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

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

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FIT Hon Teng Limited
鴻騰六零八八精密科技股份有限公司

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

(Stock Code: 6088)

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE NEW SHARES AND/OR RESELL TREASURY SHARES AND TO REPURCHASE SHARES;**
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
(4) PROPOSED AMENDMENTS TO INTERNAL POLICY;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of FIT Hon Teng Limited to be held at 66-1, Chungshan Road, Tucheng District, New Taipei City 23680, Taiwan on Friday, June 21, 2024 at 9:00 a.m. is set out on pages 23 to 29 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fit-foxconn.com). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 9:00 a.m. on June 19, 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting (or any adjournment thereof) if they so wish.

May 29, 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
Introduction	3
General Mandate to Issue New Shares and/or Resell Treasury Shares	4
Repurchase Mandate to Repurchase Shares	4
Re-election of Retiring Directors	5
Amendments to Articles of Association	5
Amendments to Internal Policy	6
Notice of Annual General Meeting	6
Form of Proxy	6
Voting by Poll	7
Recommendation	7
APPENDIX I – EXPLANATORY STATEMENT	8
APPENDIX II – DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION	12
APPENDIX III – PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION	16
APPENDIX IV – PROPOSED AMENDMENTS TO INTERNAL POLICY	22
NOTICE OF ANNUAL GENERAL MEETING	23

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at 66-1, Chungshan Road, Tucheng District, New Taipei City 23680, Taiwan on Friday, June 21, 2024 at 9:00 a.m., or any adjournment thereof and notice of which is set out on pages 23 to 29 of this circular
“Amended and Restated Articles of Association”	the third amended and restated articles of association of the Company incorporating the Proposed Amendments proposed to be adopted by the Shareholders at the AGM
“Articles of Association”	the existing second amended and restated articles of association of the Company
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Companies Act”	the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	FIT Hon Teng Limited (鴻騰六零八八精密科技股份有限公司), a company incorporated in the Cayman Islands with limited liability under the name Foxconn Interconnect Technology Limited and carrying on business in Hong Kong as FIT Hon Teng Limited, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with new Shares and/or to sell or transfer treasury Shares not exceeding 20% of the number of issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolution granting the General Mandate
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited, including, where the context so requires, its agents, nominees, representatives, officers and employees

DEFINITIONS

“Hon Hai”	Hon Hai Precision Industry Co., Ltd. (鴻海精密工業股份有限公司), a limited liability company established in Taiwan on February 20, 1974 and listed on the Taiwan Stock Exchange (Stock Code: 2317), the controlling shareholder of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Internal Policy”	the Operational Procedures for Lending Funds
“Latest Practicable Date”	May 23, 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolution granting the Repurchase Mandate
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	the ordinary share(s) with nominal value of US\$0.01953125 each of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers, as amended from time to time
“treasury shares”	has the meaning as ascribed to it under the Listing Rules which will come into effect on June 11, 2024 and as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

LETTER FROM THE BOARD



FIT Hon Teng Limited **鴻騰六零八八精密科技股份有限公司**

(Incorporated in the Cayman Islands with limited liability under the name Foxconn Interconnect Technology Limited and carrying on business in Hong Kong as FIT Hon Teng Limited)
(Stock Code: 6088)

Executive Directors:

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

Non-executive Directors:

TRAINOR-DEGIROLAMO Sheldon
HUANG Pi-Chun

Independent Non-executive Directors:

CURWEN Peter D
TANG Kwai Chang
CHAN Wing Yuen Hubert

Registered office:

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

Headquarters in Taiwan:

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

Principal place of business in Hong Kong:

