作擔保者。</p> <p>Financing endorsement/guarantee: Bill discount financing, endorsements/guarantees for another companies and their financing needs, endorsements/guarantees to the notes issued by the Company to non-financial institutions and entities for the Company's own financing needs.</p> <p>二、 關稅背書保證：係指為本公司或他公司有相關稅事項所為之背書或保證。</p> <p>Endorsement/guarantee of custom duties due from the Company or other companies.</p> <p>三、 其他背書保證：係指無法歸類列入前二款之背書或保證事項。</p> <p>Other endorsements/guarantees that are not classified as the prior two types.</p> <p>本公司提供動產或不動產為他公司借款之擔保設定質權、抵押權或其他屬背書或保證性質者，亦應依本作業程序辦理。</p> <p>Endorsement/guarantee for another company and its financing needs, including provisions of real estate or movable properties, such as a mortgage or pledge for another company.</p>	<p>第三條 適用範圍</p> <p>Article 3 Scope of Application</p> <p>本作業程序所稱背書保證係指下列事項： “Endorsements/guarantees”, as used in these Procedures, refers to the following:</p> <p>一、 融資背書保證：係指客票貼現融資、為他公司融資之目的所為之背書或保證，及為本公司融資之目的而另開立票據予非金融事業作擔保者。</p> <p>1. Financing endorsements/guarantees: Bill discount financing, endorsements/guarantees made to meet the financing needs of another company, and issuance of a separate negotiable instrument to a non-financial enterprise as security to meet the financing needs of the Company.</p> <p>二、 關稅背書保證：係指為本公司或他公司有相關稅事項所為之背書或保證。</p> <p>2. Customs duty endorsement/guarantee: an endorsement or guarantee for the Company itself or another company with respect to customs duty matters.</p> <p>三、 其他背書保證：係指無法歸類列入前二款之背書或保證事項。</p> <p>3. Other endorsements/guarantees: endorsements or guarantees beyond the scope of the preceding two subparagraphs.</p> <p>本公司提供動產或不動產為他公司借款之擔保設定質權、抵押權或其他屬背書或保證性質者，亦應依本作業程序辦理。</p> <p>These Procedures shall be complied with when the Company creates any charges or pledges on its movable or immovable property or makes any other endorsements or guarantees for any borrowings made by another company.</p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第三條 背書保證之對象 Article 3 Object of the Endorsement/ Guarantee</p> <p>一、 與本公司有業務往來關係之公司。 A company that has a business relationship with the Company.</p> <p>二、 本公司直接及間接持有表決權之股份超過百分之五十之公司。 A company in which the Company directly or indirectly holds more than 50% of the voting shares.</p> <p>三、 直接及間接對本公司持有表決權之股份超過百分之五十之公司。 A company that directly or indirectly holds more than 50% of the Company's voting shares.</p> <p>四、 本公司直接及間接持有表決權股份達百分之九十以上之公司間，得為背書保證，並應依本程序第五條第二款規定辦理。 Any company that directly or indirectly holds more than 90 percent of the voting shares of the company may be a guarantee/endorsement and shall be dealt with in accordance with Article 5, paragraph 2 of this procedure.</p> <p>五、 因共同投資關係由全體出資股東依其持股比例對被投資公司背書保證者，不受前三款規定之限制，得為背書保證。 Where all capital contributing shareholders make endorsements/guarantees for their jointly invested company in proportion to their shareholding percentages, such endorsements/guarantees may be made free of the restrictions of the preceding three paragraphs.</p> <p>六、 前款所稱出資，係指本公司直接出資或透過持有表決權股份百分之百之子公司出資。 The term “contributing” mentioned above refers to the contributions made by the Company directly or via a subsidiary with 100% of its voting shares held by the Company.</p>	<p>第四條 背書保證之對象 Article 4 Beneficiaries of Endorsements/ Guarantees</p> <p>一、 本公司得對下列公司為背書保證：</p> <p>1. <u>The Company may make endorsements/guarantees for the following companies:</u></p> <p>(一) 與本公司有業務往來關係之公司。 (a) A company with which it does business.</p> <p>(二) 本公司直接及間接持有表決權之股份超過百分之五十之公司。 (b) A company in which the Company directly and indirectly holds more than 50 percent of the voting shares.</p> <p>(三) 直接及間接對本公司持有表決權之股份超過百分之五十之公司。 (c) A company that directly and indirectly holds more than 50 percent of the voting shares in the Company.</p> <p>二、 本公司直接及間接持有表決權股份達百分之九十以上之公司間，得為背書保證，且其金額不得超過本公司淨值之百分之十。但本公司直接及間接持有表決權股份百分之百之公司間背書保證，不在此限。</p> <p>2. <u>Companies in which the Company holds, directly and indirectly, 90 percent or more of the voting shares may make endorsements/guarantees for each other, and the amount of such endorsements/guarantees may not exceed 10 percent of the net worth of the Company; provided that this restriction shall not apply to endorsements/guarantees made between companies in which the Company holds, directly and indirectly, 100 percent of the voting shares.</u></p> <p>三、 本公司因業務往來關係從事背書保證，累積背書保證金額不得超過當年度與其業務往來交易之總額，所稱業務往來交易之總額係指雙方間進貨及/或銷貨加計之總和。</p> <p>3. <u>In the event that an endorsement/guarantee is made due to needs arising out of business transaction, the cumulated amount of endorsements/guarantees shall not exceed the total amount of the business transaction between the parties during the year. “Total amount of the business transaction” shall mean the total amount of purchases and/or sales between the parties.</u></p>

