

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in **FIH Mobile Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**FIH<sup>®</sup> 富智康<sup>®</sup>**

**FIH Mobile Limited**

**富智康集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2038)**

**GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO BUY BACK SHARES,  
MANDATE TO ISSUE NEW SHARES UNDER SHARE SCHEME,  
RE-ELECTION OF DIRECTORS,  
PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM  
AND ARTICLES OF ASSOCIATION,  
PROPOSED ADOPTION OF THE NEW AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of the Company to be held at Kowloon Room I, Mezzanine Level, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Hong Kong on Friday, 20 May 2022 at 10:00 a.m. is set out on pages 42 to 46 of this circular.

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

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

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

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

Any person who does not comply with the precautionary measures may not be given access to the AGM venue. It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing Government regulations. The Company strongly recommends the Shareholders to consider appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM according to their respective voting instructions, instead of attending the AGM in person.

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the Company's website (<https://www.fihmobile.com>) and the website of the Stock Exchange (<https://www.hkexnews.hk>) as and when appropriate.

Hong Kong, 14 April 2022

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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

- (i) Compulsory body temperature checks and health declarations will be conducted on every Shareholder, proxy and attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius or any symptoms of COVID-19 may not be given access to the AGM venue or may be required to leave the AGM venue at the absolute discretion of the Company.
- (ii) All attendees are required to bring their own respective surgical face masks and wear their masks inside the AGM venue at all times (the Company will not be providing any mask).
- (iii) To reduce close contacts, no refreshments will be served, and there will be no corporate gifts.
- (iv) Seating at the AGM venue will be arranged so as to allow for appropriate social distancing.
- (v) Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.

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

The Company will limit attendance in person at the AGM venue in accordance with prevailing requirements or guidelines published by the Government and/or regulatory authorities at or about the time of the AGM. The Company will continue to closely monitor the development of the pandemic situation in Hong Kong and the latest announcement published by the Government in respect of the latest social distancing measures and further update on the AGM arrangements.

It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing Government regulations. In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. The Company strongly recommends the Shareholders to consider appointing the chairman of the AGM as their proxy to vote on the relevant resolutions according to their respective voting instructions stated in proxy forms at the AGM, instead of attending the AGM in person.

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

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

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

Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Government and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the Company's website (<https://www.fihmobile.com>) and the website of the Stock Exchange (<https://www.hkexnews.hk>) as and when appropriate.

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

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

## DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Kowloon Room I, Mezzanine Level, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Hong Kong on Friday, 20 May 2022 at 10:00 a.m. or, where the context so admits, any adjournment thereof
“Articles”	the articles of association of the Company in force for the time being
“Board”	the board of Directors
“Buy-back Mandate”	the buy-back mandate proposed to be granted to the Directors to buy back Shares up to 10% of the total number of issued Shares as at the date of passing of the resolution approving this buy-back mandate
“Companies Act”	the Companies Act of the Cayman Islands as amended from time to time
“Company”	FIH Mobile Limited, a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Eligible Persons”	the employees, directors and other members of senior management, and third party service providers (including without limitation the employees of Hon Hai and its subsidiaries other than the Group), of the Group who or which may be eligible to participate in the Share Scheme in accordance with its terms
“Foxconn Far East”	Foxconn (Far East) Limited, a limited liability company incorporated in the Cayman Islands and a controlling shareholder (as defined in the Listing Rules) of the Company
“Government”	the Government of Hong Kong
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hon Hai”	鴻海精密工業股份有限公司 (Hon Hai Precision Industry Co. Ltd. for identification purposes only), a limited liability company incorporated in Taiwan, the shares of which are listed on the Taiwan Stock Exchange Corporation and the ultimate controlling shareholder (as defined in the Listing Rules) of the Company
“Hon Hai Technology Group”	Hon Hai, its subsidiaries and/or associates (as the case may be)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

## DEFINITIONS

“Issue Mandate”	the issue mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution approving this issue mandate
“Latest Practicable Date”	Thursday, 7 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“PRC”	the People’s Republic of China
“Scheme Mandate”	the scheme mandate proposed to be granted to the Board (or its duly authorised committee, officer(s) or delegate(s)) to allot and issue Shares not exceeding 2% of the total number of issued Shares as at the date of passing of the resolution approving this scheme mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) with a nominal value of US\$0.04 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Board on 17 October 2013 and by the Shareholders on 26 November 2013, as amended from time to time in accordance with the terms contained therein. The share option scheme will be valid and effective for a period of 10 years until (inclusive of) 25 November 2023
“Share Scheme”	the share scheme of the Company adopted by the Board on 17 October 2013 and by the Shareholders on 26 November 2013, as amended from time to time in accordance with the terms contained therein. The share scheme will be valid and effective for a period of 10 years until (inclusive of) 25 November 2023
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Taiwan”	the Republic of China
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD

**FIH<sup>®</sup> 富智康<sup>®</sup>**

**FIH Mobile Limited**

**富智康集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2038)**

*Executive Directors:*

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

KUO Wen-Yi

MENG Hsiao-Yi (*Chief Operating Officer*)

*Independent Non-executive Directors:*

LAU Siu Ki

Daniel Joseph MEHAN

TAO Yun Chih

*Registered Office:*

P. O. Box 31119 Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

*Head Office:*

No. 4, Minsheng Street

Tucheng District

New Taipei City 236

Taiwan

*Principal Place of Business in Hong Kong:*

8th Floor, Peninsula Tower

538 Castle Peak Road

Cheung Sha Wan

Kowloon

Hong Kong

14 April 2022

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO BUY BACK SHARES,  
MANDATE TO ISSUE NEW SHARES UNDER SHARE SCHEME,  
RE-ELECTION OF DIRECTORS,  
PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM  
AND ARTICLES OF ASSOCIATION,  
PROPOSED ADOPTION OF THE NEW AMENDED AND  
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**RESPONSIBILITY STATEMENT**

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

## LETTER FROM THE BOARD

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

### INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding, among other things, the Issue Mandate, the Buy-back Mandate, the Scheme Mandate, the re-election of the relevant Directors, the proposed amendments to the existing Memorandum and Articles of Association of the Company as set out in Appendix III to this circular and the proposed adoption of the new amended and restated Memorandum and Articles of Association of the Company.

By resolutions approved by the Shareholders entitled to vote at the annual general meeting of the Company, which were passed on 28 May 2021, general mandates were given to the Directors to allot, issue and deal with the Shares and to exercise the powers of the Company to buy back its own Shares in accordance with the relevant rules set out in the Listing Rules and the Takeovers Code. These general mandates will lapse at the conclusion of the forthcoming Annual General Meeting unless renewed at that meeting. Ordinary resolutions will therefore be proposed at the Annual General Meeting to renew the general mandates to allot, issue and deal with Shares and to buy back Shares.

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

### ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve and grant the Issue Mandate. The Shares which may be allotted and issued pursuant to the Issue Mandate are up to 20% of the total number of issued Shares on the date of passing of the resolution approving the Issue Mandate. In addition, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the Issue Mandate the number of Shares bought back under the Buy-back Mandate, if granted. As at the Latest Practicable Date, the total issued share capital of the Company comprised 7,993,000,000 Shares of US\$0.04 each. Subject to passing of the ordinary resolutions approving both the Issue Mandate and the Buy-back Mandate and on the basis that no further Shares will be issued, purchased or bought back prior to the Annual General Meeting, exercise in full of the Issue Mandate (as so extended by adding thereto the aggregate number of Shares bought back under the Buy-back Mandate when exercised in full) will result in up to 30% of the total number of issued Shares as at the Latest Practicable Date or 2,397,900,000 Shares being allotted and issued.