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

May 29, 2024

To the Shareholders

Dear Sir or Madam

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE NEW SHARES AND/OR
RESELL TREASURY SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS;
(3) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
(4) PROPOSED AMENDMENTS TO INTERNAL POLICY;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the General Mandate to issue new Shares and/or resell treasury Shares and the Repurchase Mandate to repurchase Shares; (b) re-election of the retiring Directors; (c) adoption of the Amended and Restated Articles of Association in substitution for and to the exclusion of the existing Articles of Association; and (d) the amendments to the Internal Policy.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE NEW SHARES AND/OR RESELL TREASURY SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares and/or resell any treasury Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue new Shares and/or resell treasury Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares and/or (subject to certain amendments to the Listing Rules relating to treasury shares taking effect on June 11, 2024) to sell or transfer treasury Shares not exceeding 20% of the number of issued Shares (excluding treasury Shares) as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 7,289,948,572 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue new Shares and/or resell of treasury Shares for a maximum of 1,457,989,714 Shares.

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

REPURCHASE MANDATE TO REPURCHASE SHARES

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

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

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 83(3) and article 84 of the Articles of Association, Ms. HUANG Pi-Chun, Mr. TANG Kwai Chang and Mr. CHAN Wing Yuen Hubert shall retire by rotation, and being eligible, offer themselves for re-election as Directors at the Annual General Meeting. Besides, Mr. TRAINOR-DEGIROLAMO Sheldon will also retire by rotation at the Annual General Meeting but he will not offer himself for re-election due to his intention to focus on other commitments outside the Company.

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

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

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

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

AMENDMENTS TO ARTICLES OF ASSOCIATION

The Board proposes to seek the approval of the Shareholders by way of a special resolution at the AGM to amend the Articles of Association and to adopt the Amended and Restated Articles of Association for the purpose of reflecting and aligning with the new requirements under the amended Listing Rules in relation to the mandatory electronic dissemination of corporate communications which came into effect on December 31, 2023.

Details of the Proposed Amendments are set out in Appendix III to this circular.

LETTER FROM THE BOARD

AMENDMENTS TO INTERNAL POLICY

In view of the fact that the Company is a subsidiary of Hon Hai and pursuant to related laws of Taiwan and the internal requirements of Hon Hai adopted at its annual general meeting in 2019, any amendments to the Internal Policy will require Shareholders' approval. The Company is required to amend the existing Internal Policy to be consistent with relevant regulations in Taiwan and the internal policies of Hon Hai. An ordinary resolution will be proposed at the Annual General Meeting to approve the amendments to the existing Internal Policy.

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

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 23 to 29 of this circular is the notice of the Annual General Meeting at which, *inter alia*, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the General Mandate to issue new Shares and/or resell treasury Shares, the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and the amendments to the Internal Policy, and a special resolution will also be proposed to Shareholders to consider and adopt the Amended and Restated Articles of Association.

The Directors' report, the Group's consolidated financial statements and the auditors' report, all for the year ended December 31, 2023 have been published and included in the Company's annual report dated April 30, 2024, despatched and published on the website of the Stock Exchange (<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0430/2024043002198.pdf>). Shareholders may, by notice in writing served on the Company, demand that the Company send to him or her a complete printed copy of the Group's consolidated financial statements and the Directors' report.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 9:00 a.m. on June 19, 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY POLL

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

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

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

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue new Shares and/or resell treasury Shares and the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors, the adoption of the Amended and Restated Articles of Association and the amendments to the Internal Policy are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend that the Shareholders vote in favour of all the resolutions to be proposed at the Annual General Meeting.

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

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

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

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 7,289,948,572 Shares of nominal value of US\$0.01953125 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 728,994,857 Shares which represent 10% of the issued Shares (excluding treasury Shares) during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in a general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASES

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

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

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and/or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Group as at December 31, 2023, being the date to which the latest published audited consolidated financial statements of the Group were made up. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

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

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

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

Neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Hon Hai, through its wholly-owned subsidiary of Foxconn (Far East) Limited (a company incorporated in the Cayman Islands) which in turn owns all the issued shares of Foxconn (Far East) Limited (a company incorporated in Hong Kong), was interested in 5,179,557,888 Shares, representing approximately 71.05% of the issued Shares.

