

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2038)**

## **GRANT OF SHARES PURSUANT TO SHARE SCHEME**

This announcement is made by the Company pursuant to Rules 17.06A, 17.06B and 17.06C of the Listing Rules.

The Company hereby announces that on 11 August 2025, the Company granted a total of 27,238,190 Award Shares in the Company, representing approximately 3.47% of the total issued Shares as at the Grant Date (excluding Treasury Shares), to the Grantees under the Share Scheme, subject to the acceptances of the Grantees.

The details of the Grants are as follows:

<b>Grant Date:</b>	11 August 2025
<b>Grantees:</b>	<ul style="list-style-type: none"><li>(1) CHIH Yu Yang, the Chairman of the Board and an executive Director, ("Mr. Chih")</li><li>(2) LIN Chia-Yi (also known as Charles LIN), the Chief Executive Officer and an executive Director, ("Mr. Lin")</li><li>(3) Dr. KUO Wen-Yi, an executive Director, ("Dr. Kuo")</li><li>(4) 1 senior manager</li><li>(5) Employees of the Group</li></ul>
<b>Number of Award Shares granted:</b>	27,238,190
<b>Market price of Shares on the Grant Date:</b>	HK\$14.03 per Share, based on the closing price as quoted on the Stock Exchange on the Grant Date
<b>Purchase price of the Award Shares granted:</b>	NIL

**Vesting Period:**

- (i) Subject to the fulfilment of the vesting conditions applicable to the 367,093 Award Shares granted to Mr. Chih and the 333,097 Award Shares granted to Mr. Lin (collectively, “**Regular Directors Grants**”), and in accordance with the terms of the Regular Directors Grants, the vesting period for all Award Shares under the Regular Directors Grants shall be 12 months from the Grant Date, vesting on 12 August 2026.
- (ii) Subject to the fulfilment of the vesting conditions applicable to the remaining 26,538,000 Award Shares (collectively, “**Employees Grants**”), and in accordance with the terms of the Employees Grants, all Award Shares under the Employees Grants will vest in tranches over a three-year period between the Grant Date and 5 October 2028. Vesting will occur on the following dates:
  - **2026:** 7,846,000 Award Shares, representing approximately 30% of the Award Shares under the Employees Grants, will vest in two tranches on 2 April 2026 and 5 October 2026, conditional upon the fulfilment of the vesting conditions.
  - **2027:** 8,846,000 Award Shares, representing approximately 33% of the Award Shares under the Employees Grants, will vest in two tranches on 2 April 2027 and 5 October 2027, conditional upon the fulfilment of the vesting conditions.
  - **2028:** 9,846,000 Award Shares, representing approximately 37% of the Award Shares under the Employees Grants, will vest in two tranches on 3 April 2028 and 5 October 2028, conditional upon the fulfilment of the vesting conditions.

For each calendar year, the total number of Award Shares to be vested to each Grantee under the Employees Grants will be distributed in two equal installments, with 50% vesting in April and 50% vesting in October. The number of Award Shares vested annually under the Employees Grants is based on a combination of time-based and performance-based conditions, which vary across business units. Please refer to the section on Performance Targets and the tables below for further details on the performance-based criteria and the Employees Grants.

Grants of certain Award Shares under the Employees Grants are subject to a vesting period of less than 12 months, but each of the overall grants under the Employees Grants has a mixed schedule where the Award Shares shall vest over a period of more than 12 months and is attached with performance-based vesting conditions. In this regard, the Share Scheme specifically permits such a circumstance to have vesting period of less than 12 months. The Board and the remuneration committee of the Company (“**Remuneration Committee**”) consider that this is appropriate as part of the competitive terms and conditions to reward exceptional performers with accelerated vesting and to motivate exceptional performers based on performance metrics. With respect to the grants of 255,000 Award Shares and 210,000 Award Shares to Dr. Kuo and the senior manager respectively under the Employees Grants, the Remuneration Committee and the Board further consider that, in addition to the above and taking into account (i) the demonstrated contributions of the relevant Grantees to the overall operations, development and growth of the Group; and (ii) a majority of the Award Shares are subject to a longer vesting period, which will ensure that the long-term interests of the Grantees and the Company are aligned and the Grantees will be motivated to contribute to the Company’s development, a shorter vesting period is appropriate.

**Performance Targets:**

The vesting of the Award Shares under the Regular Directors Grants is not subject to the fulfilment of performance targets. The purpose of the Share Scheme is to attract and retain capable, skilled and experienced personnel, to incentivize them to remain with the Group and to give effect to the Group’s customer-focused and performance-driven corporate culture, and to motivate them to strive for the future development and expansion and long-term success of the Group, by providing them with the opportunity to acquire equity interests in the Company.

