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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders 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, 28 May 2021 at 10:00 a.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2020 together with the reports of the directors and the independent auditor thereon.
- (2) To re-elect Mr. LAU Siu Ki as director and authorise the board of directors of the Company to fix his remuneration.
- (3) To re-elect Dr. Daniel Joseph MEHAN as director and authorise the board of directors of the Company to fix his remuneration.
- (4) To re-elect Mr. MENG Hsiao-Yi as director and authorise the board of directors of the Company to fix his remuneration.
- (5) To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of directors of the Company to fix its remuneration.

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

ORDINARY RESOLUTIONS

- (6) “**THAT:**
 - (a) subject to resolution number (6)(b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of the Company (the “**Shares**”) subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of Shares which may be bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in resolution number (6)(a) above shall not exceed 10 percent of the total number of issued Shares on the date of passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

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

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

(7) “**THAT:**

- (a) subject to resolution number (7)(c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares, to allot, issue or grant securities of the Company (including bonds and debentures or other securities exchangeable for or convertible into Shares) and rights of exchange or conversion and to make or grant offers or agreements which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Listing Rules, be and is hereby generally and unconditionally approved;
- (b) the approval in resolution number (7)(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 (7)(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, shall not exceed 20 percent of the total number of issued Shares on the date of passing of this resolution; and
- (d) for the purposes of this resolution:
 - (i) “**Relevant Period**” shall have the same meaning as assigned to it under resolution number (6)(c) set out in the notice convening this meeting; and

- (ii) “**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”
- (8) “**THAT** subject to the passing of the resolution numbers (6) and (7) above, the general mandate granted to the Directors to allot, issue, deal with or grant any additional Shares or securities of the Company pursuant to resolution number (7) above be and is hereby extended by the addition thereto of the total number of Shares which may be bought back by the Company under the authority granted pursuant to resolution number (6) above, provided that such number of Shares so bought back shall not exceed 10 percent of the total number of issued Shares on the date of passing of this resolution.”
- (9) “**THAT**:
- (a) subject to resolution number (9)(b) below, the exercise by the board of directors of the Company (or its duly authorised committee, officer(s) or delegate(s)) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares to be issued under the share scheme adopted by the board of directors of the Company on 17 October 2013 and by the shareholders of the Company on 26 November 2013 (as amended from time to time) be and is hereby generally and unconditionally approved;
- (b) the aggregate number of additional Shares allotted, issued or dealt with by the board of directors of the Company (or its duly authorised committee, officer(s) or delegate(s)) pursuant to the approval in resolution number (9)(a) above shall not exceed 2 percent of the total number of issued Shares on the date of passing of this resolution; and
- (c) for the purposes of this resolution:
- “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; and
- (ii) the revocation or variation of the authority given to the board of directors of the Company (or its duly authorised committee, officer(s) or delegate(s)) under this resolution by passing of an ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by its memorandum and articles of association or any applicable laws of the Cayman Islands to be held.”

- (10) “**THAT** the proposed amendments (as set out in Appendix III to the circular of the Company dated 21 April 2021) to the Company’s Procedures for Endorsement and Guarantee be and are hereby approved and adopted in all respects with immediate effect.”
- (11) “**THAT** the proposed amendments (as set out in Appendix III to the circular of the Company dated 21 April 2021) to the Company’s Procedures for Loaning of Funds be and are hereby approved and adopted in all respects with immediate effect.”
- (12) “**THAT** the share option scheme (the “**Mobile Drive Share Option Scheme**”) of Mobile Drive Technology Co., Ltd. (“**Mobile Drive**”) (the terms of which are contained in the document produced to the meeting marked “A” for identification purposes) be and is hereby approved and adopted in all respects, and the board of directors (or, in the absence of such board of directors, the sole director for the time being) of Mobile Drive (or its/his duly authorised committee, officer(s) or delegate(s) pursuant to the terms of the Mobile Drive Share Option Scheme) be and is hereby authorised for and on behalf of the Company and Mobile Drive respectively to do any and all such acts and things and to enter into, execute and deliver (and affix Mobile Drive’s seal or stamp to, if necessary) any and all such transactions, arrangements, deeds, agreements and documents as it/he may in its/his absolute discretion consider necessary or expedient in connection with or for the purposes of the Mobile Drive Share Option Scheme and/or any of the matters contemplated thereby, including without limitation:
- (a) to administer and operate the Mobile Drive Share Option Scheme under which options will be granted to participants eligible under the Mobile Drive Share Option Scheme to subscribe for shares in Mobile Drive;
 - (b) to modify and/or amend the Mobile Drive Share Option Scheme from time to time, provided that such modification and/or amendment is/are effected in accordance with the provisions of the Mobile Drive Share Option Scheme relating to modification and/or amendment;
 - (c) to allot and issue from time to time such number of shares in Mobile Drive as may be required to be allotted and issued pursuant to the exercise of the options granted from time to time under the Mobile Drive Share Option Scheme;
 - (d) to consent, if it/he so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Mobile Drive Share Option Scheme; and
 - (e) in addition and without prejudice to the foregoing, any one director of Mobile Drive be and is hereby authorised for and on behalf of the Company and Mobile Drive respectively to enter into, execute and deliver (and affix Mobile Drive’s seal or stamp to, if necessary) any and all such transactions, arrangements, deeds, agreements and documents as he may in his absolute discretion consider necessary or expedient involving any and all service providers engaged by or on behalf of Mobile Drive from time to time in connection with or for the purposes of the implementation, administration and operation of the Mobile Drive Share Option Scheme.”