In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Hon Hai in the Company will be increased to approximately 78.95% of the issued Shares. To the best knowledge and belief of the Directors, such increase would not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for Hon Hai to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the company would be in public hands. In this respect, the applicable minimum percentage for the Company as accepted by the Stock Exchange is approximately 20.48%. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

Subject to compliance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands, the Company may cancel any Shares it repurchased and/or hold them as treasury Shares following settlement of the repurchases, subject to, amongst others, market conditions and the Company's capital management needs at the relevant time of the repurchases.

The Company may hold Shares repurchased by the Company as treasury Shares which remain deposited with CCASS either (i) pending withdrawal from CCASS and registration in the name of the Company or (ii) re-deposited into CCASS and pending resale on the Stock Exchange. For any Shares repurchased by the Company as treasury Shares which remain deposited with or have been re-deposited into CCASS pending resale on the Stock Exchange, subject to the Directors' approval, the Company will adopt appropriate measures to ensure that it would not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as treasury Shares. Such measures may include, for example, an approval from the Directors that (i) the Company shall not, and shall procure its broker not to, give any instructions to HKSCC to vote at general meetings for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions (if any), the Company shall withdraw the treasury Shares from CCASS, and either re-register them in the Company's own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions (as applicable).

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

SHARE PRICES

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

Month	Highest prices <i>HK\$</i>	Lowest prices <i>HK\$</i>
2023		
April	2.30	1.43
May	1.59	1.37
June	1.53	1.28
July	1.45	1.28
August	1.36	1.00
September	1.19	0.98
October	1.40	0.96
November	1.33	1.03
December	1.21	1.01
2024		
January	1.19	0.93
February	1.07	1.03
March	2.20	1.02
April	2.47	1.78
May (up to the Latest Practicable Date)	2.40	1.94

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

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

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

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

NON-EXECUTIVE DIRECTOR

Ms. HUANG Pi-Chun (黃碧君), aged 52, was appointed as our non-executive Director with effect from August 7, 2023. Ms. Huang has over 28 years of experience in finance and accounting as well as operational analysis, and specializes in the operation of multinational companies in large scale electronics manufacturing industry. She is currently assistant vice president of the head office of Hon Hai, the controlling shareholder of the Company, and is responsible for issuing group financial reports. Ms. Huang is in the core team which is responsible for conducting financial forecasts analysis for top management's decision making, and also holds major positions in the finance and accounting digital transformation projects and has participated in the due diligence on significant investment projects of the group.

Ms. Huang obtained a Bachelor of Accounting degree from the Fu Jen Catholic University in Taiwan in 1994. After graduation, she joined a mid-sized Taiwan local CPA firm (which was merged into DinKum & Co., CPAs and then merged into Crowe (TW) CPAs in 2016) as an auditor and was responsible for auditing financial statements, conducting tax audits and providing initial public offering and over-the-counter market counselling for clients in the manufacturing and construction industries. Ms. Huang left the CPA firm in 1997 where she last served as audit senior, and she subsequently entered the manufacturing industry and served as accounting supervisor of the head office of Lite-On Technology Corporation ("**Lite-On Technology**"), a listed company listed on the Taiwan Stock Exchange (stock code: 2301) operating in the electronics manufacturing industry.

During her 17 years of services in Lite-On Technology, Ms. Huang was responsible for issuing financial reports for the group and conducting operational analysis. She was also involved in the post-investment consolidation and management work for the group's overseas establishment and closure of factories as well as mergers and acquisitions. Ms. Huang has experience in working in many countries, including the U.S., Mexico, Czech Republic, Finland and Germany. In the course of the group's digital transformation, she has led the team to complete the upgrade of enterprise resource planning system (ERP), the optimization of business data warehouse (BW) and the introduction of business consolidation system (BCS) for consolidated reporting system, which has laid a solid foundation for the digital transformation of Lite-On Technology. With years of management experience in Lite-On Technology, Ms. Huang has led the team to make significant contributions in terms of innovation and digital transformation. In 2015, she left Lite-On Technology after serving the company as senior manager for six years and joined Taikoo Motors Limited (Taiwan branch) ("**Taikoo Motors**") as financial controller.

