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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) 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, 6 December 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the terms of the seventh supplemental agreement to the framework product supply agreement (formerly known as the framework materials and components supply agreement) (the “**Supplemental Purchase Agreement**”) (a copy of which is tabled at the meeting and marked “A” for identification purposes) dated 9 October 2019 entered into between the Company and Hon Hai and the Company’s execution and delivery thereof be and are hereby approved in all respects;
- (b) the transactions contemplated under the framework product supply agreement (formerly known as the framework materials and components supply agreement) entered into among the Company, 鴻海精密工業股份有限公司 (Hon Hai Precision Industry Co. Ltd., for identification purposes only) (“**Hon Hai**”), Innolux Corporation (an associate of Hon Hai formerly known as Innolux Display Corporation and then Chimei Innolux Corporation) (“**Innolux**”) and 鴻準精密工業股份有限公司 (Foxconn Technology Co. Ltd., for identification purposes only) (an associate of Hon Hai) on 19 January 2005 (as amended by the respective supplemental agreements among the above parties dated 28 February 2006, 24 October 2007 and 19 November 2010, and the respective supplemental agreements between the Company and Hon Hai dated 17 October 2013, 11 August 2016 and 31 July 2017) and further amended by the Supplemental Purchase Agreement (the “**Purchase Transaction**”) for the three years ending 31 December 2022 and the Company’s entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;

- (c) the proposed annual caps as set out in the Company's circular dated 14 November 2019 (the "**Circular**") in respect of the Purchase Transaction for the three years ending 31 December 2022 be and are hereby approved in all respects; and
- (d) any one director of the Company, or any two directors of the Company if affixation of the Company's common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company's common seal to, if necessary) all such other documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Supplemental Purchase Agreement and/or the Purchase Transaction for the three years ending 31 December 2022 and/or the said annual caps."

2. **"THAT:**

- (a) the terms of the third supplemental agreement to the framework lease agreement relating to movable non-real properties (the "**Supplemental Non-real Property Lease Expense Agreement**") (a copy of which is tabled at the meeting and marked "B" for identification purposes) dated 9 October 2019 entered into between the Company and Hon Hai and the Company's execution and delivery thereof be and are hereby approved in all respects;
- (b) the transactions contemplated under the framework lease agreement relating to movable non-real properties entered into between the Company and Hon Hai on 13 June 2013 (as amended by the respective supplemental agreements dated 17 October 2013 and 11 August 2016) and further amended by the Supplemental Non-real Property Lease Expense Agreement (the "**Non-real Property Lease Expense Transaction**") for the three years ending 31 December 2022 and the Company's entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;
- (c) the proposed annual caps as set out in the Circular in respect of the Non-real Property Lease Expense Transaction for the three years ending 31 December 2022 be and are hereby approved in all respects; and
- (d) any one director of the Company, or any two directors of the Company if affixation of the Company's common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company's common seal to, if necessary) all such other documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Supplemental Non-real Property Lease Expense Agreement and/or the Non-real Property Lease Expense Transaction for the three years ending 31 December 2022 and/or the said annual caps."

3. “**THAT:**

- (a) the terms of the fourth supplemental agreement to the framework consolidated services and sub-contracting agreement (the “**Supplemental Consolidated Services and Sub-contracting Expense Agreement**”) (a copy of which is tabled at the meeting and marked “C” for identification purposes) dated 9 October 2019 entered into between the Company and Hon Hai and the Company’s execution and delivery thereof be and are hereby approved in all respects;
- (b) the transactions contemplated under the framework consolidated services and sub-contracting agreement entered into among the Company, Hon Hai, PCE Industry Inc. (a former subsidiary of Hon Hai which had been dissolved) and Sutech Industry Inc. (a wholly-owned subsidiary of the Company) on 24 October 2007 (as amended by the respective supplemental agreements between the Company and Hon Hai dated 19 November 2010, 17 October 2013 and 11 August 2016) and further amended by the Supplemental Consolidated Services and Sub-contracting Expense Agreement (the “**Consolidated Services and Sub-contracting Expense Transaction**”) for the three years ending 31 December 2022 and the Company’s entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;
- (c) the proposed annual caps as set out in the Circular in respect of the Consolidated Services and Sub-contracting Expense Transaction for the three years ending 31 December 2022 be and are hereby approved in all respects; and
- (d) any one director of the Company, or any two directors of the Company if affixation of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company’s common seal to, if necessary) all such other documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Supplemental Consolidated Services and Sub-contracting Expense Agreement and/or the Consolidated Services and Sub-contracting Expense Transaction for the three years ending 31 December 2022 and/or the said annual caps.”