- (13) “**THAT** the share option scheme (the “**Rising Stars Share Option Scheme**”) of Rising Stars Mobile India Private Limited (“**Rising Stars**”) (the terms of which are contained in the document produced to the meeting marked “B” for identification purposes) be and is hereby approved and adopted in all respects, and the board of directors (or, in the absence of such board of directors, the sole director for the time being) of Rising Stars (or its/his duly authorised committee, officer(s) or delegate(s) pursuant to the terms of the Rising Stars Share Option Scheme) be and is hereby authorised for and on behalf of the Company and Rising Stars respectively to do any and all such acts and things and to enter into, execute and deliver (and affix Rising Stars’ seal or stamp to, if necessary) any and all such transactions, arrangements, deeds, agreements and documents as it/he may in its/his absolute discretion consider necessary or expedient in connection with or for the purposes of the Rising Stars Share Option Scheme and/or any of the matters contemplated thereby, including without limitation:
- (a) to administer and operate the Rising Stars Share Option Scheme under which options will be granted to participants eligible under the Rising Stars Share Option Scheme to subscribe for shares in Rising Stars;
 - (b) to modify and/or amend the Rising Stars Share Option Scheme from time to time, provided that such modification and/or amendment is/are effected in accordance with the provisions of the Rising Stars Share Option Scheme relating to modification and/or amendment;
 - (c) to allot and issue from time to time such number of shares in Rising Stars as may be required to be allotted and issued pursuant to the exercise of the options granted from time to time under the Rising Stars Share Option Scheme;
 - (d) to consent, if it/he so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Rising Stars Share Option Scheme; and
 - (e) in addition and without prejudice to the foregoing, any one director of Rising Stars be and is hereby authorised for and on behalf of the Company and Rising Stars respectively to enter into, execute and deliver (and affix Rising Stars’ seal or stamp to, if necessary) any and all such transactions, arrangements, deeds, agreements and documents as he may in his absolute discretion consider necessary or expedient involving any and all service providers engaged by or on behalf of Rising Stars from time to time in connection with or for the purposes of the implementation, administration and operation of the Rising Stars Share Option Scheme.”

By Order of the Board
CHIH Yu Yang
Acting Chairman

Hong Kong, 21 April 2021

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Principal Place of Business in Hong Kong:
8th Floor, Peninsula Tower
538 Castle Peak Road
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Notes:

- (a) The register of members of the Company will be closed from Monday, 24 May 2021 to Friday, 28 May 2021, both dates inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Friday, 21 May 2021.
- (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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting.
- (d) With reference to resolution numbers (2) to (4) above, Mr. LAU Siu Ki, Dr. Daniel Joseph MEHAN and Mr. MENG Hsiao-Yi, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting, details of the above Directors are set out in Appendix II to the Company’s circular dated 21 April 2021.
- (e) With reference to resolution number (9) above, shareholders who are management members or employees or third party service providers of the Company and its subsidiaries and their associates (as defined in the Listing Rules) shall abstain from voting on such resolution at the Annual General Meeting, details are set out in the Letter from the Board forming part of the Company’s circular dated 21 April 2021.
- (f) With reference to resolution numbers (10) and (11) above proposing the amendments to the Company’s Procedures for Endorsement and Guarantee as well as Procedures for Loaning of Funds at the Annual General Meeting, details of the proposed amendments are set out in Appendix III to the Company’s circular dated 21 April 2021.
- (g) The ordinary resolutions set out above will be determined by way of poll.
- (h) In view of the recent developments relating to the novel coronavirus disease (COVID-19), the Company strongly recommends the Shareholders to consider appointing the chairman of the meeting as proxy to vote on the relevant resolutions according to their respective voting instructions at the meeting, instead of attending the meeting in person.

As at the date of this notice, 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.