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**FIH Mobile Limited**

**富智康集團有限公司**

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

**(Stock Code: 2038)**

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

This announcement is made by FIH Mobile Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to (a) amend the existing amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles**”) in the manner as more particularly described below 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 (such proposed amendments to the Existing Memorandum and Articles are collectively referred to as the “**Proposed Amendments**”); and (b) adopt the new second amended and restated memorandum and articles of association of the Company which consolidates the Proposed Amendments and all the previous amendments made pursuant to the resolutions passed by the members of the Company at general meetings, in substitution for and to the exclusion of the Existing Memorandum and Articles in their entirety (the “**New Memorandum and Articles**”).

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

**Subject**

**Context/Matter**

**Article**

**Proposed Changes**

Interpretation

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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.

<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 of the Cayman Islands (the “<b>Companies Act</b>”) 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 of the Company (“<b>Members</b>”) 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>

<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 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; and 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.</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 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; and 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.</p>
Notice of general meetings	69(a)	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.
Quorum for a general meeting	72	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.

<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 (Chapter 622 of the Laws of Hong Kong) (the “ <b>Companies Ordinance</b> ”)), 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.

<b>Subject Context/Matter</b>	<b>Article</b>	<b>Proposed Changes</b>
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.
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>

<b>Subject Context/Matter</b>	<b>Article</b>	<b>Proposed Changes</b>
Appointment, remuneration and removal of auditors	161(a)	<p>The Company shall at any general meeting by ordinary resolution appoint an auditor (“<b>Auditor</b>”) or auditors (“<b>Auditors</b>”) of the Company 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>
	161(b)	<p>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).</p>
	161A	<p>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.</p>
Power to wind-up the Company	171A	<p>(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.</p>
		<p>(2) A resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution.</p>
Financial year	176	<p>Unless otherwise determined by the Board, the financial year end of the Company shall be the 31st day of December in each year.</p>

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 Proposed Amendments and the adoption of the New Memorandum and Articles are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”). 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.

A circular containing, among other things, details of the Proposed Amendments (including mark-ups against the Existing Memorandum and Articles), together with a notice of the AGM setting out (among other things) the special resolution to approve the Proposed Amendments and adopt the New Memorandum and Articles, will be despatched to the Shareholders in due course.

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

Hong Kong, 15 March 2022

*As at the date of this announcement, the board of directors of the Company comprises three executive directors, namely Mr. CHIH Yu Yang, Dr. KUO Wen-Yi and Mr. MENG Hsiao-Yi; and three independent non-executive directors, namely Mr. LAU Siu Ki, Dr. Daniel Joseph MEHAN and Mr. TAO Yun Chih.*