## **LETTER FROM THE BOARD**

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in resolution numbers (6) and (7) in the notice of the Annual General Meeting set out on pages 43 and 44 of this circular. The Issue Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (c) the revocation or variation of the authority given to the Board under the ordinary resolution approving the Issue Mandate by passing of an ordinary resolution of the Shareholders in general meeting.

### **BUY-BACK MANDATE**

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

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

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

### **SCHEME MANDATE**

The Share Scheme was adopted by the Board on 17 October 2013 and by the Shareholders on 26 November 2013, and shall be valid and effective for a period of 10 years from 26 November 2013 until 25 November 2023, unless otherwise terminated in accordance with its terms. The Share Scheme is not subject to the provisions of Chapter 17 of the Listing Rules and provides (among other things) that: (a) for grants to the beneficiaries who are not connected persons (as defined in the Listing Rules) of the Company (the “Non-connected Beneficiaries”), the trustee for the Share Scheme (who is a professional institution, the “Trustee”) shall subscribe, on behalf of the Non-connected Beneficiaries, for new Shares at nominal value from the Company (the “Subscription”); and (b) for grants to the beneficiaries who are connected persons of the Company, the Trustee shall purchase, on behalf of the beneficiaries, Shares from the market, so that the grants under (a) or (b) above will not constitute connected transactions (as defined in the Listing Rules) of the Company. In accordance with the Share Scheme, the maximum number of Shares which may be subscribed for by the Trustee on behalf of the Non-connected Beneficiaries, during the period between one annual general meeting and the subsequent annual general meeting, must not exceed 2% of the total number of issued Shares as at the date of the earlier annual general meeting. Subject to the aforesaid, the Share Scheme does not provide for any limit on the maximum number of Shares that may be granted over the life of the Share Scheme. At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, to approve the Scheme Mandate.

## LETTER FROM THE BOARD

The Trustee, namely Core Pacific – Yamaichi International (H.K.) Nominees Limited, is a direct wholly-owned subsidiary of Core Pacific – Yamaichi International (H.K.) Limited which in turn is a licensed corporation under the SFO to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities (Core Pacific – Yamaichi International (H.K.) Nominees Limited and Core Pacific – Yamaichi International (H.K.) Limited are collectively referred to as the “CPY Entities”). The Trustee has been appointed by the Company as such to operate and administer the Share Scheme (including the holding of unvested Shares on behalf of both the Non-connected Beneficiaries and the beneficiaries who are the Company’s connected persons, and the exercise of the voting rights in respect of the unvested Shares held by the Trustee pursuant to the voting instructions given by the relevant beneficiaries) in accordance with the Share Scheme. Having made such enquiry with respect to the Trustee as is reasonable in the circumstances, the Company is not aware that the Trustee has any relationship with the Company (other than the services provided from time to time by the CPY Entities to the Company in connection with the operation and administration of the Share Scheme and the Share Option Scheme respectively and share buy-backs pursuant to the relevant buy-back mandates approved by the Shareholders as well as other services provided from time to time by the CPY Entities to the Group in the ordinary and usual course of business) nor its connected persons and their respective associates as defined in the Listing Rules (other than the services provided from time to time by the CPY Entities to any such connected persons and associates in connection with the Shares held by the Trustee on their behalf as well as other services provided from time to time by the CPY Entities to any one or more of them in the ordinary and usual course of business). As the Share Scheme is an employees’ share scheme established for a wide scope of participants and the aggregate interests held by the Company’s connected persons in the Share Scheme as at the Latest Practicable Date are less than 30%, the Trustee is not a connected person of the Company for the purposes of Rule 14A.12 of the Listing Rules. As at the Latest Practicable Date, the Trustee held a total of 75,715,136 Shares under the Share Scheme, representing around 0.95% of the total number of issued Shares. With reference to the relevant publications of the Stock Exchange and after consulting with the Company’s legal counsel, the Board takes the view that the Trustee is a close associate (as defined in the Listing Rules) of the executive Directors who have participated in the Share Scheme and hence a core connected person of the Company for the purposes of Rule 8.24 of the Listing Rules, and it follows that the Shares held by the Trustee under the Share Scheme would not be regarded as being held by the public for the purposes of the Listing Rules.

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

The Board (or its duly authorised committee, officer(s) or delegate(s)) may determine as to which of the Eligible Persons (on the basis of the recommendations from the Company’s remuneration committee as delegated and authorised by the Board, including any director or any other member of senior management of the Group) should be entitled to receive grants of Shares under the Share Scheme, together with the number of Shares to which each proposed beneficiary should be entitled, provided that if any proposed grant of Shares to any connected person of the Company would result in the total number of Shares granted and to be granted to such connected person during the 12-month period immediately preceding the date of such

## LETTER FROM THE BOARD

proposed grant exceeding 1% of the total number of issued Shares as at the date of such proposed grant, then such proposed grant must be approved by the Shareholders in general meeting, at which such connected person and his associates shall abstain from voting. During the period from 28 May 2021 (being the date of the last annual general meeting of the Company) to the Latest Practicable Date, 7,328,361 Shares were granted under the Share Scheme, and the Board does not have any plan to make any further grant of Shares under the Share Scheme up to the date of the AGM. In addition, as at the Latest Practicable Date, there were no Shares which have been granted but remained unvested, subject to the corresponding lock-up periods under the Share Scheme.

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

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

As at the Latest Practicable Date, the total issued share capital of the Company comprised 7,993,000,000 Shares of US\$0.04 each. Subject to passing of the ordinary resolution approving the Scheme Mandate and on the basis that no further Shares will be issued or bought back prior to the Annual General Meeting and that no Shares will be purchased from the market pursuant to the Share Scheme, exercise in full of the Scheme Mandate will result in up to 2% of the total number of issued Shares as at the Latest Practicable Date or 159,860,000 Shares being allotted and issued and the interest of each existing Shareholder will be reduced by approximately 1.96% based on the enlarged total number of issued Shares of 8,152,860,000 Shares (assuming the number of Shares held by the existing Shareholders remains unchanged). On the basis of the closing price of HK\$1.03 per Share as at the Latest Practicable Date and the Scheme Mandate being exercised in full, the aggregate market value of the 159,860,000 Shares to be allotted and issued pursuant thereto would be approximately HK\$164,655,800. The Company expects that the costs attributable to the grant of any Shares under the Share Scheme will be accounted for by reference to the market value of such Shares at the time of grant. The Company will give due consideration to any financial impact arising from the grant of Shares under the Share Scheme before exercising the Scheme Mandate. Since the date of the last annual general meeting held on 28 May 2021 to the Latest Practicable Date, no Shares were allotted and issued to the Eligible Persons through the Subscription under the Share Scheme.

## LETTER FROM THE BOARD

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

### RE-ELECTION OF DIRECTORS

Pursuant to article 112 of the Articles, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding one-third) shall retire from office by rotation at each annual general meeting of the Company provided that every Director shall be subject to retirement by rotation at least once every three years. In accordance with article 112 of the Articles, Mr. CHIH Yu Yang (“Mr. Chih”) and Dr. KUO Wen-Yi (“Dr. Kuo”) will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election at such meeting.