修訂前 Before Amendments	修訂後 After Amendments
<p>七、申請背書保證之對象，若有下列情況之一者，本公司不予接受辦理：</p> <p>The Company will not accept the application for the guarantee of endorsement if one of the following situations occurs:</p> <p>(一) 本公司為其背書保證金額超過規定限額者。 Where the guaranteed amount of the company's endorsement/guarantee exceeds the prescribed limit.</p> <p>(二) 有借款不良或債務糾紛之信用記錄不佳者。 Having a poor credit record in case of a bad loan or debt dispute.</p> <p>(三) 不在董事會核准之保證範圍內者。 Not within the scope of the guarantee approved by the board of directors.</p>	<p>四、本公司基於承攬工程需要之同業間或共同起造人間依合約規定互保，或因共同投資關係由全體出資股東依其持股比率對被投資公司背書保證者，不受前二項規定之限制，得為背書保證。</p> <p>4. <u>Where the Company fulfills its contractual obligations by providing mutual endorsements/guarantees for another company in the same industry or for a joint builder for purpose of undertaking a construction project, or where all capital contributing shareholders make endorsements/guarantees for their jointly invested company in proportion to their shareholding percentages, the restrictions of the preceding two paragraphs are not applicable to any such endorsements/guarantees to be made.</u></p> <p>五、前款所稱出資，係指本公司直接出資或透過持有表決權股份百分之百之子公司出資。</p> <p>5. Capital contribution referred to in the preceding paragraph shall mean the capital contribution directly made by the Company, or through a company in which the Company holds 100 percent of the voting shares.</p> <p>六、申請背書保證之對象，若有下列情況之一者，本公司不予接受辦理：</p> <p>6. The Company will not accept the application for the guarantee/endorsement made to beneficiaries with following conditions:</p> <p>(一) 本公司為其背書保證金額超過規定限額者。</p> <p>(a) Where the amount of endorsements/guarantees of the Company exceeds a specified amount.</p> <p>(二) 有借款不良或債務糾紛之信用記錄不佳者。</p> <p>(b) Having a poor credit record, such as a bad loan or debt dispute.</p> <p>(三) 不在董事會核准之保證範圍內者。</p> <p>(c) Not within the scope of the guarantee approved by the board of directors.</p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第五條 背書保證之額度</p> <p>Article 5 The Ceilings on the Amount of Endorsement/Guarantee</p> <p>一、 本公司及其子公司整體對他人背書或提供保證之個別對象限額，以不超過本公司淨值百分之五十為限。但對本公司直接及間接持有表決權股份百分之百之公司，或本公司直接及間接持有表決權股份百分之百之公司間的背書保證，不在此限。</p> <p>The Company and its subsidiaries shall not exceed 50% of the net value of the Company. However, there shall be no endorsement/guarantee between companies that directly or indirectly hold 100 percent of the voting shares of the Company, or between companies that directly or indirectly hold 100 percent of the voting shares of the Company.</p> <p>二、 本公司及其子公司整體對他人背書或提供保證之總額，以不超過本公司淨值百分之百為限。</p> <p>The total amount of endorsement/guarantees or warranties by the Company and its subsidiaries as a whole shall not exceed 100% of the net value of the Company.</p> <p>三、 前述淨值以最近期經會計師查核簽證或核閱之財務報表所載為準。</p> <p>The aforementioned net value shall be based on the financial statements that have been audited or reviewed by the accountant at the most recent time.</p>	<p>第五條 背書保證之額度</p> <p>Article 5 The Limits on Endorsements/Guarantees</p> <p>一、 本公司對他人背書或提供保證之個別對象限額，以不超過本公司淨值百分之五十為限。</p> <p><u>1. The amount of the endorsements/guarantees provided by the Company to any individual entity shall not exceed 50 percent of the Company's net worth.</u></p> <p>二、 本公司對他人背書或提供保證之總額，以不超過本公司淨值百分之百為限。</p> <p><u>2. The total amount of the endorsements/guarantees provided by the Company to others shall not exceed 100 percent of the Company's net worth.</u></p> <p>三、 本公司及其子公司整體對他人背書或提供保證之個別對象限額，以不超過本公司淨值百分之五十為限。但對本公司直接及間接持有表決權股份百分之百之公司，或本公司直接及間接持有表決權股份百分之百之公司間的背書保證，不在此限。</p> <p><u>3. The amount of endorsements/guarantees provided by the Company and its subsidiaries as a whole to any individual entity shall not exceed 50 percent of the Company's net worth. However, this restriction shall not be applicable to any endorsements/guarantees made for a company that Company directly and indirectly holds 100 percent of the voting shares, or companies in which the Company holds 100 percent of the voting shares.</u></p> <p>四、 本公司及其子公司整體對他人背書或提供保證之總額，以不超過本公司淨值百分之百為限。</p> <p><u>4. The total amount of endorsements/guarantees provided by the Company and its subsidiaries as a whole shall not exceed 100 percent of the Company's net worth.</u></p> <p>五、 前述淨值以最近期經會計師查核簽證或核閱之財務報表所載為準。</p> <p><u>5. The net worth mentioned in the preceding paragraph is subject to the latest financial statements audited or reviewed by the certified public accountants.</u></p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第七條 背書保證辦理及審查程序 Article 7 Procedures for Handling and Scrutinizing Endorsement/Guarantee</p> <p>一、 背書保證申請程序 Application procedure for endorsement/guarantee</p> <p>(一) 申請背書保證公司應提供基本資料及財務資料，並填具申請書，送交財務單位審核。 To apply for an endorsement/guarantee, the Company shall provide the basic information and financial information, fill in the application form and deliver it to the Finance Department for scrutiny.</p> <p>(二) 財務單位應審查背書保證之必要性及合理性，以及是否應取得擔保品及背書保證金額是否符合第五條之規定。詳細審查程序應包括： The Finance Department shall examine the necessity and rationality of the endorsement/guarantee, and whether or not it shall obtain the collateral and the amount of endorsement/guarantee in accordance with the provisions of Article 5. The detailed review procedures shall include:</p> <ol style="list-style-type: none"> 1. 背書保證之必要性及合理性。 Necessity and rationality of the endorsement/guarantee. 2. 背書保證對象之徵信及風險評估。 Credit investigation and risk assessment of the endorsement party. 3. 對公司之營運風險、財務狀況及股東權益之影響。 Impact on the company's operating risks, financial status and shareholders' equity. 4. 應否取得擔保品及擔保品之評估價值。 Whether or not the collateral and the assessed value of the collateral should be obtained. <p>(三) 上述申請書件完備且符合背書保證條件者，應送財務單位進行徵信作業。 If the above-mentioned application documents are complete and conform to the conditions of endorsement/guarantee, they shall be delivered to the Finance Department for credit investigation.</p>	<p>第六條 背書保證辦理及審查程序 Article 6 Procedures for Making and Reviewing Endorsements/Guarantees</p> <p>一、 辦理背書保證時，財務部門應分析背書保證對象之營運、財務及信用狀況等，以評估背書保證之風險，必要時並應取得擔保品。 <u>1. The Finance Department shall analyze the operation, finance and credit status of the beneficiary when the Company makes endorsements/guarantees so as to evaluate the risk of the endorsements/guarantees, and shall request for collateral if necessary.</u></p> <p>二、 財務部門應就背書保證事項建立備查簿，將承諾擔保之相關事項，詳予登載備查，有關於之票據、約定書等文件，亦應妥為保管。 <u>2. The Finance Department shall prepare a memorandum book for the endorsements/guarantees, including all endorsements/guarantees related items and information in details. Any documents, such as checks or agreements, shall be kept carefully.</u></p> <p>三、 因情事變更，致背書保證對象不符本準則規定或金額超限時，應訂定改善計劃，將相關改善計劃送審計委員會，並依計劃時程完成改善。 <u>3. In the event that the beneficiary does not meet the requirements of these Procedures or the amount exceeds the limitation due to change of circumstances, the Company shall submit an rectification plan to the Audit Committee and complete the rectification in a timely manner as planned.</u></p> <p>四、 背書保證對象若為淨值低於實收資本額二分之一之子公司，應明定其後續相關管控措施。 <u>4. The Company shall enact subsequent control measures in the event the beneficiary of the endorsements/guarantees is an entity whose net worth is below 50 percent of its paid-in capital.</u></p> <p>五、 子公司股票無面額者，依前項規定計算之實收資本額，應以股本加計資本公積-發行溢價之合計數為之。 <u>5. In the case of a subsidiary with shares of no par value, for the paid-in capital in the calculation under preceding paragraph, it shall be substituted with the sum of the share capital plus paid-in capital minus the premium in the offering.</u></p>