Having considered that (i) the Award Shares to be granted will give each of Mr. Chih and Mr. Lin an opportunity to have a personal stake in the Company, which will help motivate them in improving their performance and efficiency; and (ii) the number of Award Shares to be granted is based on, among other things, the work performance, past contribution to the Group and potential of Mr. Chih and Mr. Lin, the Remuneration Committee and the Board consider that notwithstanding the absence of the performance targets, the Regular Directors Grants align with the purpose of the Share Scheme.

The vesting of certain Award Shares under the Employees Grants is subject to the fulfilment of the performance targets and/or other requirements specified in the grant letter to be entered into between the Company and the relevant Grantee. The performance targets are related to (i) financial parameters of the Group (such as profits after tax of the Group); and (ii) individual performance indicators relevant to the Grantee's roles and responsibilities. Vesting is subject to continued service of the relevant Grantees. Meanwhile, the vesting of certain Award Shares under the Employees Grants is not subject to the fulfilment of the performance targets. Please see below the table for further details of the Employees Grants. The Board and the Remuneration Committee, having considered the purpose of the Share Scheme (as aforementioned) and the following factors, are of the view that performance target is not necessary for the grant of those Award Shares to the Grantees (including the senior manager and Dr. Kuo) under the Employees Grants and such grant of Award Shares without performance target is in line with the purpose of the Share Scheme: (i) those Grantees' roles and experiences in the Group's business, and past contribution and dedication to the promotion of the Group's business; (ii) those Grantees, in particular, senior manager and Dr. Kuo, have directly contributed to the overall business performance; and (iii) such grant of Award Shares being subject to the vesting schedules as stated above which reinforces the Grantees' commitment to long-term services to the Group.

**Clawback Mechanism:**

With respect to the Regular Directors Grants, the relevant Award Shares granted are subject to clawback under any one or more of the special circumstances specified by the Board from time to time as clawback triggering event(s), including but not limited to where there has been a material misstatement or omission in the financial statements of the Company or any of its subsidiaries involving such Grantee, or if such Grantee has engaged in serious negligence, fraud or misconduct.

In relation to any of such special circumstance(s)/clawback triggering event(s), the Board may consider the report(s) from the Company's human resources department on the background and details underlying such special circumstance(s)/clawback triggering event(s) and related findings of investigations, and may then determine any clawback action to be taken in respect of any incentive monies made and to be made and/or any Award Shares granted and to be granted to any grantee within a period of three years immediately preceding the date on which the Board determines such action.

With respect to the Employees Grants, the relevant Award Shares granted are not subject to any clawback mechanism but shall lapse (to the extent not already vested) on the date when the Grantee(s) ceases to be an eligible participant under the Share Scheme. The Board and the Remuneration Committee consider that a specific clawback mechanism is not necessary for the Employees Grants, including the grant of Award Shares to the 1 senior manager and Dr. Kuo thereunder, having considered that the lapse of the Award Shares upon the Grantee(s) ceases to be an eligible participant under the Share Scheme, which is in line with the purpose of the Share Scheme and in the interests of the Company.

**Financial Assistance:**

Not applicable. For the avoidance of doubt, given that the Award Shares under both Regular Directors Grants and the Employees Grants have been granted to the Grantees free of consideration, there are no arrangements for the Group to provide any financial assistance to the Grantees to facilitate the acceptance/purchase of the Award Shares under the Share Scheme.

Among the total of 27,238,190 Award Shares granted under the Regular Directors Grants and the Employees Grants, 955,190 Award Shares were granted to the following Directors and the remaining 26,283,000 Award Shares were granted to 1 senior manager and other employees of the Company or its subsidiaries, the details of which are as follows:

**Regular Directors Grants**

<b>Name of Grantees</b>	<b>Position(s) held in the Company</b>	<b>Number of Award Shares Granted</b>
CHIH Yu Yang	Chairman of the Board and executive Director	367,093 (all of which are not subject to performance targets)
LIN Chia-Yi (also known as Charles LIN)	Chief Executive Officer and executive Director	333,097 (all of which are not subject to performance targets)
<b>Total:</b>		<u>700,190</u>

## Employees Grants

Director — Dr. Kuo

Number of Award Shares Granted	Number of Award Shares with performance targets	Number of Award Shares without performance targets	Vesting Period
42,500	31,875	10,625	11 August 2025 to 2 April 2026
42,500	31,875	10,625	11 August 2025 to 5 October 2026
42,500	31,875	10,625	11 August 2025 to 2 April 2027
42,500	31,875	10,625	11 August 2025 to 5 October 2027
42,500	31,875	10,625	11 August 2025 to 3 April 2028
42,500	31,875	10,625	11 August 2025 to 5 October 2028
<b>Total</b>	<b>255,000</b>	<b>191,250</b>	<b>63,750</b>