In this respect, the Company’s nomination committee has performed work in respect of the proposed re-election of Mr. Chih and Dr. Kuo respectively as executive Directors at the Annual General Meeting and then recommended their proposed re-election to the Board for the latter’s consideration. Such work is summarised as follows:

- When considering the proposed re-election of Mr. Chih as the Company’s chief executive officer and an executive Director, the nomination committee had taken into account (among other things) Mr. Chih’s professional background, qualifications, skills, knowledge, ability and experience (particularly more than 42 years of extensive experience in the communication industries); the extensive and in-depth knowledge, experience and network of Mr. Chih in both the Company and the industry as accumulated by Mr. Chih as an executive Director for more than 12 years; his time commitment and attention and contributions to the Company; his diversity of perspectives appropriate to the requirements of the Company’s business; aspects such as personal ethics, integrity and reputation of Mr. Chih which would be important to the overall business culture that the Company would need to maintain in the development and operation of its business; as well as other factors set out at the beginning of the Company’s 2021 corporate governance report (forming part of the Company’s 2021 annual report) as issued and published simultaneously upon the issuance and publication of this circular.
- When considering the proposed re-election of Dr. Kuo as an executive Director, the nomination committee had taken into account (among other things) Dr. Kuo’s professional background, qualifications, skills, knowledge, ability and experience (particularly more than 27 years of extensive experience in wireless communication product research and development, international business development, start-up business and corporate management), together with those of Dr. Kuo in both the Company and the industry as accumulated by Dr. Kuo as an executive Director; his time commitment and attention and contributions to the Company; his diversity of perspectives appropriate to the requirements of the Company’s business; as well as aspects such as personal ethics, integrity and reputation of Dr. Kuo which would be important to the overall business culture that the Company would need to maintain in the development and operation of its business.

## LETTER FROM THE BOARD

For details of the policies and procedures adopted by the nomination committee in connection with their proposed re-election, please refer to pages 214 and 215 of the Company's 2021 corporate governance report (forming part of the Company's 2021 annual report) as issued and published simultaneously upon the issuance and publication of this circular.

Moreover, after a comprehensive review of all the skill sets, experience and qualifications of Mr. Chih and Dr. Kuo respectively, the Board has believed that Mr. Chih and Dr. Kuo possess the required character, competence, integrity, experience and diversity of perspectives to continue fulfilling their role as the executive Directors, and their continued tenure will continue to bring valuable insights, advices, expertise and diversity of perspectives to the Board.

In view of the foregoing, the Board has recommended each of Mr. Chih and Dr. Kuo to be re-elected as executive Directors at the Annual General Meeting.

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

### **PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND PROPOSED ADOPTION OF THE NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated 15 March 2022 in relation to the captioned matter. Terms defined in the said announcement shall have the same meanings when used in this circular. As set out in the said announcement, the Board proposes to seek approval from the Shareholders by way of a special resolution at the AGM for (a) the Proposed Amendments in order to, among other things, (i) bring the Existing Memorandum and Articles in line with the recent amendments to the Listing Rules and the relevant requirements of the applicable laws of the Cayman Islands; (ii) allow the Company's securities seal to be imprinted on rather than physically affixed to the relevant documents; and (iii) make some housekeeping amendments; and (b) the adoption of the New Memorandum and Articles.

The major changes brought about by the Proposed Amendments are set out below:

#### **Subject**

#### **Context/Matter**

#### **Article**

#### **Proposed Changes**

Interpretation

2

Certain definitions (including "close associate" in place of "Associate" and "the Companies Act/the Act" in place of "the Companies Law/the Law") are revised to align with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules, and to make consequential amendments to the corresponding provisions of the Existing Memorandum and Articles.

In addition, the article regarding "Interpretation" and definitions of "these Articles", "the Chairman", "the Companies Ordinance", "the Company", "the Company's Website", "electronic", "Exchange", "recognized clearing house" and "subsidiary and holding company" are updated/fine-tuned as a matter of interpretation.

## LETTER FROM THE BOARD

<b>Subject Context/Matter</b>	<b>Article</b>	<b>Proposed Changes</b>
Issue of shares	4	The Board may accept the surrender for no consideration of any fully paid share.
Share redemption	9(b) (deleted)	The original article 9(b), which provides that where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all shareholders alike, is removed.
Form of share transfer	37(b)	<p>Titles to shares of the Company listed on the Stock Exchange may be evidenced and transferred in accordance with the laws applicable to, and the Listing Rules that are or shall be applicable to, such listed shares.</p> <p>The register of members of the Company in respect of its listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to, and the Listing Rules that are or shall be applicable to, such listed shares.</p>
When annual general meeting to be held	66	<p>The Company shall in each financial year (other than the financial year of the Company's adoption of the New Memorandum and Articles) hold an annual general meeting and such annual general meeting must be held within 6 months (or such longer period, if any, as permitted by the Listing Rules) after the end of the Company's financial year.</p> <p>A meeting of Members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting by such means shall constitute, and be deemed to constitute, presence at such meeting.</p>

## LETTER FROM THE BOARD

<b>Subject Context/Matter</b>	<b>Article</b>	<b>Proposed Changes</b>
Convening of an extraordinary general meeting	68	<p>General meetings shall be convened for transaction of any business or resolution specified on the written requisition of any one or more Members deposited at the principal office of the Company in Hong Kong specifying the objects of the meeting and signed by the requisitioner(s), provided that such requisitioner(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company; and such requisitioner(s) shall also be able to add resolutions to the meeting agenda of the general meetings convened upon his/their written requisition, provided that such additional resolutions shall be deposited at the principal place of business of the Company in Hong Kong not less than 15 business days before the extraordinary general meeting.</p> <p>General meetings may also be convened for transaction of any business or resolution specified on the written requisition of any one Member which is a recognized clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company; and such requisitioner shall also be able to add resolutions to the meeting agenda of the general meetings convened upon its written requisition, provided that such additional resolutions shall be deposited at the principal place of business of the Company in Hong Kong not less than 15 business days before the extraordinary general meeting.</p>
Notice of general meetings	69(a)	<p>An annual general meeting shall be called by a notice in writing of not less than 21 clear days or such longer minimum notice period (if any) as required by the Listing Rules and any other general meeting (including an extraordinary general meeting) shall be called by a notice in writing of not less than 14 clear days or such longer minimum notice period (if any) as required by the Listing Rules.</p>
Quorum for a general meeting	72	<p>For quorum purposes only, two persons appointed by the recognized clearing house as authorised representatives or proxies shall form a quorum of a general meeting.</p>

## LETTER FROM THE BOARD

<b>Subject Context/Matter</b>	<b>Article</b>	<b>Proposed Changes</b>
Members' right to speak and vote	81(b)	All Members have the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration (including the circumstance where a Member has a material interest in the transaction or arrangement being voted upon).
A recognized clearing house acting by representatives at meetings	92(b)	A recognized clearing house (or its nominee(s)) that is a Member may authorize such person or persons as it thinks fit to act as its representative(s) at any meeting of the Company or at any general meeting of any class of Members; and in the capacity as a Member, a person so authorised shall be entitled to exercise the same rights and powers on behalf of the recognized clearing house (or its nominee(s)) which he represents, including the right to speak and vote individually on a show of hands.
Board may fill vacancies/appoint additional Directors	95	Any Director appointed by the Board either to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.
Director may not vote where he has a material interest	103(c)	Subject to certain exceptions, a Director shall not be entitled to vote on (nor be counted in the quorum in relation to) any Board resolution in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close associate(s) has any material interest.
Loans from the Company to a Director	108(c)	The Company is prevented from directly or indirectly making any loan to a Director or a body corporate controlled by such a Director (as defined in Section 492 of the Companies Ordinance), or giving any guarantee or providing any security in connection with such loan, if and to the extent that it would be prohibited by the Companies Ordinance as if the Company were a company incorporated in Hong Kong.
Notice to be given when person proposed for election	116	No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than 15 business days prior to the date of such meeting, there has been given to the company secretary of the Company notice in writing by a Member (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