修訂前 Before Amendments	修訂後 After Amendments
<p>二、 徵信及風險評估 Credit investigation and risk assessment</p> <p>(一) 財務單位取得背書保證申請書暨相關資料後，始得辦理徵信作業。 The Finance Department may handle the credit investigation work after obtaining the application form of endorsement/guarantee and relevant materials.</p> <p>(二) 財務單位進行徵信作業時應注意搜集、分析及評估申請背書保證公司之信用及營運情形，將徵信結果作成書面報告呈報董事長及董事會作為評估風險之參考。 When conducting credit investigation, the Finance Department shall collect, analyze and evaluate the application for endorsement to guarantee the company's credit and operating conditions, and submit the results of the credit investigation to the president and the board of directors for reference in risk assessment.</p> <p>三、 擔保品價值及評估 Collateral value and evaluation</p> <p>經評估後應提供擔保品者，財務單位應進行擔保品價值評估，並將其評估結果呈報董事長、董事會作為評估風險之參考。 If the collateral shall be provided after evaluation, the Finance Department shall make an evaluation of the collateral value and submit the evaluation results to the president and the board of directors for reference in risk assessment.</p>	

修訂前 Before Amendments	修訂後 After Amendments
<p>四、 背書保證之核決</p> <p>Approval of endorsement/guarantee</p> <p>(一) 本公司財務單位應將背書保證案件審查評估相關資料，包含徵信調查結果、擔保品評估報告、對本公司營運風險、財務狀況、股東權益之影響及背書保證條件，提報董事會進行決議，或於董事長之授權額度內先予執行，俟後再報請董事會追認。若背書保證當時之累計餘額尚未超過董事會授權董事長之額度時，則呈請董事長裁示後辦理，嗣後提報最近期董事會追認；若背書保證累計餘額超過董事長之授權額度，須提請董事會決議。</p> <p>The company Finance Departments should be in the case review related information loop, including credit reporting, collateral assessment report, the Company operating risk, financial status, the impact of shareholders' equity and endorsement/guarantee conditions, reported to the board of directors for resolution, or to the president within the authorization limit line, initiate and then submitted to the board for ratification. If the cumulative balance of the board of directors at that time has not exceeded the amount authorized by the board of directors, it shall be submitted to the president for approval and then submitted to the board of directors for ratification. If the cumulative balance of the endorsement/guarantee exceeds the amount authorized by the board of directors, a resolution shall be submitted to the board of directors.</p> <p>(二) 若本公司已設置獨立董事，且有背書保證案件時，應充分考量各獨立董事之意見，並將其同意或反對之明確意見及反對之理由列入董事會議記錄。</p> <p>If the Company has established independent directors, it shall consider the dissenting opinions from all of the independent directors fully and list the consenting and objecting opinions and their reasons in the meeting minutes of the board of directors.</p>	

修訂前 Before Amendments	修訂後 After Amendments
<p>五、 核定及通知</p> <p>Approval and notification</p> <p>(一) 經核決同意辦理之背書保證案件，財務單位應儘速通知申請背書保證公司，詳述背書保證條件，包括額度、期限、擔保品等，請申請背書保證公司於期限內辦妥簽約手續。</p> <p>In the case of an endorsement/guarantee, the Finance Department shall notify the applicant as soon as possible to specify the conditions of the endorsement/guarantee, including the amount, term, collateral, etc., and request the endorsement/guarantee Company to complete the execution procedures within the time limit.</p> <p>(二) 不同意辦理之背書保證案件，財務單位應將婉拒理由儘速回覆申請背書保證公司。</p> <p>When an endorsement/guarantee has not been agreed to be handled, the Finance Department shall reply to the Company as soon as possible for the reasons of refusal.</p> <p>六、 擔保品質權設定及保險</p> <p>Pledge setting and insurance of the collateral</p> <p>(一) 若背書保證案件應徵提擔保品者，申請背書保證公司於接獲通知後，應立即辦妥質權或抵押權設定手續，以確保本公司之權益。</p> <p>If an endorsement/guarantee case is filed for the submission of collateral, the endorsement/guarantee company shall, upon receipt of the notice, immediately complete the procedures for establishing the right of pledge or mortgage to ensure the rights and interests of the Company.</p>	

修訂前 Before Amendments	修訂後 After Amendments
<p>(二) 擔保品中除土地及有價證券外，均應投保相關保險，保險金額以不低於擔保品質押金額為原則，保險單應註明以本公司為受益人。保險單上所載標的物名稱、數量、存放地點、保險條件、保險批單等應與本公司原核可條件相符。</p> <p>The collateral, except land and negotiable securities, shall be covered by the relevant insurance. The amount of the insurance shall not be less than the amount of the pledge, and the policy shall state that the Company is the beneficiary. The name, quantity, place of deposit, conditions of insurance and insurance approval shall be in accordance with the original approved conditions of the Company.</p> <p>(三) 財務單位應注意在保險期限屆滿前，通知申請背書保證公司續約投保。</p> <p>The Finance Department should be aware that by the expiration of the insurance policy, the application will be executed for the renewal of insurance.</p> <p>七、 簽約對保</p> <p>Contract execution and identity verification</p> <p>(一) 背書保證管理權責單位應擬定背書保證案件之約據條款，經審核後辦理簽約手續。</p> <p>The management authority and accountability unit of the endorsement/guarantee shall draw up the terms of the contract for the endorsement/guarantee and go through the execution procedures after examination and verification.</p> <p>(二) 約據內容應與核定之背書保證條件相符。</p> <p>The contents of the agreement shall conform to the approved conditions for the endorsement/guarantee.</p> <p>八、 背書保證案件經核准且完成前述第六、七款相關手續且核對無誤後，始可進行保證事宜。</p> <p>After the approval of the endorsement/guarantee and the completion of the relevant procedures of foregoing paragraphs 6 and 7 and the check is correct, the endorsement/guarantee shall be carried out.</p>	