During her service at Taikoo Motors, Ms. Huang led the accounting and finance team to be responsible for operational analysis, capital planning and deployment, as well as post-investment management, in which she gained understanding of the agency operations and pricing models of the automotive industry. Specializing in the operations of large scale electronics manufacturing industry, Ms. Huang joined Hon Hai in 2016 as the accounting senior manager of the head office, and has served Hon Hai for more than seven years by now. She has also served as the supervisor of Hon Hai's subsidiary, Hon Young Semiconductor Corporation since September 2021, and had served as the supervisor of Hon Hai's another subsidiary, Foxtron Vehicle Technologies Co., Ltd. until October 2023. In addition, since March 2024, Ms. Huang has served as the non-executive director of Maxnerva Technology Services Limited, a company listed on the Stock Exchange (stock code: 1037), and as the non-executive director of FSK Holdings Limited, a company in which Hon Hai indirectly holds more than 40% attributable equity interests.

With years of experience in multinational companies, apart from the electronics manufacturing industry, Ms. Huang has also been involved in the automotive, construction and investment industries and has participated in digital transformation projects, which will enable her to bring her strengths into play and provide professional advice from different perspectives during the Company's transformation and strengthening of its overseas presence.

Ms. Huang has entered into a letter of appointment with the Company on August 7, 2023 and a deed of amendment with the Company on May 21, 2024 for a term of 3 years commencing from August 7, 2023. Pursuant to the letter of appointment and the deed of amendment, Ms. Huang is entitled to an annual director's fee of US\$75,000, which has been determined with reference to her duties and responsibilities in the Company, the prevailing market condition and the remuneration policy of the Company and has been reviewed and approved by the Remuneration Committee.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. TANG Kwai Chang (鄧貴彰), aged 71, was appointed as our independent non-executive Director on November 4, 2016. He is primarily responsible for supervising and providing independent judgment for the Board. Mr. Tang is a fellow member of both the Association of Chartered Certified Accountants (admitted on November 8, 1984) and the Hong Kong Institute of Certified Public Accountants (certified on February 23, 1988). Mr. Tang has also been a member of the disciplinary panel of the Hong Kong Institute of Certified Public Accountants since August 2008 which term has come to an end as informed by the Institute on January 31, 2023, and is a convenor of the Financial Reporting Review Panel of the Accounting and Financial Reporting Council.

Mr. Tang has over 35 years of experience in accounting, auditing and audit risk management, including holding senior management positions as vice chairman of Deloitte China and a member of the board of Deloitte Global. He joined Deloitte Haskins & Sells (now Deloitte Touche Tohmatsu) as an audit trainee in 1976, and left in July 1980 as a senior accountant. Mr. Tang joined GPI (Holdings) Limited, a company engaged in the manufacturing and trading of electronics and electrical products, as an assistant finance manager in August 1980. Mr. Tang re-joined Deloitte Touche Tohmatsu in January 1982 as a senior accountant, became a partner in April 1988, and practiced as a certified public accountant. During his 35 years at Deloitte, Mr. Tang was responsible for providing audit and audit related services as well as undertaking management and governance roles within the firm, until he retired in May 2013.

Mr. Tang obtained his diploma in accounting from Hong Kong Baptist College (currently known as Hong Kong Baptist University (“HKBU”)) in June 1976. He was an honorary member of the Court of HKBU from January 2007 to December 2011, and a member of the Court of HKBU from November 2011 to October 2020. He was further appointed as an honorary member of the Court of HKBU for another 5 years from 2021. He was conferred with the Honorary University Fellowship by HKBU in 2017.