## LETTER FROM THE BOARD

<b>Subject Context/Matter</b>	<b>Article</b>	<b>Proposed Changes</b>
Power to remove a Director	118(a)	The Members in general meeting may by ordinary resolution at any time remove any Director (including a managing Director or other executive Director) before the expiration of his term of office.
Company's seal	2	The definition of "seal" is revised to add a printed securities seal as a replica of the securities seal.
	132	<p>The Board may either generally or in any particular case resolve that the securities seal or a printed securities seal being a replica of such securities seal (which shall be deemed to be such securities seal in all aspects and for all purposes) or any signatures or any of them may be affixed to or imprinted on certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person.</p> <p>Every instrument to or on which the seal is affixed or imprinted as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to or imprinted on that instrument with the authority of the Directors previously given.</p>
Appointment, remuneration and removal of auditors	161(a)	<p>The Company shall at any general meeting by ordinary resolution appoint an Auditor or Auditors who shall hold office until the next annual general meeting.</p> <p>The remuneration of the Auditors shall be fixed by the Company by ordinary resolution at the general meeting at which they are appointed provided that in respect of any particular year or any part thereof (as the case may be) the Company in general meeting may delegate the fixing of such remuneration to the Board.</p>

## LETTER FROM THE BOARD

<b>Subject Context/Matter</b>	<b>Article</b>	<b>Proposed Changes</b>
	161(b)	Subject to Article 161A, an Auditor or Auditors appointed by the Board to fill any casual vacancy in the office of Auditor or Auditors shall hold office until the next following annual general meeting and shall then be subject to appointment by the Members under Article 161(a) at such remuneration to be determined by the Members (or the Board as delegated by the Members) under Article 161(a).
	161A	The Members may, at any general meeting by ordinary resolution, remove the Auditors at any time before the expiration of their term of office and shall by ordinary resolution at that meeting appoint another Auditor or Auditors in their stead for the remainder of their term.
Power to wind-up the Company	171A	(1) Subject to (2) below, the Board shall have the power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.  (2) A resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.
Financial year	176	Unless otherwise determined by the Board, the financial year end of the Company shall be the 31st day of December in each year.

Housekeeping amendments to the Existing Memorandum and Articles are also proposed, including making consequential amendments in connection with the above amendments to the Existing Memorandum and Articles and for clarity and consistency with the other provisions of the Existing Memorandum and Articles where it is considered desirable and to better align the wording with the corresponding wording of the Listing Rules and the applicable laws of the Cayman Islands.

The Company has been advised by its legal advisers that the Proposed Amendments are in compliance with the requirements of the Listing Rules and do not violate the laws of the Cayman Islands respectively. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

## LETTER FROM THE BOARD

Details of the Proposed Amendments (including mark-ups against the Existing Memorandum and Articles) are set out in Appendix III to this circular. The New Memorandum and Articles will take effect on the date on which the New Memorandum and Articles are approved and adopted at the AGM, with immediate effect from the close of the AGM.

### ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 42 to 46 of this circular. At the Annual General Meeting, ordinary and special resolutions will be proposed to approve, among other things, the granting of the Issue Mandate, the Buy-back Mandate and the Scheme Mandate, the re-election of the relevant Directors, the proposed amendments to the existing Memorandum and Articles of Association of the Company and the proposed adoption of the new amended and restated Memorandum and Articles of Association of the Company.

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

### RECOMMENDATIONS

The Board considers that: (a) the granting of the Issue Mandate; (b) the granting of the Buy-back Mandate; (c) the granting of the Scheme Mandate; (d) the re-election of the relevant Directors; (e) the amendments to the existing Memorandum and Articles of Association of the Company; and (f) the adoption of the new amended and restated Memorandum and Articles of Association of the Company, respectively, to be proposed at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

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

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

### **LISTING RULES**

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

### **SHAREHOLDERS' APPROVAL**

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

### **SHARE CAPITAL**

As at the Latest Practicable Date, the total issued share capital of the Company comprised 7,993,000,000 Shares of US\$0.04 each. Subject to passing of the ordinary resolution approving the Buy-back Mandate and on the basis that no further Shares will be issued, purchased or bought back prior to the Annual General Meeting, exercise in full of the Buy-back Mandate can result in up to 799,300,000 Shares being bought back by the Company during the period from 20 May 2022, being the date of the Annual General Meeting, up to the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (iii) the revocation or variation of the authority given to the Board under the ordinary resolution approving the Buy-back Mandate by passing of an ordinary resolution of the Shareholders in general meeting.

### **REASONS FOR BUY-BACK**

The Board believes that the value of the Shares traded on-market was undervalued. Accordingly, the Board is of the view that Share buy-backs are in the interests of the Company and its Shareholders as a whole.

### **FUNDING OF BUY-BACK**

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

Any buy-back by the Company may be made out of the profits of the Company or out of a fresh issue of Shares made for the purpose of the buy-back or, if authorised by the Articles and subject to the Companies Act, out of capital and, in the case of any premium payable on the buy-back, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Act, out of capital.

The Directors consider that the exercise in full of the Buy-back Mandate to buy back Shares might have a material adverse impact on the working capital or the gearing position of the Company as compared with its financial position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021. However, no buy-back will be made in circumstances that may have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider that such buy-backs are in the best interests of the Company notwithstanding such material adverse impact.

## SHARE PRICES

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

Month	Share Prices (per Share)	
	Highest HK\$	Lowest HK\$
2021		
April	1.19	1.08
May	1.20	0.98
June	1.31	1.18
July	1.28	0.96
August	1.22	1.02
September	1.22	1.11
October	1.30	1.15
November	1.26	1.12
December	1.38	1.12
2022		
January	1.48	1.17
February	1.25	1.14
March	1.17	0.87
April (up to the Latest Practicable Date)	1.09	1.02

## THE TAKEOVERS CODE

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

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the Latest Practicable Date, Hon Hai (through Foxconn Far East) was interested in a total of 5,081,034,525 Shares, representing approximately 63.57% of the total number of issued Shares as at such date. In the event that the Directors exercise the Buy-back Mandate in full, and assuming that there is no alteration to the existing shareholding of Hon Hai and Foxconn Far East, the indirect shareholding of Hon Hai in the Company will increase to approximately 70.63%. Taking into account that each of Hon Hai and Foxconn Far East is already holding more than 50% of the issued Shares as at the Latest Practicable Date, it is not expected that any buy-back of Shares pursuant to the Buy-back Mandate would give rise to a mandatory offer obligation on the part of Hon Hai and/or Foxconn Far East under Rule 26 of the Takeovers Code. Save as aforesaid and based on information that is publicly available to the Company and within the knowledge of the Directors as at the Latest Practicable Date, the Directors are not aware of any other consequence that would arise under Rule 26 of the Takeovers Code as a result of exercising the power to buy back Shares under the Buy-back Mandate. The Directors do not have any present intention to exercise the Buy-back Mandate to such extent as will trigger the application of Rule 26 of the Takeovers Code.

Also, based on information that is publicly available to the Company and within the knowledge of the Directors as at the Latest Practicable Date: (i) approximately 35.10% of the total number of issued Shares (exclusive of approximately 63.57% of the total number of issued Shares held by Hon Hai through Foxconn Far East as mentioned above, a total of approximately 0.38% of the total number of issued Shares in which the relevant Directors namely Mr. CHIH Yu Yang, Dr. KUO Wen-Yi and Mr. MENG Hsiao-Yi were interested, as well as approximately 0.95% of the total number of issued Shares held by the Trustee) are in the hands of the public for the purposes of the Listing Rules; and (ii) in the event that the Directors exercise the Buy-back Mandate in full, and assuming that there is no alteration to the existing shareholding of Hon Hai, Foxconn Far East, such Directors and the Trustee and that no other Shareholders will cease to be regarded as part of the public for the purposes of the Listing Rules, the percentage of issued Shares held by the public for the purposes of the Listing Rules will decrease to approximately 27.81%, which is over the prescribed minimum percentage of shareholding required to be held by the public under the Listing Rules.