修訂前 Before Amendments	修訂後 After Amendments
<p>第六條 決策及授權層級</p> <p>Article 6 Hierarchy of Decision-Making Authority and Delegation Thereof</p> <p>本公司所為背書保證，應先經董事會決議通過後始得辦理。但為配合時效，得由董事會授權董事長先予決行，事後再提報董事會追認。</p> <p>Endorsement/guarantee made by the Company shall be conducted after receiving approval from the board of directors. A pre-determined limit may be delegated to the president by the board of directors to facilitate execution and such endorsement/guarantee shall be reported to the most upcoming board of directors meeting for ratification.</p>	<p>第七條 決策及授權層級</p> <p>Article 7 Hierarchy of Decision-Making Authority and Delegation Thereof</p> <p>一、 本公司所為背書保證，應先經董事會決議通過後始得辦理。但為配合時效，得由董事會授權董事長先予決行，事後再提報<u>最近期</u>董事會追認。</p> <p>1. The Company cannot make endorsements/guarantees unless a relevant proposal is submitted to and approved by the board of directors. 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 to the <u>subsequent</u> meeting of the board of directors for ratification afterwards.</p> <p>二、 <u>適用本作業程序之子公司，辦理背書保證事項，由該子公司之董事會決議之。</u></p> <p>2. <u>The endorsements/guarantees made by a subsidiary to which these Procedures are applicable shall be approved by its board of directors.</u></p>
<p>第八條 背書保證之解除</p> <p>Article 8 Cancellation of Endorsement/Guarantee</p> <p>申請背書保證公司於背書保證之事由消失時，應立即知會本公司，以便解除本公司背書保證之責任，並登載保證備查簿。</p> <p>When the reason for the guarantee/endorsement disappears, a company shall immediately notify the Company to discharge the liability of the guarantee/endorsement and record it in the logbook for reference of the endorsement/guarantee.</p>	<p>刪除 Deleted</p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第九條 印鑑章使用及保管程序</p> <p>Article 9 Procedures for Use and Custody of Corporate Chops</p> <p>背書保證之專用印鑑章為本公司向主管機關辦理設立登記之公司印鑑，應由專責人員保管；保管人員應依本公司規定作業程序始得鈐印或簽發票據；本公司若對國外公司為保證行為時，本公司所出具保證函應由董事會授權之人簽署。</p> <p>The Company shall apply for registration with the Ministry of Economic Affairs for its official seal and for a special-purpose seal for endorsement/guarantee. The official seal shall be kept by the Company's designated personnel. The internal procedures must be followed for sealing and note issuance purposes. When providing an endorsement/guarantee to a foreign company, the endorsement/guarantee letter shall be executed and signed by the person designated by the board of directors.</p>	<p>第八條 印鑑章使用及保管程序</p> <p>Article 8 Procedures for Use and Custody of Corporate Chops</p> <p>一、 背書保證之專用印鑑章為本公司向主管機關辦理設立登記之公司印鑑，應由專責人員保管；保管人員應依本公司規定作業程序始得鈐印或簽發票據。</p> <p>1. The Company shall use the corporate chop registered with the Ministry of Economic Affairs as the dedicated chop for endorsements/guarantees. The chop shall be kept in the custody of a designated person. The custody person may use seal or issue negotiable instruments only in accordance with the prescribed procedures.</p> <p>二、 本公司若對非台灣公司為背書保證行為時，本公司所出具保證函應由董事會授權之人簽署。</p> <p>2. When making endorsements/guarantees to a <u>non-Taiwan</u> company, a guarantee letter issued by the Company shall be signed by the representative authorized by the board of directors.</p> <p>三、 <u>適用本作業程序之非台灣子公司，若擬為他人背書或提供保證者，應由該子公司董事會授權之人負責簽署。</u></p> <p>3. <u>If a non-Taiwan subsidiary to which these Procedures are applicable intends to make endorsement or guarantee to others, such endorsements/guarantees shall be signed by other representative empowered by the subsidiary's board of directors.</u></p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第十條 辦理背書保證應注意事項 Article 10 Notice for Dealing With Endorsement/Guarantee</p> <p>一、 財務單位應建立背書保證備查簿，就背書保證對象、金額、董事會通過或董事長決行日期、背書保證日期、依本作業程序規定應審慎評估之事項、擔保品內容及其評估價值以及解除背書保證責任之條件與日期等，詳予登載備查。</p> <p>The Finance Department shall establish a memorandum book for its endorsement/guarantee activities and record in detail the following information for the record: the entity for which the endorsement/guarantee is made, the amount, the date of passage by the board of directors or of authorization by the president, the date that the endorsement/guarantee is made, the matters to be carefully evaluated under the procedures, collateral content with its evaluation value and the conditions and date of cancellation of endorsement/guarantee responsibility, for future reference.</p> <p>二、 背書保證辦理完畢後，財務單位應妥善保管約據、本票等債權憑證、以及擔保品證件、保險單、往來文件等資料。</p> <p>When the endorsement/guarantee is concluded, the financial unit shall properly keep such documents as the covenants, promissory notes and other certificates of creditor's rights, as well as certificates of collateral, insurance policies and correspondence documents.</p> <p>三、 稽核單位應稽核背書保證作業程序及其執行情形，並作成書面記錄。</p> <p>The Audit Department shall audit the operating procedure of the endorsement/guarantee and the performance and make a written record thereof.</p>	<p>第九條 辦理背書保證應注意事項 Article 9 Precautions Dealing with Endorsement/Guarantee</p> <p>一、 財務部門應建立背書保證備查簿，將承諾擔保之相關事項，詳予登載備查。</p> <p>1. The Finance Department shall prepare a memorandum book for the endorsements/guarantees, <u>including all endorsements/guarantees related items</u> and information in details for future reference.</p> <p>二、 背書保證辦理完畢後，財務部門應妥善保管約據、本票等債權憑證、以及擔保品證件、保險單、往來文件等資料。</p> <p>2. When the endorsement/guarantee is concluded, any documents, such as the covenants, promissory notes and other certificates of creditor's rights, as well as certificates of collateral, insurance policies and correspondence documents, shall be kept carefully by the Finance Department.</p> <p>三、 稽核部門應稽核背書保證作業程序及其執行情形，並作成書面記錄。</p> <p>3. The Audit Department shall audit the procedures and implementation for endorsements/guarantees and prepare written records.</p>

修訂前 Before Amendments	修訂後 After Amendments
<p>四、 如因情事變更，致背書保證對象不符合本作業程序第三條規定或背書保證金額超過本作業程序第五條所訂額度時，財務單位應訂定改善計劃，並提請董事會報告及依計劃時程完成改善。背書保證對象若為淨值低於實收資本額二分之一之子公司亦同。</p> <p>If, due to changes in circumstances, the party to whom the Company provides endorsement/guarantee no longer satisfies the criteria set forth in Article 3 herein, or the amount of endorsement/guarantee exceeded the limits set forth in Article 5, the Finance Department shall draw up a corrective plan and provide such to the board of directors, the proposed corrective actions should be implemented within the period specified in the plan. It shall be the same if the endorsement/guarantee party's or the Subsidiary's net worth falls below 50% of the issued capital</p> <p>五、 會計單位應評估並認列背書保證之或有損失，於財務報告中適當揭露背書保證資訊，並提供簽證會計師相關資料，以供會計師執行必要查核程序。</p> <p>The Accounting Unit shall assess and recognize, if any, the contingent losses brought about by the endorsement/guarantee, to adequately disclose information in the financial statements, and to provide external auditors with the necessary information for conducting due auditing and issuing the audit report.</p>	<p>四、 如因情事變更，致背書保證對象不符合本作業程序第三條規定或背書保證金額超過本作業程序第五條所訂額度時，應訂定改善計劃，並提請董事會報告及依計劃時程完成改善。背書保證對象若為淨值低於實收資本額二分之一之子公司亦同。</p> <p>4. If, as a result of a change in circumstances, an entity for which an endorsement/guarantee is made does not meet the requirements set forth in Article 3 herein, or the amount of endorsements/guarantees exceeds the limit set forth in Article 5, rectification plans shall be made and submitted to the board of directors, and the rectification plan shall be implemented according to the timeframe set out therein. For circumstances in which an entity for which the Company makes endorsement/guarantees is a subsidiary whose net worth is lower than half of its paid-in capitals, the same procedures shall apply.</p>
<p>第十一條 資訊公開</p> <p>Article 11 Information Disclosure</p> <p>應定期將本公司及子公司背書保證餘額之相關資訊交由本集團之最終母公司進行公告申報。</p> <p>The relevant information of the Company's and its subsidiaries' balance of endorsements/guarantees made to others shall be regularly submitted to the ultimate parent company of the group for announcement.</p>	<p>第十條 資訊公開</p> <p>Article 10 Information Disclosure</p> <p>應定期將本公司及子公司背書保證餘額之相關資訊交由本公司之最終母公司進行公告申報。</p> <p>The relevant information of the Company's and its subsidiaries' balance of endorsements/guarantees made to others shall be regularly submitted to the ultimate parent company of the <u>Company</u> for announcement.</p>