Since September 24, 2014, Mr. Tang has been an independent non-executive director and the chairman of the audit committee of HKR International Limited (香港興業國際集團有限公司), a company listed on the Stock Exchange (stock code: 480). In addition, since April 1, 2017, Mr. Tang has been an independent non-executive director and the chairman of the audit committee of Bank of Communications (Hong Kong) Limited (交通銀行(香港)有限公司), a company involved in the financial services industry. He was also appointed as an independent non-executive director of BCOM Finance (Hong Kong) Limited on December 16, 2020, which is also involved in the financial service industry. Between July 2016 and August 2023, Mr. Tang served as a director for the following two subsidiaries under China Baowu Steel Group Corporation Limited (中國寶武鋼鐵集團有限公司), a company involved in the steel manufacturing industry: Baowu Resources Co., Ltd (formerly known as Baosteel Resources Co., Ltd) and Baosteel Resources International Company Limited. In addition, since December 15, 2017, Mr. Tang has been an independent non-executive director and also the chairman of the audit committee of Tsit Wing International Holdings Limited (捷榮國際控股有限公司), a company listed on the Stock Exchange (stock code: 2119) and a leading provider of integrated B2B coffee and black tea solutions.

Mr. Tang has entered into a letter of appointment with the Company for a term of 3 years commencing from November 4, 2022. Pursuant to the letter of appointment, Mr. Tang is entitled to an annual director's fee of US\$75,000, which has been determined with reference to his duties and responsibilities in the Company, the prevailing market condition and the remuneration policy of the Company and has been reviewed and approved by the Remuneration Committee.

Mr. CHAN Wing Yuen Hubert (陳永源), aged 66, was appointed as our independent non-executive Director on November 4, 2016.

Mr. Chan has been an executive director of Central Development Holdings Limited (中發展控股有限公司) (stock code: 475) and Zhonghua Gas Holdings Limited (中華燃氣控股有限公司) (stock code: 8246) since November 2011 and August 2014 respectively. He has also been an independent non-executive director of Tian Ge Interactive Holdings Limited (天鵲互動控股有限公司) (stock code: 1980) since June 2014. All these companies are listed on the Stock Exchange.

Mr. Chan spent over ten years with the Stock Exchange and his last position was director of the listing division in charge of the China Listing Affairs Department. He also held various positions with companies listed on the Stock Exchange. Mr. Chan was previously a director of Guangdong Investment Limited (粵海投資有限公司) (stock code: 270), an independent non-executive director of China Smarter Energy Group Holdings Limited (中國智慧能源集團控股有限公司) (stock code: 1004), an executive director of EverChina Int'l Holdings Company Limited (潤中國國際控股有限公司) (stock code: 202) and an executive director of China Pipe Group Limited (中國管業集團有限公司) (previously known as Softpower International Limited (冠力國際有限公司)) (stock code: 380).

Mr. Chan obtained a higher diploma in company secretaryship and administration from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University). Mr. Chan is an associate member of both The Chartered Governance Institute and The Hong Kong Chartered Governance Institute and is also a member of both Hong Kong Securities and Investment Institute and The Hong Kong Institute of Directors. Mr. Chan was a member of the 10th, 11th and 12th Chinese People's Political Consultative Conference – Heilongjiang Province Committee in the PRC.

Mr. Chan has entered into a letter of appointment with the Company for a term of 3 years commencing from November 4, 2022. Pursuant to the letter of appointment, Mr. Chan is entitled to an annual director's fee of US\$75,000, which has been determined with reference to his duties and responsibilities in the Company, the prevailing market condition and the remuneration policy of the Company and has been reviewed and approved by the Remuneration Committee.

The Companies Act (As Revised)
Exempted Company Limited by Shares

~~THIRD~~SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION
 OF
 FOXCONN INTERCONNECT TECHNOLOGY LIMITED
 鴻騰精密科技股份有限公司¹

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		INTERPRETATION		INTERPRETATION
1.	2(1)	“notice of availability” has the meaning given to it in Article 158(1)(f)	2(1)	“notice of availability” has the meaning given to it in Article 158(1)(f)
2.	149	Subject to Article 150, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.	149	Subject to Article 150, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty-one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting held in accordance with Article 56 provided that this Article shall not require a copy of those documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

¹ As provisions are added or deleted, serial numbers of certain provisions and cross-references in these Articles of Association have been adjusted accordingly, and are not set forth separately in this table.