#### **DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

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

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

#### **UNDERTAKING OF THE DIRECTORS**

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

**BUY-BACKS MADE BY THE COMPANY**

In the eleven months immediately preceding the Latest Practicable Date, the Company bought back in multiple batches a total of 107,118,000 Shares on the Stock Exchange in cash for an aggregate consideration (before expenses) of HK\$132,711,910.00, details of which are as follows:

Date of buy-back	No. of Shares bought back	Price per Share		Aggregate consideration paid (before expenses) HK\$
		Highest HK\$	Lowest HK\$	
7 June 2021	2,400,000	1.23	1.23	2,952,000.00
8 June 2021	2,400,000	1.23	1.22	2,942,000.00
9 June 2021	2,400,000	1.24	1.23	2,972,000.00
10 June 2021	2,400,000	1.25	1.25	3,000,000.00
11 June 2021	2,400,000	1.25	1.24	2,989,990.00
15 June 2021	2,466,000	1.24	1.23	3,047,180.00
16 June 2021	3,000,000	1.23	1.22	3,675,000.00
17 June 2021	2,400,000	1.24	1.23	2,966,000.00
18 June 2021	2,500,000	1.23	1.22	3,065,000.00
21 June 2021	2,400,000	1.24	1.22	2,966,270.00
22 June 2021	3,100,000	1.23	1.23	3,813,000.00
23 June 2021	2,400,000	1.27	1.26	3,038,000.00
24 June 2021	3,000,000	1.27	1.26	3,798,000.00
25 June 2021	2,600,000	1.28	1.27	3,318,000.00
28 June 2021	700,000	1.28	1.28	896,000.00
29 June 2021	3,452,000	1.30	1.28	4,453,080.00
30 June 2021	4,800,000	1.28	1.27	6,139,280.00
2 July 2021	3,125,000	1.27	1.26	3,962,500.00
5 July 2021	3,700,000	1.27	1.26	4,692,000.00
6 July 2021	4,300,000	1.27	1.26	5,447,500.00
7 July 2021	4,500,000	1.26	1.26	5,670,000.00
8 July 2021	8,500,000	1.26	1.19	10,530,000.00
9 July 2021	5,875,000	1.23	1.16	7,120,860.00
22 December 2021	1,913,000	1.24	1.24	2,372,120.00
23 December 2021	1,354,000	1.27	1.26	1,719,390.00
30 December 2021	2,000,000	1.35	1.34	2,695,000.00
31 December 2021	1,733,000	1.36	1.35	2,340,160.00
5 January 2022	4,034,000	1.39	1.38	5,591,920.00
6 January 2022	1,755,000	1.40	1.37	2,415,570.00
7 January 2022	4,211,000	1.41	1.39	5,892,750.00
23 March 2022	1,600,000	1.05	1.04	1,672,000.00
25 March 2022	375,000	1.06	1.06	397,500.00
28 March 2022	1,161,000	1.07	1.05	1,230,410.00
29 March 2022	1,013,000	1.08	1.07	1,088,170.00
30 March 2022	1,451,000	1.08	1.07	1,557,580.00
31 March 2022	1,500,000	1.08	1.06	1,613,420.00
1 April 2022	1,226,000	1.07	1.06	1,309,560.00
4 April 2022	2,000,000	1.09	1.08	2,165,000.00
6 April 2022	2,000,000	1.06	1.05	2,115,000.00
7 April 2022	2,974,000	1.05	1.03	3,082,700.00
	<u>107,118,000</u>			<u>132,711,910.00</u>

For more details about the above buy-backs, please refer to pages 113 and 114 of the Company's 2021 annual report as issued and published simultaneously upon the issuance and publication of this circular.

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

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

1. **CHIH Yu Yang** (Mr.), Chinese (Taiwan) and aged 63, was appointed as the Acting Chairman of the Company effective 1 January 2017. He joined the Company as an executive director in August 2009. He is also the chief executive officer and the chairman of the corporate governance committee respectively of the Company. Mr. Chih has been appointed as an executive director and chief executive officer of Mobile Drive Netherlands B.V. (a joint venture incorporated in the Netherlands indirectly 50%-owned by the Company) and the chairman and non-executive director of Bharat FIH Limited (formerly known as Rising Stars Mobile India Private Limited and then Bharat FIH Private Limited (“BFIH”), a subsidiary of the Company incorporated in India) with effect from 7 June 2021 and 12 November 2021 respectively. He is a director of Transluck Holding Limited (formerly known as Transworld Holdings Limited) and the chairman of Chiun Mai Communication Systems, Inc. (“CMCS”), and a director of FIH Co., Ltd. and Evenwell Digitech Inc., all being subsidiaries of the Company. Mr. Chih is also a director of iCare Diagnostics International Co. Ltd. which is a start-up company engaged in digital health care and invests in diagnostics facilities. He was a director of Execustar International Limited (a subsidiary of the Company) during the period from 16 November 2009 to 1 September 2021. Mr. Chih joined the Group in 2005 when the Group acquired CMCS. Prior to that, Mr. Chih was the founder of CMCS since its establishment in 2001. Moreover, he is a director of a subsidiary and an associate of Hon Hai. He has more than 42 years of extensive experience in the communication industries. From 1997 to 2000, Mr. Chih was the vice president and general manager of Communication B.U. in Acer Communications and Multimedia, Inc. (now known as BenQ) where he was responsible for BenQ’s cellular phone business. Prior to that, he held various engineering and managerial positions in companies including ITT Corporation, GTE Corporation and Rockwell Semiconductor Systems. Mr. Chih obtained a Bachelor of Science degree in Electrical Engineering from National Tsing Hua University in Taiwan in 1980.

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

As at the Latest Practicable Date, Mr. Chih was interested in 26,885,876 Shares in the Company, 8,075 shares in Hon Hai (an associated corporation of the Company within the meaning of Part XV of the SFO), 1,000 shares in CMCS (an associated corporation of the Company within the meaning of Part XV of the SFO) and 1 share in BFIH (an associated corporation of the Company within the meaning of Part XV of the SFO) as nominee shareholder on behalf of Wonderful Stars Pte. Ltd. (an indirectly wholly-owned subsidiary of the Company) without any beneficial interest. Mr. Chih also had a derivative interest in respect of a total of 12,500,000 ordinary shares of BFIH within the meaning of Part XV of the SFO, which represents Mr. Chih’s entitlement to subscribe for 12,500,000 ordinary shares of BFIH during

different exercise periods. Saved as disclosed above, as at the Latest Practicable Date, Mr. Chih did not have any interest in the shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

A letter of appointment was entered into between Mr. Chih and the Company, setting out the terms and conditions governing his appointment and ancillary matters, as amended and supplemented from time to time. Pursuant to the re-election duly approved by the Shareholders on 17 May 2019, the current appointment term of Mr. Chih has commenced from 17 May 2019, ending upon the conclusion of the relevant annual general meeting of the Company at which (among other things) his next re-election is considered in accordance with the Articles.

Mr. Chih is entitled to annual emoluments consisting of basic salary of New Taiwan Dollars 4,609,600 and a discretionary bonus to be determined by the Board from time to time with reference to the Company's performance, his duties and responsibilities with the Company, his contribution to the Company and the prevailing market practice. For the financial year ended 31 December 2021, the total amount of Mr. Chih's emoluments in his capacities as the Company's chief executive officer and an executive Director was approximately US\$1,108,450.