修訂前 Before Amendments	修訂後 After Amendments
<p>無 N/A</p>	<p>第十一條 罰則 Article 11 Penalty 本公司之經理人及主辦人員違反本作業程序時，依照本公司人事管理辦法與員工手冊提報考核，依其情節輕重處罰。 <u>Managers and personnel-in-charge of the Company who violate these Procedures shall be penalized based on the severity of violation and in accordance with the Company's personnel management regulations and employee handbook.</u></p>
<p>第十三條 實施與修訂 Article 13 Implementation and Amendments 本作業程序經董事會通過，修正時亦同。 The Procedures are approved by the board of directors, the same shall apply to any amendments to the Procedures.</p>	<p>第十二條 實施與修訂 Article 12 Implementation and Amendments 本作業程序經董事會通過後提報股東會同意後實施，修正時亦同。 These Procedures shall be approved by the board of directors <u>and the shareholders' meeting.</u> Any amendment is subject to the same procedures.</p>

The Operational Procedures for Lending Funds

The Operational Procedures for Lending Funds
Comparison Table of Amendments

修訂前 Before Amendments	修訂後 After Amendments
<p>第一條 目的 Article 1 Purpose 為使本公司及子公司之資金貸與他人事項有所遵循，特訂定本作業程序。 This procedure is set for the Company's and its subsidiaries' matters of loaning of funds to others to be complied with.</p> <p>第十一條 對子公司辦理資金貸與他人之控管程序 Article 11 The management procedures for the subsidiaries' loan funds to others 本公司之子公司擬將資金貸與他人者，應依據本作業程序執行。 In the event that the subsidiaries of the Company intends to loan funds to others, its operation shall be subject to this procedure.</p>	<p>第一條 目的 Article 1 Purpose 一、 為使本公司之資金貸與他人事項有所遵循，特訂定本作業程序。本程序需遵循所有適用之法律、命令及規則（包括香港聯合交易所有限公司證券上市規則（「上市規則」））。若與本程序有所衝突者，得優先適用當地法令、命令及規則（包括上市規則）。</p> <p>1. These Procedures are specifically adopted so that the Company has standards to comply with respect to the lending of funds to others. <u>These Procedures are subject to compliance with all applicable laws, rules and regulations (including the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules").</u> In case of any conflict with these Procedures, the relevant provisions under applicable laws, rules and regulations (including the Listing Rules) shall prevail.</p> <p>二、 本公司之子公司擬將資金貸與他人者，應依據本作業程序執行，惟若本作業程序之規定與該子公司所在地之法令或上市規則有相衝突者，得優先適用當地法令及上市規則規定。</p> <p>2. Any subsidiary of the Company shall comply with these Procedures when making loans to others. <u>If these Procedures are contrary to the local laws or the Listing Rules applicable to the subsidiary, such provisions of the local laws and the Listing Rules shall prevail.</u></p>

修訂前 Before Amendments	修訂後 After Amendments
無 N/A	<p>第二條 定義</p> <p>Article 2 Definitions</p> <p>一、 <u>本作業程序所稱子公司及母公司，應依財務會計準則之規定認定之。</u></p> <p>1. <u>“Subsidiaries” and “parent companies” as referred to in these Procedures shall be recognized according to the financial accounting standards.</u></p> <p>二、 <u>本公司財務報告係以國際財務報導準則編製，本作業程序所稱之淨值，係指本公司財務報告編製準則規定之資產負債表歸屬於母公司業主之權益。</u></p> <p>2. <u>The Company’s financial report is prepared according to the International Financial Reporting Standards, and “net worth” in these Procedures means the balance sheet equity attributable to the owners of the parent company under the financial reporting standards pursuant to which the Company’s financial report is prepared.</u></p> <p>三、 <u>本作業程序所稱「事實發生日」，係指簽約日、付款日、董事會決議日或其他足資確定資金貸與對象及金額之日等日期孰前者。</u></p> <p>3. <u>“Date of Occurrence” in these Procedures, means the date of contract signing, date for payment, date of board of directors resolution, or other date on which the counterparty and monetary amount of the loans are confirmed, whichever date is earlier.</u></p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第二條 貸與對象 Article 2 Entities to which the Company may loan funds</p> <p>一、 與本公司有業務往來之公司或行號。 Where a company or firm, that has the business transaction with the Company, calls for a loan arrangement.</p> <p>二、 與本公司有短期融通資金之需求者。所稱短期，係指一年，但公司之營業週期長於一年者，以營業週期為準。 Where an entity has the short-term financing requirement with the Company. The term “short-term” means one year. Where the period of the Company’s operating cycle exceeds one year, the term “short-term” shall be subject to the Company’s operating cycle.</p>	<p>第三條 貸與對象 Article 3 Lending Counterparts</p> <p>一、 <u>本公司資金除有下列各款情形外，不得貸與股東或任何他人：</u></p> <p>1. <u>The Company shall not lend its funds to shareholders or any other persons, except with respect to the following circumstances:</u></p> <p>(一) <u>與本公司有業務往來之公司或行號。</u> (a) <u>Companies or firms that have business relationship with the Company;</u></p> <p>(二) <u>有短期融通資金必要之公司或行號。融資金額不得超過本公司淨值之百分之四十。</u> (b) <u>For companies or firms in need of short-term financing, and the amount of financing shall not exceed 40 percent of the net worth of the Company.</u></p> <p>二、 <u>前項所稱短期，係指一年。但公司之營業週期長於一年者，以營業週期為準。</u></p> <p>2. <u>“Short-term” as used in the preceding paragraph means one year, or where the Company’s operating cycle exceeds one year, one operating cycle.</u></p> <p>三、 <u>第一項第二款所稱融資金額，係指本公司短期融通資金之累計餘額。</u></p> <p>3. <u>“Amount of financing” as used in paragraph 1, subparagraph 2 means the cumulative balance of the Company’s short-term financing.</u></p> <p>四、 <u>本公司直接及間接持有表決權股份百分之百之非台灣公司間從事資金貸與，及本公司直接及間接持有表決權股份百分之百之非台灣公司貸與本公司，不受第一項第二款之限制。</u></p> <p>4. <u>The restriction in paragraph 1, subparagraph 2 shall not apply to inter-company loans of funds between non-Taiwan companies in which the Company holds, directly and indirectly, 100 percent of the voting shares, nor the loans of funds to the Company by any non-Taiwan company in which the Company holds, directly and indirectly, 100 percent of the voting shares.</u></p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第三條 資金貸與他人之原因及必要性 Article 3 The reasons and necessity of loaning funds to others</p> <p>本公司有短期融通資金之必要從事資金貸與者，以下列情形為限：</p> <p>The Company has the necessary funds for short-term financing under the following circumstances:</p> <p>一、 本公司採權益法評價之被投資公司因償還銀行借款、購置設備或營業周轉需要者。</p> <p>A company, which is invested in by the Company according to the evaluation of the equity method, is required to repay bank loans, purchase equipment or business turnover.</p> <p>二、 本公司直接或間接持股達百分之五十之公司因償還銀行借款、購置設備或營業周轉需要者或轉投資需要，且該轉投資業與本公司所營業務相關，對本公司將來業務發展具幫助者。</p> <p>A company, that directly and indirectly holds more than 50 percent of its shares by the Company, is required to repay bank loans, purchase equipment or business turnover or need re-investments; provided that such re-investments shall be related to the Company's business and helpful to the Company's future business development.</p> <p>三、 本公司與他公司或行號因購料或營運周轉需要而有短期融通資金之必要者。</p> <p>Where there is a necessity that an entity has short-term financing requirement with the Company for the need to purchase or operational turnover.</p>	<p>刪除 Deleted</p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第四條 資金貸與總額及個別對象之限額 Article 4 The aggregate amount of loans and the maximum amount permitted to a single borrower</p> <p>一、 本公司資金貸與他人之總額以不超過本公司淨值百分之五十為限。 The accumulated total of loans granted to others shall not exceed 50% of the net worth of the Company.</p> <p>二、 本公司資金貸與個別對象之限額以不超過本公司淨值百分之五十為限。 The amount of loan granted to a single borrower by the Company shall not exceed 50% of the net worth of the Company.</p> <p>三、 本公司直接或間接持有表決權股份達百分之百之國外公司間，因短期融通資金之必要從事資金貸與時，金額不受本條第一款與第二款之限制；但不得超過本公司淨值之百分之百。 The restrictions in paragraph 1 and paragraph 2 of this Article shall not apply to inter-company loans of funds for short-term financing requirement between foreign subsidiaries in which the Company holds, directly or indirectly, 100% of the voting shares; provided that it shall not exceed 100% of the net worth of the Company.</p>	<p>第四條 資金貸與總額及個別對象之限額 Article 4 Total Lending Amount and Financing Limit for Individual Entities</p> <p>一、 資金貸與總額:</p> <p>1. <u>Total Lending Amount:</u> 本公司資金貸與他人之總額以不超過本公司淨值百分之五十為限，其中： Total loans granted to others shall not exceed 50 percent of the net worth of the Company, including:</p> <p>(一) 就與本公司有業務往來之公司或行號，資金貸與總額以不超過本公司淨值百分之十為限。 (a) <u>For companies or firms which have a business relationship with the Company, the total lending amount shall not exceed 10 percent of the net worth of the Company.</u></p> <p>(二) 就有短期融通資金必要之公司或行號，資金貸與總額以不超過本公司淨值百分之四十為限。 (b) <u>For companies or firms in need of short-term financing, the total lending amount shall not exceed 40 percent of the net worth of the Company.</u></p> <p>二、 資金貸與個別對象之限額:</p> <p>2. <u>Financing Limit to Individual Entities:</u></p> <p>(一) 就與本公司有業務往來之公司或行號，個別對象之資金貸與金額以不超過雙方間業務往來金額為限。所稱業務往來金額係指雙方最近一年內或未來一年內可預估之實際進、銷貨金額之孰高者，且不超過本公司淨值百分之十。 (a) <u>In the case of lending funds to companies or firms which have a business relationship with the Company, the total amount lent to an individual borrower shall not exceed the total amount of the business transactions between the Company and the borrower. The term “total amount of the business transactions” refers the amount of purchases or sales during the recent year or the estimate for the next year, whichever is higher, but shall not exceed 10 percent of the net worth of the Company.</u></p>