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
3.	151	The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.	151	The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication); and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>NOTICES</u>		<u>NOTICES</u>
4.	158(1)	Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:	158(1)	Any Notice or document (including any “corporate communication” and <u>“actionable corporate communication”</u> within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication, <u>and subject to compliance with the Listing Rules</u> , and any such Notice and document may be given or issued by the following means:
5.	158(1) (e)	by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;	158(1) (e)	by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5); subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
6.	158(1) (f)	by publishing it on the Company's website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network website (a "notice of availability"); or	158(1) (f)	by publishing it on the Company's website to which the relevant person may have access, <u>or the website of the Designated Stock Exchange</u> subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network website (a "notice of availability"); or
7.	158(2)	The notice of availability may be given by any of the means set out above other than by posting it on a website.	158(2)	The notice of availability may be given by any of the means set out above other than by posting it on a website.
8.	158(4)	Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.	158(4)	Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
9.	159(b)	if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company's website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;	159(b)	if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, <u>document or publication</u> placed on <u>either</u> the Company's website or the website of the Designated Stock Exchange, is deemed given <u>or served</u> by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member <u>on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u>
10.	159(c)	if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;	159(e)	if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;

No.	Article No.	Article Before Amendment	Article No.	Article After Amendment
		<u>SIGNATURES</u>		<u>SIGNATURES</u>
11.	161	For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorized representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received.	161	For the purposes of these Articles, a facsimile or electronic transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorized representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. <u>The signature to any Notice or document to be given by the Company may be written, printed or in electronic form.</u>

APPENDIX IV PROPOSED AMENDMENTS TO INTERNAL POLICY

Before Amendments	After Amendments
<p data-bbox="240 246 785 314">Article 4 Total Lending Amount and Financing Limit for Individual Entities</p> <p data-bbox="240 406 785 793">3. For non-Taiwan companies engaging in lending funds between each other of which the Company directly and indirectly holds 100 percent of the voting shares, the total amount shall not exceed 40 percent of the net worth of <u>lending company</u>. For individual company, the total amount shall not exceed 20 percent of <u>the lender's</u> net worth.</p>	<p data-bbox="810 246 1355 314">Article 4 Total Lending Amount and Financing Limit for Individual Entities</p> <p data-bbox="810 406 1355 793">3. For non-Taiwan companies engaging in lending funds between each other of which the Company directly and indirectly holds 100 percent of the voting shares, the total amount shall not exceed 40 percent of the net worth of <u>the Company</u>. For individual company, the total amount shall not exceed 20 percent of <u>the Company's</u> net worth.</p>

NOTICE OF ANNUAL GENERAL MEETING



FIT Hon Teng Limited **鴻騰六零八八精密科技股份有限公司**

(Incorporated in the Cayman Islands with limited liability under the name Foxconn Interconnect Technology Limited and carrying on business in Hong Kong as FIT Hon Teng Limited)
(Stock Code: 6088)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of FIT Hon Teng Limited (the “**Company**”) will be held at 66-1, Chungshan Road, Tucheng District, New Taipei City 23680, Taiwan on Friday, June 21, 2024 at 9:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended December 31, 2023.
2. (A) To re-elect the following persons as directors of the Company (the “**Directors**”):
 - (i) Ms. HUANG Pi-Chun as a non-executive Director;
 - (ii) Mr. TANG Kwai Chang as an independent non-executive Director; and
 - (iii) Mr. CHAN Wing Yuen Hubert as an independent non-executive Director.
- (B) To authorise the board of Directors to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) **“That:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and/or (subject to certain amendments to the Listing Rules (as defined hereinafter) relating to treasury shares taking effect on June 11, 2024) to sell or transfer treasury shares of the Company, and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate number of shares allotted and/or sold or transferred or agreed conditionally or unconditionally to be allotted and/or sold or transferred (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors of the Company, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for shares or rights to acquire shares;