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

- 2. Dr. KUO Wen-Yi (Mr.)**, Chinese American and aged 56, was appointed as an executive director of the Company on 29 June 2018. He is also a member of the corporate governance committee of the Company. Dr. Kuo joined the Group in December 2014 and is currently the vice president of the Group. He is also a director of ICI Cayman Limited and a supervisor of 深圳市富宏訊科技有限公司 (Shenzhen Fu Hong Xun Technology Co., Ltd. for identification purposes only) and a supervisor of 益富可視精密工業(深圳)有限公司 (InFocus Precision Industry (Shenzhen) Co., Ltd. for identification purposes only) respectively, all being subsidiaries of the Company. Dr. Kuo has more than 27 years of extensive experiences in wireless communication product research and development, international business development, start-up business and corporate management. Before joining the Group in December 2014, Dr. Kuo was the founder and the chief executive officer of BandRich Inc. ("BandRich") from March 2006 to December 2014. The core businesses of BandRich were product development and sales of 3.5G (also known as High Speed Downlink Packet Access (HSDPA)) and 4G LTE (the Fourth Generation of Mobile Phone Mobile Communication Technology Standards Long-Term Evolution) wireless routers and communication modules for home, vehicle and outdoor applications. BandRich partnered with the world's dominant wireless infrastructure suppliers Ericsson and Alcatel-Lucent and sold products to worldwide operators. From April 2003 to February 2006, Dr. Kuo was the senior director (department head) of Compal Electronics Inc. (a listed company in Taiwan) and was in charge of the business in 3G (the Third Generation of wireless Mobile Telecommunications Technology) mobile phone. From May 2000 to July 2002, Dr. Kuo was the co-founder and the chief technology officer of Wiscom Technologies ("Wiscom") in New Jersey, U.S. Wiscom was focusing on development of 3G mobile phone baseband chip. Wiscom's intellectual property rights were later acquired by Intel Corporation. From April 1999 to May 2000, Dr. Kuo was the principal technical staff member of AT&T Labs, engaged in 3G WCDMA (Wideband

Code Division Multiple Access) system researches. From January 1995 to April 1999, Dr. Kuo worked in Bell Laboratories of Lucent Technologies on CDMA (Code Division Multiple Access) and WCDMA research and development on network infrastructures. Dr. Kuo is the inventor of 38 U.S. wireless communications patents. He received the IEEE (Institute of Electrical and Electronics Engineers) Leonard G. Abraham Prize in 2001. He was an adjunct professor at New Jersey Institute of Technology in 1998. Dr. Kuo received a Bachelor Degree of Science in Communications Engineering from National Chiao Tung University, Taiwan in 1987, a Master Degree of Science in Electrical Engineering from National Taiwan University in 1989, and a Doctoral Degree of Philosophy in Electrical Engineering from Purdue University, U.S. in 1994.

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

As at the Latest Practicable Date, Dr. Kuo was interested in 700,000 Shares (entirely held by his spouse) in the Company and 1,861 shares (13 shares of which were held by his spouse) in Hon Hai (an associated corporation of the Company within the meaning of Part XV of the SFO). Dr. Kuo also had a derivative interest in respect of 500,000 ordinary shares in BFIH within the meaning of Part XV of the SFO, which represents Dr. Kuo's entitlement to subscribe for a total of 500,000 ordinary shares of BFIH during different exercise periods. Saved as disclosed above, as at the Latest Practicable Date, Dr. Kuo did not have any interest in the shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

A letter of appointment was entered into between Dr. Kuo and the Company, setting out the terms and conditions governing his appointment and ancillary matters, as amended and supplemented from time to time. Pursuant to the re-election duly approved by the Shareholders on 17 May 2019, the current appointment term of Dr. Kuo has commenced from 17 May 2019, ending upon the conclusion of the relevant annual general meeting of the Company at which (among other things) his next re-election is considered in accordance with the Articles.

Dr. Kuo is entitled to annual emoluments consisting of basic salary of US\$450,000 and a discretionary bonus to be determined by the Board from time to time with reference to the Company's performance, his duties and responsibilities with the Company, his contribution to the Company and the prevailing market practice. For the financial year ended 31 December 2021, the total amount of Dr. Kuo's emoluments in his capacity as an executive Director was approximately US\$715,000.

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

The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Memorandum and Articles. If the serial numbering of the clauses of the New Memorandum and Articles is changed due to the addition, deletion or re-arrangement of certain clauses made in the Proposed Amendments, the serial numbering of the clauses of the New Memorandum and Articles as so amended shall be changed accordingly, including cross-references.

*Note:* The second amended and restated memorandum and articles of association of the Company (i.e. the New Memorandum and Articles) is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

**Provisions in the new Memorandum of Association (showing changes to the existing Memorandum of Association)**

- |                   |  |
|-------------------|--|
| <b>Clause no.</b> |  |
| 1.                | The name of the Company is <del>FIH MobileFoxconn International Holdings Limited</del> <b>富智康集團有限公司</b> .  |
| 2.                | The registered office of the Company shall be at the office of <u>Vistra (Cayman) Limited (formerly known as Offshore Incorporations (Cayman) Limited), currently P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205</u> <del>Scotia Centre, 4th Floor, P.O. Box 2804, George Town, Grand Cayman, Cayman Islands, or at such other place as the Directors may from time to time decide.</del> |
| 3.                | The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies <u>Act</u> <del>Law (2004 Revision)</del> or as the same may be revised from time to time, or any other law of the Cayman Islands.   |
| 7.                | Capitalised terms that are not defined in this <u>Second Amended and Restated Memorandum of Association</u> bear the same <del>meanings</del> <u>meaning</u> as those given in the <u>Second Amended and Restated Articles of Association</u> of the Company.  |

**Provisions in the new Articles of Association (showing changes to the existing Articles of Association and the parts without changes in the following provisions are shown in "...")**

- |                   |  |
|-------------------|--|
| <b>Clause no.</b> |  |
| 1.                | The regulations contained in Table A in the First Schedule to the Companies <del>Law</del> <u>Act</u> shall not apply to the Company.  |
| 2.                | The marginal notes to these Articles ( <u>including references to the applicable requirements under the Listing Rules</u> ) shall not affect the interpretation hereof. In these Articles, unless there be something in the subject or context inconsistent therewith: |

“these Articles” shall mean the present Second Amended and Restated Articles of Association and all supplementary, amended or substituted Articles for the time being in force;

~~“Associate” shall mean, in relation to any Director:~~

- ~~(i) his spouse and any of his or his spouse’s children or step-children, natural or adopted, under the age of 18 (“family interests”);~~
- ~~(ii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object and any company (a “trustee controlled company”) in the equity capital of which the trustees, acting in their capacity as such trustees, are directly or indirectly interested so as to exercise or control the exercise of 30 per cent. (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary (together, the “trustee interests”);~~
- ~~(iii) a holding company of a trustee controlled company or a subsidiary of any such holding company;~~
- ~~(iv) any company in the equity capital of which he, his family interests, any of the trustees referred to in paragraph (ii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested (other than through their respective interests in the capital of the Company) so as to exercise or control the exercise of 30 per cent. (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company; and~~
- ~~(v) any other persons who would be deemed to be an “Associate” of the Director under the Listing Rules;~~

...

“the Chairman” shall mean the Chairman (or acting Chairman, as the case may be) presiding at any meeting of members or of the Board;

“close associate” shall, in relation to any Director, have the same meaning as defined in the Listing Rules as modified from time to time, except that for the purposes of Article 103(c) where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules;

“the Companies LawAct” or “the LawAct” shall mean the Companies LawAct, ~~(2011 Revision),~~ Cap. 22 ~~(Act 3 of 1961, as consolidated and revised)~~ of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

“the Companies Ordinance” shall mean the Companies Ordinance (Cap. ~~62232~~ of the Laws of Hong Kong) as in force from time to time;

“the Company” or “this Company” shall mean ~~FIH MobileFocconn International Holdings Limited~~ 富智康集團有限公司 incorporated in the Cayman Islands on 8 February 2000;

“the Company’s Website” shall mean the website of the Company as in force from time to time, the address or domain name of which has been notified to members;

...