修訂前 Before Amendments	修訂後 After Amendments
	<p>(二) <u>就有短期融通資金必要之公司或行號，個別對象之資金貸與金額以不超過本公司淨值百分之十為限。</u></p> <p>(b) <u>In the case of lending funds to the companies or firms in need of short-term financing, the total amount lent to an individual borrower shall not exceed 10 percent of the net worth of the Company.</u></p> <p>三、<u>本公司直接及間接持有表決權股份百分之百之非台灣公司間，從事資金貸與時，其總額以不超過貸出企業淨值百分之四十為限；個別對象限額以不超過貸出企業淨值百分之二十為限。</u></p> <p>3. <u>For non-Taiwan companies engaging in lending funds between each other of which the Company directly and indirectly holds 100 percent of the voting shares, the total amount shall not exceed 40 percent of the net worth of lending company. For individual company, the total amount shall not exceed 20 percent of the lender's net worth.</u></p> <p>四、<u>本公司直接及間接持有表決權股份百分之百之非台灣公司貸與本公司，其總額以不超過本公司淨值之百分之四十為限；個別對象限額以不超過本公司淨值百分之二十為限。</u></p> <p>4. <u>For non-Taiwan companies, of which the Company directly and indirectly holds 100 percent of the voting shares, engaging in lending funds to the Company, such total financing amount shall not exceed 40 percent of the Company's net worth, and individually shall not exceed 20 percent of the Company's net worth.</u></p> <p>五、<u>前述淨值以本公司最近期經會計師查核簽證或核閱之財務報表所載數據為準。</u></p> <p>5. <u>The net worth as used in the preceding paragraph is subject to the data in the latest financial statements audited or reviewed by the certified public accountants.</u></p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第五條 貸與作業程序 Article 5 Procedures for handling loans of funds</p> <p>一、 徵信：</p> <p>Credit Investigation:</p> <p>(一) 本公司辦理資金貸與事項，應由借款人先檢附必要之公司資料及財務資料，向本公司以書面申請融資額度。 Before the Company handles the loan of funds, the borrower shall submit the necessary company information and financial information and apply for the financing amount in writing to the Company first.</p> <p>(二) 本公司受理申請後，應由財務單位就貸與對象之所營事業、財務狀況、償債能力與信用、獲利能力及借款用途予以調查、評估。 After the Company's receipt of the application, the Company shall investigate and evaluate the business, financial status, solvency and credit, profitability and borrowing purposes of the borrower.</p> <p>(三) 財務單位對資金貸與對象應詳細評估審查，評估事項至少應包括： The financial department shall conduct a detailed evaluation review of the borrower, and the assessments shall at least include:</p> <ol style="list-style-type: none"> 1. 資金貸與他人之必要性及合理性。 The necessity and rationality of the loans funds to others. 2. 資金貸與對象徵信及風險評估。 The credit status of the borrower and the risk assessments. 3. 對本公司之營運風險、財務狀況及股東權益之影響。 Impact on the Company's business operations, financial conditions and shareholders' equity. 4. 取得擔保品之必要性及評估擔保品之價值。 Whether or not collateral must be obtained and appraisal of the value thereof. 	<p>第五條 貸與作業程序 Article 5 Procedures for Making Loans</p> <p>一、 徵信：</p> <p>1. Credit Investigation:</p> <p>(一) 本公司辦理資金貸與事項，應由借款人先檢附必要之公司資料及財務資料，向本公司以書面申請融資額度。 (a) Borrowers shall submit the necessary company information and financial information to apply for the loan quota in writing before the Company lends any loan.</p> <p>(二) 本公司受理申請後，應由財務部門就貸與對象之所營事業、財務狀況、償債能力與信用、獲利能力及借款用途予以調查、評估。 (b) After the Company's receipt of the application, the Finance Department shall investigate and evaluate the business, financial status, solvency and credit, profitability and borrowing purposes of the borrower.</p> <p>(三) 財務部門對資金貸與對象應詳細評估審查，評估事項至少應包括： (c) The Finance Department shall conduct a detailed evaluation and review of the borrower, and the assessments shall at least include:</p> <ol style="list-style-type: none"> 1. 資金貸與他人之必要性及合理性。 (i) The necessity and reasonableness of lending funds to others. 2. 資金貸與對象徵信及風險評估。 (ii) Credit status and risk assessment of the entity to which the lending is made. 3. 對本公司之營運風險、財務狀況及股東權益之影響。 (iii) The impact on the Company's operations, financial condition and shareholders' equity. 4. 取得擔保品之必要性並評估擔保品之價值。 (iv) Whether collateral must be obtained and appraisal of the value thereof. <p>(四) <u>本公司辦理資金貸與應建立備查簿，登載資金貸與相關重要事項。</u> (d) <u>The Company shall establish and record the loans of funds and other related important matters on a log book when handling the loans of funds.</u></p>