1 Senior manager

Number of Award Shares Granted	Number of Award Shares with performance targets	Number of Award Shares without performance targets	Vesting Period
35,000	17,500	17,500	11 August 2025 to 2 April 2026
35,000	17,500	17,500	11 August 2025 to 5 October 2026
35,000	17,500	17,500	11 August 2025 to 2 April 2027
35,000	17,500	17,500	11 August 2025 to 5 October 2027
35,000	17,500	17,500	11 August 2025 to 3 April 2028
35,000	17,500	17,500	11 August 2025 to 5 October 2028
<b>Total</b>	<b>210,000</b>	<b>105,000</b>	<b>105,000</b>

Employees

Number of Award Shares Granted	Number of Award Shares with performance targets	Number of Award Shares without performance targets	Vesting Period
3,845,500	2,749,250	1,096,250	11 August 2025 to 2 April 2026
3,845,500	2,749,250	1,096,250	11 August 2025 to 5 October 2026
4,345,500	3,108,250	1,237,250	11 August 2025 to 2 April 2027
4,345,500	3,108,250	1,237,250	11 August 2025 to 5 October 2027
4,845,500	3,467,250	1,378,250	11 August 2025 to 3 April 2028
4,845,500	3,467,250	1,378,250	11 August 2025 to 5 October 2028
<b>Total</b>	<b>26,073,000</b>	<b>18,649,500</b>	<b>7,423,500</b>

The grant of Award Shares to Mr. Chih, Mr. Lin and Dr. Kuo has been reviewed and approved by the independent non-executive Directors in compliance with Rule 17.04(1) of the Listing Rules and the terms of the Share Scheme. As at the date of this announcement, the grant of Award Shares to each of the aforementioned Directors would not result in the Shares issued and to be issued in respect of all options (if any) and awards granted to the relevant Grantee in the 12-month period up to and including the Grant Date representing in aggregate over 0.1% of the Shares (excluding Treasury Shares). As such, none of the Award Shares granted is required to be approved by the shareholders of the Company pursuant to Rule 17.04(2) of the Listing Rules.

As at the date of this announcement, in respect of the grant of the Award Shares to the 1 senior manager and the employees of the Group, none will result in the Shares issued and to be issued in respect of all options (if any) and awards to any of the Grantees in the 12-month period up to and including the Grant Date exceeding 1% of the Shares in issue (excluding Treasury Shares). As such, none of the Award Shares granted is required to be approved by the shareholders of the Company pursuant to Rule 17.03D(1) of the Listing Rules.

For the avoidance of doubt, as at the date of this announcement, none of the Grantees is a substantial shareholder (as defined in the Listing Rules) of the Company.

## **REASONS FOR AND BENEFITS OF THE GRANTS**

The grant of the Award Shares aims to align the interests of the Grantees with those of the Group through ownership of Shares and incentivize the Grantees to remain with the Group, and to motivate and encourage them to make contributions to the long-term growth and success of the Group.

## **GENERAL INFORMATION**

The grant of Award Shares will be satisfied by transfer of Treasury Shares. As at the date of this announcement and following the grant of the Award Shares, the number of Shares available for future grant under the scheme mandate limit of the Share Scheme and any other share scheme(s) of the Company is 51,231,619 Shares.

## **DEFINITIONS**

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise.

“Award Shares”	award(s) of Shares by the Board pursuant to the Share Scheme to the Grantees
“Board”	the board of Directors
“Company”	FIH Mobile Limited, a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company

“Grants”	grants of 27,238,190 Award Shares to the Grantees in accordance with the Share Scheme on the Grant Date, which comprise the Regular Directors Grants (as defined above) and the Employees Grants (as defined above)
“Grant Date”	11 August 2025
“Grantees”	Mr. Chih, Mr. Lin and Dr. Kuo (as defined hereinabove), 1 senior manager and the employees who were granted Award Shares in accordance with the Share Scheme
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar, the lawful currency of the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share Scheme”	the share scheme adopted by the Company’s shareholders on 19 May 2023 and amended by the Board on 7 March 2025
“Shareholders”	holder(s) of Shares in the Company
“Shares”	ordinary share(s) of a par value of US\$0.40 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules

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

Hong Kong, 11 August 2025

*As at the date of this announcement, the Board comprises three executive directors, namely Mr. CHIH Yu Yang, Mr. LIN Chia-Yi (also known as Charles LIN) and Dr. KUO Wen-Yi; one non-executive director, namely Mr. CHANG Chuan-Wang; and three independent non-executive directors, namely Mr. LAU Siu Ki, Ms. CHEN Shu Chuan (also known as Nadia CHEN) and Mr. CHIU Yen-Tsen (also known as CHIU Yen-Chen, Dennis).*