

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.

FIH® 富智康®
FIH Mobile Limited
富智康集團有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2038)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders (the “**AGM**”) of FIH Mobile Limited (the “**Company**”) will be held at Kowloon Room I, Mezzanine Level, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Hong Kong on Friday, 16 May 2025 at 11:00 a.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2024 together with the reports of the directors and the independent auditor thereon.
- (2) To re-elect Mr. CHIH Yu Yang as director and authorise the board of directors of the Company to fix his remuneration.
- (3) To re-elect Dr. KUO Wen-Yi as director and authorise the board of directors of the Company to fix his remuneration.
- (4) To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of directors of the Company to fix its remuneration.

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

ORDINARY RESOLUTIONS

- (5) “**THAT:**
 - (a) subject to resolution number (5)(c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) (including any sale or transfer of treasury shares (the “**Treasury Shares**”), which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) out of treasury), to allot, issue or grant securities of the Company (including bonds and debentures or other securities exchangeable for or convertible into Shares) and rights of exchange or conversion and to make or grant offers or agreements which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Listing Rules, be and is hereby generally and unconditionally approved;

- (b) the approval in resolution number (5)(a) above shall authorise the Directors during the Relevant Period to make or grant offers or agreements (including bonds and debentures or other securities exchangeable for or convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of additional Shares or securities of the Company allotted, issued, dealt with or granted or agreed conditionally or unconditionally to be allotted, issued, dealt with or granted, by the Directors pursuant to the approval in resolution numbers (5)(a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any option scheme or similar arrangement for the time being adopted for the granting or issuance of Shares or rights to acquire Shares, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force for the time being, shall not exceed 10 percent of the total number of issued Shares (excluding Treasury Shares, if any) on the date of passing of this resolution; and
- (d) for the purposes of this resolution:

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

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

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(6) **“THAT:**

- (a) subject to resolution number (6)(b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back Shares, to determine whether such Shares bought back shall be held as Treasury Shares by the Company or otherwise be cancelled, subject to and in accordance with the applicable laws and the requirements of the Listing Rules be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in resolution number (6)(a) above shall not exceed 10 percent of the total number of issued Shares (excluding Treasury Shares, if any) on the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as assigned to it under resolution number 5(d) set out in the notice convening this meeting.”

- (7) **“THAT** the proposed amendments (as set out in Appendix III to the circular of the Company dated 17 April 2025) to the Company’s Procedures for Loaning of Funds be and are hereby approved and adopted in all respects with immediate effect.”
- (8) **“THAT** subject to and conditional upon the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the proposed Share Consolidation” in the circular of the Company dated 17 April 2025 (the **“Circular”**), with effect from the second business day immediately following the date on which this resolution is passed by the Shareholders, being a day on which the Shares of the Company are traded on the Stock Exchange:
 - (a) every ten (10) issued and unissued existing shares of par value of US\$0.04 each in the share capital in the Company (the **“Existing Share(s)”**) be consolidated into one (1) consolidated share of par value of US\$0.40 each (the **“Consolidated Share(s)”**) (the **“Share Consolidation”**), and such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;
 - (b) immediately following the Share Consolidation becoming effective, the authorised share capital of the Company will be changed from US\$800,000,000 divided into 20,000,000,000 Existing Shares of par value of US\$0.04 each to US\$800,000,000 divided into 2,000,000,000 Consolidated Shares of par value of US\$0.40 each;
 - (c) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
 - (d) any one of the Directors be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.”

SPECIAL RESOLUTION

- (9) “**THAT** subject to and conditional on the Share Consolidation becoming effective:
- (a) the existing third amended and restated memorandum and articles of association of the Company be and are hereby amended in the manner as set out in the Circular;
 - (b) the fourth amended and restated memorandum and articles of association of the Company in the form produced to the AGM and marked “A” and initialed by the chairman of the AGM for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be and are hereby approved and adopted as the new memorandum and articles of association of the Company, in substitution for and to the exclusion of the existing third amended and restated memorandum and articles of association of the Company in their entirety, with effect upon the Share Consolidation becoming effective; and
 - (c) any one of the Directors, be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the aforesaid amendments to the existing third amended and restated memorandum and articles of association of the Company and/or the adoption of the fourth amended and restated memorandum and articles of association of the Company.”

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

Hong Kong, 17 April 2025

Registered Office:

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

Head Office:

No. 4, Minsheng Street
Tucheng District
New Taipei City 23679
Taiwan

Principal Place of Business in Hong Kong:

8th Floor, Peninsula Tower
538 Castle Peak Road
Cheung Sha Wan
Kowloon
Hong Kong

Notes:

- (a) The register of members of the Company will be closed from Monday, 12 May 2025 to Friday, 16 May 2025, both dates inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, 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 Friday, 9 May 2025.
- (b) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
- (c) Form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting.
- (d) With reference to resolution numbers (2) to (3) above, Mr. CHIH Yu Yang and Dr. KUO Wen-Yi, being eligible, will offer themselves for re-election as Directors at the AGM, and details of the above Directors are set out in Appendix II to the circular of the Company dated 17 April 2025.
- (e) With reference to resolution number (7) above proposing the amendments to the Company’s Procedures for Loaning of Funds at the Annual General Meeting, details of the proposed amendments are set out in Appendix III to the circular of the Company dated 17 April 2025.
- (f) With reference to resolution number (9) above proposing the amendments to the Company’s existing memorandum and articles of association, details of the proposed amendments are set out in Appendix IV to the circular of the Company dated 17 April 2025.
- (g) The ordinary and special resolutions set out above will be determined by way of poll.
- (h) In case Typhoon Signal No. 8 or above is hoisted, a Black Rainstorm Warning Signal or “extreme conditions” announced by the Government is in force in Hong Kong at or at any time after 7:00 a.m. on the date of the AGM, the AGM will be adjourned. The Government may issue an announcement on “extreme conditions” in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons or otherwise. The Company will post an announcement on the Company’s website (<https://www.fihmobile.com>) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting, if any.

For the avoidance of doubt, the AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather conditions, bearing in mind their own safety/situation.

- (i) No gifts or refreshments will be provided at the AGM.

As at the date of this notice, the board of directors of the Company 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).