“dividend” shall include bonus dividends and distributions permitted by the LawAct to be categorised as dividends;

“electronic” shall have the meaning given to it in the Electronic Transactions Act ~~(2003 Revision) Law 2000~~ of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor, provided that Section 8 and Section 19 of the Electronic Transactions Act~~Law~~ (2003 Revision), as amended from time to time, of the Cayman Islands shall not apply to these Articles to the extent that it may impose obligations or requirements in addition to those set out in these Articles;

...

“Exchange” shall mean The Stock Exchange of Hong Kong Limited or its successor(s) from time to time;

~~“HK Code on Takeovers and Mergers” shall mean the Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong as amended from time to time;~~

...

“recognized clearing house” shall have the meaning ascribed thereto in Part ~~14~~ of Schedule ~~10 to 1~~ of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong as in force from time to time) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

...

“seal” shall include the common seal of the Company, the securities seal (or a printed securities seal being a replica of such securities seal as adopted pursuant to Article 132) or any duplicate seal adopted by the Company pursuant to Article 133;

...

“special resolution” shall have the same meaning as ascribed thereto in the ~~Law~~Act and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members of the Company as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given and includes a special resolution passed pursuant to Article 80;

“subsidiary” and “holding company” shall have the meanings attributed to such terms in ~~the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under the Listing Rules;~~

...

subject as aforesaid, any words defined in the ~~Law~~Act shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles;

...

4. Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the ~~Law~~Act and to any special rights conferred on any shareholders or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. The Board may accept the surrender for no consideration of any fully paid share. No shares shall be issued to bearer.

6. (a) If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the ~~LawAct~~, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.
- (b) ...
7. Subject to the ~~LawAct~~, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

9. (a) Subject to the provisions of the ~~LawAct~~ and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
- (b) ~~Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all shareholders alike.~~
11. Subject to the provisions of the ~~LawAct~~, of the Memorandum of Association of the Company, and of these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.
12. The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the ~~LawAct~~ shall be observed and complied with, and in each case the commission shall not exceed 10 per cent. of the price at which the shares are issued.
14. (a) The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the ~~LawAct~~.
- (b) ...
- (c) ...
- (d) Notwithstanding anything contained in this Article, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies ~~LawAct~~.

16. Every person whose name is entered as a member in the register shall be entitled to receive, on payment of such fee as may from time to time be charged by the registrar, within the relevant time limit as prescribed in the ~~Law~~Act or as the Exchange may from time to time determine, whichever is shorter, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.
17. Every certificate for shares or debentures or representing any other form of security of the Company shall be issued under the seal of the Company, which shall only be affixed or imprinted with the authority of the Board.
37. (a) Transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.
- (b) Notwithstanding the provisions of paragraph (a) above, for so long as any shares are listed on the Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to, and the Listing Rules that are or shall be applicable to, such listed shares. The register of members of the Company in respect of its listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to, and the Listing Rules that are or shall be applicable to, such listed shares.

59. (a) The Company may from time to time by ordinary resolution:
- (i) ...
  - (ii) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the ~~LawAct~~; and
  - (iii) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the ~~LawAct~~, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.
- (b) The Company may by special resolution reduce its issued share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the ~~LawAct~~.
64. (a) The Board shall cause a proper register to be kept, in accordance with the provisions of the ~~LawAct~~, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the ~~LawAct~~ in regard to the registration of mortgages and charges therein specified and otherwise.
- (b) ...
66. The Company shall in each financial year (other than the financial year of the Company's adoption of these Articles) hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and ~~such not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting must be held within 6 months (or such longer period, if any, as permitted by the Listing Rules) after the end of the Company's financial year of the Company and that of the next. So long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation or in the following year.~~ The annual general meeting shall be held at such time and place as the Board shall appoint. A meeting of members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting by such means shall constitute, and be deemed to constitute, presence at such meeting.

68. The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened for transaction of any business or resolution specified on the written requisition of any ~~two~~ one or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. Such requisitionist(s) shall also be able to add resolutions to the meeting agenda of the general meetings convened upon his/their written requisition, provided that such additional resolutions shall be deposited at the principal place of business of the Company in Hong Kong not less than 15 business days before the extraordinary general meeting. General meetings may also be convened for transaction of any business or resolution specified on the written requisition of any one member of the Company which is a recognized clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. Such requisitionist shall also be able to add resolutions to the meeting agenda of the general meetings convened upon its written requisition, provided that such additional resolutions shall be deposited at the principal place of business of the Company in Hong Kong not less than 15 business days before the extraordinary general meeting. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) itself/himself/themselves (or any of them representing more than one-half of the total voting rights of all of them), may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.
69. (a) ~~An annual general meeting and any extraordinary general meeting called for the passing of a special resolution~~ shall be called by a notice in writing of not less than 21 clear days or such longer minimum notice period (if any) as required by the Listing Rules and any other general meeting (including an extraordinary general meeting) shall be called by a notice in writing of not less than 14 clear days or such longer minimum notice period (if any) as required by the Listing Rules. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 71) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

(b) ...

(i) ...

(ii) ...

(c) ...

72. For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy or for quorum purposes only, two persons appointed by the recognized clearing house as authorised representatives or proxies provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.
81. (a) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who is present in person (or, in the case of a member being a corporation by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. ~~Notwithstanding~~Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a recognized clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.
- (b) All members have the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration (including the circumstance where a member has a material interest in the transaction or arrangement being voted upon).
- (~~b~~c) Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

92. (a) ...
- (b) If a recognized clearing house (or its nominee(s)) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative(s) at any ~~general~~ meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. In the capacity as a member of the Company. ~~A~~ person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognized clearing house (or its nominee(s)) which he represents as that recognized clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including the right to speak and vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.
95. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on or as an addition to the Board. Any Director so appointed shall hold office only until the ~~next~~first annual general meeting of the Company after his appointment and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.
103. (a) (i) ...
- (ii) ...
- (b) ...
- (c) A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his close ~~A~~ associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

- (i) the giving of any security or indemnity either:
  - (aa) to the Director or any of his close Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
  - (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his close Associates has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close Associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (iii) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
  - (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close Associates may benefit; or
  - (bb) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates ~~both to the Directors, any of his~~ close Associates and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his close Associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (iv) any contract or arrangement in which the Director or any of his close Associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.
- (d) ...
- (e) ...

108. (a) Subject to any exercise by the Board of the powers conferred by Articles 109 to 111, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the ~~LawAct~~ expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the ~~LawAct~~ and of these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- (b) ...
- (i) ...
- (ii) ...
- (c) ~~Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law or the Listing Rules, the Company shall not directly or indirectly make any loan directly or indirectly to a Director or a body corporate controlled by such a Director (as defined in Section 492 of the Companies Ordinance), or give any guarantee or provide any security in connection with such loan, if and to the extent that it would be prohibited by the Companies Ordinance as if the Company were a company incorporated in Hong Kong.~~
- (i) ~~make a loan to a Director or his Associates or a director of any holding company of the Company;~~
- (ii) ~~enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or~~
- (iii) ~~if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.~~
115. The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the ~~LawAct~~, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors.

116. No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than ~~seven~~15 business days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.
117. The Company shall keep at its office a register of directors and officers containing their names and addresses and occupations and any other particulars required by the ~~LawAct~~ and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the ~~LawAct~~.
118. (a) The ~~Company members in general meeting~~ may by ordinary resolution at any time remove any Director (including a managing director or other executive director) before the expiration of his ~~term~~period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.
- (b) ...
130. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the ~~LawAct~~ or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.
131. A provision of the ~~LawAct~~ or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

132. The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to or on which such seal shall be affixed or imprinted shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The securities seal which shall be a facsimile of the common seal with the word "Securities" engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or a printed securities seal being a replica of such securities seal (which shall be deemed to be such securities seal in all aspects and for all purposes) or any signatures or any of them may be affixed to or imprinted on certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to or on which the seal is affixed or imprinted as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to or imprinted on that instrument with the authority of the Directors previously given.
133. The Company may have a duplicate seal for use outside of the Cayman Islands as and where the Board shall determine, and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the agents of the Company for the purpose of affixing or imprinting and using such duplicate seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such duplicate seal as aforesaid.
138. The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members of the Company as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the ~~Law~~Act.