修訂前 Before Amendments	修訂後 After Amendments
<p>二、 授權範圍：</p> <p>The scope of authority:</p> <p>1. 本公司辦理資金貸與事項，經本公司財務單位徵信後，呈報董事會決議通過後辦理。</p> <p>With regards to the matter of loan funds handled by the Company, such matters shall be under the credit investigation by the Company's financial department and be submitted to the board of directors. Such matters shall proceed after the resolution of the board of directors.</p> <p>2. 本公司與母公司或子公司間，或本公司之子公司間之資金貸與，應提報董事會決議，並得分次撥貸或循環動用。</p> <p>The loan between the Company and its parent company, or between the Company and its subsidiaries, between the subsidiaries of the Company, shall be submitted to the board of directors for resolution, and the loan may be granted by installments or used cyclically.</p>	<p>二、 授權範圍：</p> <p>2. The scope of authority:</p> <p>(一) 本公司辦理資金貸與事項，經本公司財務部門徵信後，呈報董事會決議通過後辦理。</p> <p>(a) The fund lending to be made by the Company, upon the credit investigation by the Company's Finance Department, shall be submitted to and be approved by the board of directors.</p> <p>(二) <u>適用本作業程序之子公司，辦理資金貸與事項，由該子公司董事會決議之。</u></p> <p>(b) <u>The fund lending to be made by a subsidiary to which these Procedures are applicable shall be approved by its board of directors.</u></p> <p>(三) 本公司與母公司或子公司間，或本公司之子公司間之資金貸與，應提報董事會決議，並得分次撥貸或循環動用。</p> <p>(c) The loans between the Company and its parent company or subsidiaries, or between its subsidiaries shall be submitted to the board of directors for resolution, and loans could be released by installments or a revolving credit line could be provided to the counterparty to draw down.</p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第六條 貸與期限及計息方式 Article 6 Duration of loans and calculation of interests</p> <p>一、 每筆資金貸與期限以自放款日起一年為限。 The term of each loan shall not exceed one year from the loan date.</p> <p>二、 本公司直接或間接持有表決權股份達百分之百之國外子公司相互間，因有資金借貸需求時，其融通期限不受一年之限制。 The restrictions of the loan term for one year shall not apply to inter-company loans of funds for the financing requirement between foreign subsidiaries in which the Company holds, directly or indirectly, 100% of the voting shares; provided that it shall not exceed 100% of the net worth of the Company.</p> <p>三、 資金貸與利率應參酌本公司於金融機構之存、借款利率水準訂定之。適用於本作業程序之國外子公司，資金貸與之計息方式得適用當地法令之規定。 The interest rate of the loan shall be determined in accordance with the Company's deposit and interest rate in the financial institution. With regards to the foreign subsidiaries, to which this procedure is applicable, the method of calculating the interest rate of the loan.</p>	<p>第六條 貸與期限及計息方式 Article 6 Period of Loans and Interest Calculations</p> <p>一、 每筆資金貸與期限以自放款日起一年為限。 1. The term of each loan shall not exceed one year from the loan release date.</p> <p>二、 本公司直接及間接持有表決權股份達百分之百之非台灣子公司相互間，因有資金借貸需求時，其融通期限不受一年之限制。 2. The restriction of the loan term limited to one year shall not apply to inter-company loans of funds for the financing requirement between <u>non-Taiwan</u> subsidiaries in which the Company holds, directly <u>and</u> indirectly, 100 percent of the voting shares.</p> <p>三、 資金貸與利率應參酌本公司於金融機構之存、借款利率水準訂定之。適用於本作業程序之非台灣子公司，資金貸與之計息方式得適用當地法令之規定。 3. The loan interest rate shall be determined with the reference to the interest rate of deposit and loan that the Company has in or borrows from financial institutions. For any <u>non-Taiwan</u> subsidiary to which these Procedures are applicable, the method of calculating the loan interest rate shall be in compliance with local regulations.</p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第七條 已貸與金額之後續控管措施、逾期債權處理 Article 7 Subsequent measures for management of the granted loans, and procedures for handling delinquent creditor's rights</p> <p>一、 貸款撥放後，應經常注意借款人及保證人之財務、業務以及相關信用狀況等，如有提供擔保品者，並應注意其擔保價值有無變動情形，遇有重大變化時，應立刻通報董事長，並依指示為適當之處理。</p> <p>After a loan is granted, the financial, business status and credit of the borrower and the guarantor shall be noted from time to time. In the event of any collateral, whether changes of the value of such collateral or not shall be noted. If any material changes occur, it shall be reported to the chairman and handled properly under instructions.</p> <p>二、 借款人於貸款到期時應即還清本息，如到期未能償還而需延期者，需事先提出請求，報經董事會核准後為之。違者本公司得就其所提供之擔保品或保證人，依法逕行處分及追償。</p> <p>The borrower shall settle the amount of the principal and interest upon the expiration of the loan. In the event that the borrower fails to settle it and requests to extend, such requirement shall be submitted by the borrower in advance, and then such requirement shall submitted to the board of directors for approval. In the event of any breach, the Company is entitled to claim and dispose of the provided collateral or guarantor in accordance with the law.</p>	<p>第七條 已貸與金額之後續控管措施、逾期債權處理程序 Article 7 Subsequent Measures for Control and Management of Loans, and Procedures for Handling Delinquent Creditor's Rights</p> <p>一、 貸款撥放後，應經常注意借款人及保證人之財務、業務以及相關信用狀況等，如有提供擔保品者，並應注意其擔保價值有無變動情形。</p> <p>1. Upon the drawing of loans, the Company shall monitor the financial, sales and related credit status of the borrowers and the guarantors. If collateral is provided, the value variation of such collateral shall be carefully monitored.</p> <p>二、 借款人於貸款到期時應即還清本息，如到期未能償還而需延期者，需事先提出請求，報經董事會核准後為之。違者本公司得就其所提供之擔保品或保證人，依法逕行處分及追償。</p> <p>2. The borrower shall repay the principal and interest on the maturity date. In the event that the borrower who is unable to repay and requests to extend, such requirement shall be submitted by the borrower in advance, which shall be submitted to the board of directors for approval. In the event of any breach, the Company is entitled to dispose its collateral or claim against the guarantor as permitted by applicable laws and demand payment.</p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第八條 內部控制</p> <p>Article 8 Internal audit</p> <p>一、 本公司辦理資金貸與事項，應建立備查簿，就資金貸與之對象、金額、董事會通過日期、資金貸放日期及依規定應審慎評估之事項詳予登載備查。</p> <p>As the Company's handling the matter of the loan, a memorandum book shall be established, and the borrower, amount, approval date of the board of directors, the granting date of the fund loan and the matters, that shall be carefully assessed according to the requirements, shall be recorded on it.</p> <p>二、 稽核人員應稽核資金貸與他人作業及其執行情形，並作成書面記錄。</p> <p>The auditor shall audit the operations and executions of the loan funds to others and make a written record.</p> <p>三、 本公司因情事變更，致貸與對象不符本準則規定或餘額超限時，應訂定改善計劃。</p> <p>In the event that the borrower fails to conform with this procedure or the balance exceeds the limitations arising from the changes of circumstances, the Company shall make an improvement plan.</p>	<p>第八條 內部控制</p> <p>Article 8 Internal Control</p> <p>一、 本公司辦理資金貸與事項，應建立備查簿，就資金貸與之對象、金額、董事會通過日期、資金貸放日期及依規定應審慎評估之事項詳予登載備查。</p> <p>1. The Company shall prepare a memorandum book for its fund-lending activities and truthfully record the following information: borrower, amount, date of approval by the board of directors, borrowing/lending date, and matters to be carefully evaluated.</p> <p>二、 稽核人員應稽核資金貸與他人作業及其執行情形，並作成書面記錄。</p> <p>2. The auditors shall audit the Operational Procedures for Lending Funds and the implementation and prepare written records accordingly.</p> <p>三、 本公司因情事變更，致貸與對象不符本準則規定或餘額超限時，應訂定改善計劃。</p> <p>3. If as a result of a change in circumstances, an entity for which a lending is made does not meet the requirements of these Procedures or the loan balance exceeds the limit, the Company shall adopt rectification plans.</p>
<p>第九條 公告申報</p> <p>Article 9 Announcement</p> <p>應定期將本公司及子公司資金貸與餘額之相關資訊交由本集團之最終母公司進行公告申報。</p> <p>The relevant information of the Company's and its subsidiaries' fund loans and balances shall be regularly submitted to the ultimate parent company of the group for announcement.</p>	<p>第九條 公告申報</p> <p>Article 9 Announcement and Report</p> <p>應定期將本公司及子公司資金貸與餘額之相關資訊交由本公司之最終母公司進行公告申報。</p> <p>The relevant information of the Company's and its subsidiaries' balance of loans made to others shall be regularly submitted to the ultimate parent company of the <u>Company</u> for announcement.</p>