NOTICE OF ANNUAL GENERAL MEETING

- (3) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or
- (4) any issue of shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares,

shall not exceed the aggregate of:

- (a) 20% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing this resolution; and
- (b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
 - (3) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

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

(B) “**That:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors of the Company and which are still in effect be and are hereby revoked; and

NOTICE OF ANNUAL GENERAL MEETING

(iv) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

(C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and/or to sell or transfer treasury shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the number of the issued shares of the Company which may be allotted and/or sold or transferred or agreed conditionally or unconditionally to be allotted and/or sold or transferred by the directors of the Company pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of passing of this resolution.”

5. To consider and, if thought fit, approve the proposed amendments to the Company’s existing “Operational Procedures for Lending Funds”.

NOTICE OF ANNUAL GENERAL MEETING

And as special business, to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

6. “**That:**

- (i) the amendments to the existing second amended and restated articles of association of the Company (the “**Proposed Amendments**”) as set out in the circular of the Company dated May 29, 2024 be and are hereby approved;
- (ii) the third amended and restated articles of association of the Company which contains all the Proposed Amendments and in the form tabled at the Annual General Meeting, marked “A” and for the purpose of identification signed by a Director, be approved and adopted in substitution for and to the exclusion of the existing second amended and restated articles of association of the Company; and
- (iii) any Director or officer of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the above matters.”

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

Hong Kong, May 29, 2024

Registered office:

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

Headquarters in Taiwan:

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

Principal place of business in Hong Kong:

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (i) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) The register of members of the Company will be closed from June 18, 2024 to June 21, 2024, 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, Wanchai, Hong Kong for registration no later than 4:30 p.m. on June 17, 2024.
- (iii) Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
- (iv) Form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a 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, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. before 9:00 a.m. on June 19, 2024) or any adjourned meeting.
- (v) In respect of the resolution numbered 2 above, Ms. HUANG Pi-Chun, Mr. TANG Kwai Chang and Mr. CHAN Wing Yuen Hubert shall retire by rotation, and being eligible, offer themselves for re-election as the Directors at the above meeting. Details of the above retiring Directors are set out in Appendix II to the circular dated May 29, 2024.
- (vi) In respect of the resolution numbered 4(A) above, approval is being sought from the shareholders of the Company for a general mandate to issue new shares and/or resell treasury shares to be given to the Directors.
- (vii) In respect of the resolution numbered 4(B) above, approval is being sought from the shareholders of the Company for a general mandate to repurchase shares to be given to the Directors. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the circular dated May 29, 2024.
- (viii) In respect of the resolution numbered 4(C) above, approval is being sought from the shareholders of the Company for an extension of the general mandate to be granted to the Directors pursuant to resolution 4(A) to issue new shares and/or resell treasury shares by adding to it the number of shares repurchased by the Company under the authority granted to the Directors pursuant to resolution 4(B).
- (ix) In respect of the resolution numbered 5 above, the proposed amendments to the Company's existing "Operational Procedures for Lending Funds" are set out in Appendix IV to the circular dated May 29, 2024.
- (x) In respect of the special resolution numbered 6 above, details of the proposed amendments to the articles of association of the Company are set out in Appendix III to the circular dated May 29, 2024.
- (xi) The ordinary resolutions and special resolution set out above will be determined by way of poll.
- (xii) The consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors, all for the year ended December 31, 2023 have been published and included in the Company's annual report dated April 30, 2024, despatched and published on the website of The Stock Exchange of Hong Kong Limited (<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0430/2024043002198.pdf>). Shareholders of the Company may, by notice in writing served on the Company, demand that the Company send to him or her a complete printed copy of the consolidated financial statements of the Company and its subsidiaries and the report of the directors.

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