140. (a) Subject to the LawAct and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.
- (b) ...
144. (a) The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Companies LawAct. The Company shall at all times comply with the provisions of the Companies LawAct in relation to the share premium account.
- (b) ...
148. The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the LawAct and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.
155. The Board shall make the requisite annual returns and any other requisite filings in accordance with the LawAct.
156. The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the LawAct.
157. The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the LawAct, at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors.
158. The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the LawAct or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.

159. (a) ...
- (b) ...
- (c) To the extent permitted by and subject to due compliance with these Articles, the ~~LawAct~~ and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 159(b) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the ~~LawAct~~, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the ~~LawAct~~ and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.
161. (a) The Company shall at any ~~annual~~ general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The remuneration of the Auditors shall be fixed by the Company by ordinary resolution at the ~~annual~~ general meeting at which they are appointed provided that in respect of any particular year or any part thereof (as the case may be) the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors.
- (b) The Board may fill any casual vacancy in the office of Auditor or Auditors but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. Subject to Article 161A, an Auditor or Auditors appointed by the Board under this Article shall hold office until the next following annual general meeting and shall then be subject to appointment by the members under Article 161(a) at such remuneration to be determined by the members (or the Board as delegated by the members) under Article 161(a).~~The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.~~

- 161A. ~~The Company shall not remove the Auditors before the end of the Auditors' term of office without first obtaining members' approval at a general meeting convened and held in accordance with these Articles, by ordinary resolution remove the Auditors at any time before the expiration of their term of office and shall by ordinary resolution at that meeting appoint another Auditor or Auditors in their stead for the remainder of their term.~~ The Company shall send a circular proposing the removal of the Auditors to the members with any written representations from the Auditors, not less than 10 business days before the general meeting. The Company shall allow the Auditors to attend the general meeting and make written and/or verbal representations to the members at the general meeting.
- 171A. (a) Subject to Article 171A(b), the Board shall have the power in the name and on behalf of the Company to present a petition to the court for the Company to be wound up.
- (b) A resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.
172. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the ~~LawAct~~ divide among the members *in specie* or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the ~~LawAct~~, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.
175. (a) ...
- (b) Subject to the Companies ~~LawAct~~, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.
176. Unless otherwise determined by the Board, the financial year of the Company shall be the 31st day of December in each year~~prescribed by the Board and may, from time to time, be changed by it.~~
177. Subject to the ~~LawAct~~, the Company may at any time and from time to time by special resolution alter or amend its then in force Memorandum of Association and Articles of Association in whole or in part.

NOTICE OF ANNUAL GENERAL MEETING

**FIH**<sup>®</sup> 富智康<sup>®</sup>

**FIH Mobile Limited**

**富智康集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2038)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders (the “AGM”) of FIH Mobile Limited (the “Company”) will be held at Kowloon Room I, Mezzanine Level, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Hong Kong on Friday, 20 May 2022 at 10:00 a.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021 together with the reports of the directors and the independent auditor thereon.
- (2) To re-elect Mr. CHIH Yu Yang as director and authorise the board of directors of the Company to fix his remuneration.
- (3) To re-elect Dr. KUO Wen-Yi as director and authorise the board of directors of the Company to fix his remuneration.
- (4) To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of directors of the Company to fix its remuneration.

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

**ORDINARY RESOLUTIONS**

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

## NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

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

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

(6) “**THAT:**

- (a) subject to resolution number (6)(c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares, to allot, issue or grant securities of the Company (including bonds and debentures or other securities exchangeable for or convertible into Shares) and rights of exchange or conversion and to make or grant offers or agreements which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Listing Rules, be and is hereby generally and unconditionally approved;
- (b) the approval in resolution number (6)(a) above shall authorise the Directors during the Relevant Period to make or grant offers or agreements (including bonds and debentures or other securities exchangeable for or convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of additional Shares or securities of the Company allotted, issued, dealt with or granted or agreed conditionally or unconditionally to be allotted, issued, dealt with or granted, by the Directors pursuant to the approval in resolution numbers (6)(a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any option scheme or similar arrangement for the time being adopted for the granting or issuance of Shares or rights to acquire Shares, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force for the time being, shall not exceed 20 percent of the total number of issued Shares on the date of passing of this resolution; and
- (d) for the purposes of this resolution:
  - (i) “**Relevant Period**” shall have the same meaning as assigned to it under resolution number (5)(c) set out in the notice convening this meeting; and

## NOTICE OF ANNUAL GENERAL MEETING

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

**NOTICE OF ANNUAL GENERAL MEETING**

**SPECIAL RESOLUTION**

(9) **“THAT:**

- (a) the existing amended and restated memorandum and articles of association of the Company be hereby amended in the manner as set out in the circular of the Company dated 14 April 2022 (the **“Circular”**);
- (b) the second amended and restated memorandum and articles of association of the Company in the form produced to the AGM and marked “A” and initialed by the chairman of the AGM for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular and all the previous amendments made pursuant to the resolutions passed by the members of the Company at general meetings, be hereby approved and adopted as the new set of memorandum and articles of association of the Company, in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company in their entirety, with immediate effect after the close of the AGM; and
- (c) any one of the Directors, or any two of the Directors if the affixation/imprinting of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to do all acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to the aforesaid amendments to the existing amended and restated memorandum and articles of association of the Company and/or the second amended and restated memorandum and articles of association of the Company and its adoption, registration, filing and other purposes.”

By Order of the Board  
**CHIH Yu Yang**  
*Acting Chairman*

Hong Kong, 14 April 2022

*Registered Office:*  
P. O. Box 31119 Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman, KY1-1205  
Cayman Islands

*Head Office:*  
No. 4, Minsheng Street  
Tucheng District  
New Taipei City 236  
Taiwan

*Principal Place of Business in Hong Kong:*  
8th Floor, Peninsula Tower  
538 Castle Peak Road  
Cheung Sha Wan  
Kowloon  
Hong Kong

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

- (a) The register of members of the Company will be closed from Monday, 16 May 2022 to Friday, 20 May 2022, both dates inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Friday, 13 May 2022.
- (b) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
- (c) Form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting.
- (d) With reference to resolution numbers (2) and (3) above, Mr. CHIH Yu Yang and Dr. KUO Wen-Yi, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting, and details of the above Directors are set out in Appendix II to the circular dated 14 April 2022.
- (e) With reference to resolution number (8) above, shareholders who are management members or employees or third party service providers of the Company and its subsidiaries and their associates (as defined in the Listing Rules) shall abstain from voting on such resolution at the Annual General Meeting, and details are set out in the Letter from the Board forming part of the circular dated 14 April 2022.
- (f) With reference to resolution number (9) above proposing the amendments to the Company's existing Memorandum and Articles of Association at the Annual General Meeting, details of the proposed amendments are set out in Appendix III to the circular dated 14 April 2022.
- (g) The ordinary and special resolutions set out above will be determined by way of poll.
- (h) **In view of the recent developments relating to the novel coronavirus disease (COVID-19), the Company strongly recommends the Shareholders to consider appointing the chairman of the meeting as proxy to vote on the relevant resolutions according to their respective voting instructions at the meeting, instead of attending the meeting in person.**
- (i) **Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Government of Hong Kong and/or regulatory authorities, the Company may announce further updates on the AGM arrangement on the Company's website (<https://www.fihmobile.com>) and the website of The Stock Exchange of Hong Kong Limited (<https://www.hkexnews.hk>) as and when appropriate.**