修訂前 Before Amendments	修訂後 After Amendments
<p>第十條 會計處理</p> <p>Article 10 Accounting treatment</p> <p>會計單位應評估資金貸與情形並提列適足之備抵壞帳，且於財務報告中適當揭露有關資訊，提供簽證會計師相關資料執行必要查核程序。</p> <p>The accounting department shall evaluate the fund loan situation and provide an adequate allowance for doubtful debts, and properly disclose the relevant information in the financial report, and provide the relevant information for the accountant to perform the necessary auditing procedures.</p>	<p>第十條 會計處理</p> <p>Article 10 Accounting Treatment</p> <p>會計部門應評估資金貸與情形並提列適足之備抵壞帳，且於財務報告中適當揭露有關資訊，提供簽證會計師相關資料執行必要查核程序。</p> <p>The Accounting Department shall evaluate the status of loans and reserve sufficient allowance for bad debts and shall adequately disclose relevant information in the financial reports, and provide certified public accountants with relevant information for implementation of necessary auditing procedures.</p>
<p>無 N/A</p>	<p>第十一條 罰則</p> <p>Article 11 Penalty</p> <p>本公司之經理人及主辦人員違反本作業程序時，依照本公司人事管理辦法與員工手冊提報考核，依其情節輕重處罰。</p> <p><u>Managers and personnel-in-charge of the Company who violate these Procedures shall be penalized based on the severity of violation and in accordance with the Company's personnel management regulations and employee handbook.</u></p>
<p>第十二條 實施與修訂</p> <p>Article 12 Implementation and revision</p> <p>本作業程序經董事會通過，修正時亦同。</p> <p>This procedure shall be executed after the approval of the board of directors, and the revision of this procedure shall be subject to the same.</p>	<p>第十二條 實施與修訂</p> <p>Article 12 Implementation and Revision</p> <p>本作業程序經董事會通過後，<u>提報股東會同意後</u>實施，修正時亦同。</p> <p>These Procedures shall be approved by the board of directors <u>and the shareholders' meeting</u>. Any amendment is subject to the same procedures.</p>

NOTICE OF ANNUAL GENERAL MEETING



FIT Hon Teng Limited
鴻騰六零八八精密科技股份有限公司

(Incorporated in the Cayman Islands with limited liability under the name Foxconn Interconnect Technology Limited and carrying on business in Hong Kong as FIT Hon Teng Limited)

(Stock Code: 6088)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of FIT Hon Teng Limited (the “**Company**”) will be held at 66-1, Chungshan Road, Tucheng District, New Taipei City 23680, Taiwan on Wednesday, June 24, 2020 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended December 31, 2019.
2. (a) To re-elect the following persons as directors of the Company (the “**Directors**”)
 - (i) Mr. LU Sung-Ching as an executive Director;
 - (ii) Mr. LU Pochin Christopher as an executive Director; and
 - (iii) Mr. CHAN Wing Yuen Hubert as an independent non-executive Director.
- (b) To authorise the board of Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of Directors to fix their remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
 - (A) “**That:**
 - (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;

- (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);

 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors of the Company, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares;

 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company; or

 - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:
 - (a) 20% of the number of issued shares of the Company as at the date of passing this resolution; and

 - (b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued shares of the Company as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:-

(a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:-

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and

(3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

(b) “**Rights Issue**” means an offer of shares of the Company or an issue of warrants, options or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares of the Company (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**That:**

(i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:-

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:-

- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
- (C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company as at the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, approve the proposed amendment to the Company's existing "Endorsement and Guarantee Procedures".
6. To consider and, if thought fit, approve the proposed amendment to the Company's existing "Operational Procedures for Lending Funds".

By order of the Board
FIT Hon Teng Limited*
LU Sung-Ching
Chairman of the Board

Hong Kong, April 29, 2020

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Headquarters in Taiwan:

66-1, Chungshan Road
Tucheng District
New Taipei City 23680
Taiwan

Principal place of business in Hong Kong:

31/F, Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

- (i) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) The register of members of the Company will be closed from June 19, 2020 to June 24, 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 June 18, 2020.
- (iii) 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 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.
- (iv) Form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notorially 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 (i.e. before 10:00 a.m. on June 22, 2020) or any adjourned meeting.

NOTICE OF ANNUAL GENERAL MEETING

- (v) In respect of the resolution numbered 2 above, Mr. LU Sung-Ching, Mr. LU Pochin Christopher and Mr. CHAN Wing Yuen Hubert shall retire, and being eligible, offer themselves for re-election as the Directors at the above meeting. Details of the above retiring Directors are set out in Appendix II to the circular dated April 29, 2020.
 - (vi) In respect of the resolution numbered 4(A) above, approval is being sought from the shareholders of the Company for a general mandate to issue shares to be given to the Directors.
 - (vii) In respect of the resolution numbered 4(B) above, approval is being sought from the shareholders of the Company for a general mandate to repurchase shares to be given to the Directors. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the circular dated April 29, 2020.
 - (viii) In respect of the resolution numbered 4(C) above, approval is being sought from the shareholders of the Company for an extension of the general mandate to be granted to the Directors pursuant to resolution 4(A) to allot shares by adding to it the number of shares repurchased by the Company under the authority granted to the Directors pursuant to resolution 4(B).
 - (ix) In respect of the resolutions numbered 5 and 6 above, the proposed amendments to the Company's existing (i) "Endorsement and Guarantee Procedures" and (ii) "Operational Procedures for Lending Funds" are set out in Appendix III to the circular dated April 29, 2020.
 - (x) The ordinary resolutions set out above will be determined by way of poll.
- * *Incorporated in the Cayman Islands with limited liability under the name Foxconn Interconnect Technology Limited and carrying on business in Hong Kong as FIT Hon Teng Limited*