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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 of the shareholders of FIH Mobile Limited (the “Company”) will be held at Luxembourg Room, 3/F., Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 21 September 2016 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 transactions contemplated under the framework product sales agreement (the “Framework Product Sales 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”) and Innolux Corporation (an associate of Hon Hai formerly known as Innolux Display Corporation and then Chimei Innolux Corporation) (“Innolux”) on 18 January 2005 (as amended by the respective supplemental agreements dated 28 February 2006, 24 October 2007, 19 November 2010 and 17 October 2013) (the “Product Sales Transaction”) for the year ending 31 December 2016 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;
- (b) the proposed annual cap as set out in the circular of the Company dated 1 September 2016 (the “Circular”) in respect of the Product Sales Transaction for the year ending 31 December 2016 be and is hereby approved in all respects; and
- (c) 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 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 Product Sales Transaction for the year ending 31 December 2016 and/or the said annual cap.”

2. **“THAT:**

- (a) the transactions contemplated under the framework consolidated services and sub-contracting agreement (the “Consolidated Services and Sub-contracting Expense Agreement”) entered into among the Company, Hon Hai, PCE Industry Inc. (a subsidiary of Hon Hai) and Sutech Industry Inc. (a wholly-owned subsidiary of the Company) on 24 October 2007 (as amended by the respective supplemental agreements dated 19 November 2010 and 17 October 2013) (the “Consolidated Services and Sub-contracting Expense Transaction”) for the year ending 31 December 2016 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;
- (b) the proposed annual cap as set out in the Circular in respect of the Consolidated Services and Sub-contracting Expense Transaction for the year ending 31 December 2016 be and is hereby approved in all respects; and
- (c) 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 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 Consolidated Services and Sub-contracting Expense Transaction for the year ending 31 December 2016 and/or the said annual cap.”

3. **“THAT:**

- (a) the terms of the fifth supplemental agreement to 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 11 August 2016 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 materials and components supply agreement entered into among the Company, Hon Hai, Innolux and 鴻準精密工業股份有限公司 (Foxconn Technology Company Limited for identification purposes only) (both associates of Hon Hai) on 19 January 2005 (as amended by the respective supplemental agreements dated 28 February 2006, 24 October 2007, 19 November 2010 and 17 October 2013) and further amended by the Supplemental Purchase Agreement (the “Purchase Transaction”) for the three years ending 31 December 2019 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 Purchase Transaction for the three years ending 31 December 2019 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 2019 and/or the said annual caps."

4. **"THAT:**

- (a) the terms of the fifth supplemental agreement to the Framework Product Sales Agreement (the "Supplemental Product Sales Agreement") (a copy of which is tabled at the meeting and marked "B" for identification purposes) dated 11 August 2016 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 Product Sales Transaction contemplated under the Framework Product Sales Agreement (further amended by the Supplemental Product Sales Agreement) for the three years ending 31 December 2019 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 2019 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 2019 and/or the said annual caps."

5. **"THAT:**

- (a) the terms of the second 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 "C" for identification purposes) dated 11 August 2016 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 a supplemental agreement dated 17 October 2013) 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 2019 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 2019 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 2019 and/or the said annual caps.”

6. **“THAT:**

- (a) the terms of the third supplemental agreement to the Consolidated Services and Sub-contracting Expense Agreement (the “Supplemental Consolidated Services and Sub-contracting Expense Agreement”) (a copy of which is tabled at the meeting and marked “D” for identification purposes) dated 11 August 2016 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 Consolidated Services and Sub-contracting Expense Transaction contemplated under the Consolidated Services and Sub-Contracting Expense Agreement (further amended by the Supplemental Consolidated Services and Sub-contracting Expense Agreement) for the three years ending 31 December 2019 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 2019 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 2019 and/or the said annual caps.”

7. **“THAT:**

- (a) the terms of the fifth supplemental agreement to the framework equipment purchase agreement (the “Supplemental Equipment Purchase Agreement”) (a copy of which is tabled at the meeting and marked “E” for identification purposes) dated 11 August 2016 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 and 17 October 2013) and further amended by the Supplemental Equipment Purchase Agreement (the “Equipment Purchase Transaction”) for the three years ending 31 December 2019 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 2019 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 2019 and/or the said annual caps.”

By Order of the Board
TONG Wen-hsin
Chairman

Hong Kong, 1 September 2016

Registered Office:
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Principal Place of Business in Hong Kong:
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Hong Kong

Notes:

- (a) The register of members of the Company will be closed from Monday, 19 September 2016 to Wednesday, 21 September 2016, both dates 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 extraordinary 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 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 Thursday, 15 September 2016.
- (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 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, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding of the extraordinary general meeting or any adjourned meeting.
- (d) 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 (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolutions.
- (e) The ordinary resolutions set out above will be determined by way of poll.

As at the date of this notice, the executive directors of the Company are Messrs. Tong Wen-hsin, Chih Yu Yang and Wang Chien Ho, and the independent non-executive directors of the Company are Messrs. Lau Siu Ki and Chen Fung Ming and Dr. Daniel Joseph Mehan.