4. “**THAT:**

- (a) the terms of the sixth supplemental agreement to the framework equipment purchase agreement (the “**Supplemental Equipment Purchase Agreement**”) (a copy of which is tabled at the meeting and marked “D” for identification purposes) dated 9 October 2019 entered into between the Company and Hon Hai and the Company’s execution and delivery thereof be and are hereby approved in all respects;
- (b) the transactions contemplated under the framework equipment purchase agreement entered into between the Company and Hon Hai on 18 January 2005 (as amended by the respective supplemental agreements dated 12 January 2006, 24 October 2007, 19 November 2010, 17 October 2013 and 11 August 2016) and further amended by the Supplemental Equipment Purchase Agreement (the “**Equipment**”

**Purchase Transaction**”) for the three years ending 31 December 2022 and the Company’s entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;

- (c) the proposed annual caps as set out in the Circular in respect of the Equipment Purchase Transaction for the three years ending 31 December 2022 be and are hereby approved in all respects; and
- (d) any one director of the Company, or any two directors of the Company if affixation of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company’s common seal to, if necessary) all such other documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Supplemental Equipment Purchase Agreement and/or the Equipment Purchase Transaction for the three years ending 31 December 2022 and/or the said annual caps.”

5. **“THAT:**

- (a) the terms of the sixth supplemental agreement to the framework product sales agreement (the **“Supplemental Product Sales Agreement”**) (a copy of which is tabled at the meeting and marked “E” for identification purposes) dated 9 October 2019 entered into between the Company and Hon Hai and the Company’s execution and delivery thereof be and are hereby approved in all respects;
- (b) the transactions contemplated under the framework product sales agreement entered into among the Company, Hon Hai and Innolux on 18 January 2005 (as amended by the respective supplemental agreements among the above parties dated 28 February 2006, 24 October 2007 and 19 November 2010, and the respective supplemental agreements between the Company and Hon Hai dated 17 October 2013 and 11 August 2016) and further amended by the Supplemental Product Sales Agreement (the **“Product Sales Transaction”**) for the three years ending 31 December 2022 and the Company’s entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;
- (c) the proposed annual caps as set out in the Circular in respect of the Product Sales Transaction for the three years ending 31 December 2022 be and are hereby approved in all respects; and
- (d) any one director of the Company, or any two directors of the Company if affixation of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company’s common seal to, if necessary) all such other documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Supplemental Product Sales Agreement and/or the Product Sales Transaction for the three years ending 31 December 2022 and/or the said annual caps.”

6. “**THAT:**

- (a) the terms of the seventh supplemental agreement to the framework sub-contracting agreement (the “**Supplemental Sub-contracting Income Agreement**”) (a copy of which is tabled at the meeting and marked “F” for identification purposes) dated 9 October 2019 entered into between the Company and Hon Hai and the Company’s execution and delivery thereof be and are hereby approved in all respects;
- (b) the transactions contemplated under the framework sub-contracting agreement entered into between the Company and Hon Hai on 18 January 2005 (as amended by the respective supplemental agreements dated 12 January 2006, 24 October 2007, 19 November 2010, 26 July 2012, 17 October 2013 and 11 August 2016) and further amended by the Supplemental Sub-contracting Income Agreement (the “**Sub-contracting Income Transaction**”) for the three years ending 31 December 2022 and the Company’s entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;
- (c) the proposed annual caps as set out in the Circular in respect of the Sub-contracting Income Transaction for the three years ending 31 December 2022 be and are hereby approved in all respects; and
- (d) any one director of the Company, or any two directors of the Company if affixation of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company’s common seal to, if necessary) all such other documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Supplemental Sub-contracting Income Agreement and/or the Sub-contracting Income Transaction for the three years ending 31 December 2022 and/or the said annual caps.”

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

Hong Kong, 14 November 2019

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

*Head Office:*  
No. 369 Jianshe South Road  
Anci District  
Langfang City  
Hebei Province  
People’s Republic of China

*Principal Place of Business  
in Hong Kong:*  
8th Floor, Peninsula Tower  
538 Castle Peak Road  
Cheung Sha Wan  
Kowloon  
Hong Kong

*Notes:*

- (1) The register of members of the Company will be closed from Monday, 2 December 2019 to Friday, 6 December 2019, both days inclusive, during which period no transfer of shares of the Company (“**Shares**”) will be registered. In order to be entitled to attend and vote at the EGM, 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 Rooms 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, 29 November 2019.
- (2) Any member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and to vote on his/her behalf. 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.
- (3) Where there are joint registered holders of any Share(s), any one of such joint holders may vote, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (4) To be valid, the 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 Company’s branch share registrar 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 scheduled for holding the meeting (or adjourned meeting thereof). Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof if the members so desire.
- (5) In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), Hon Hai, the ultimate controlling shareholder of the Company, and its associates (such term as defined in the Listing Rules) are required to abstain from voting on all the above ordinary resolutions.
- (6) The ordinary resolutions set out above will be determined by way of poll.

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