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If you have sold or transferred all your shares in FIH Mobile Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**GENERAL MANDATES
TO ISSUE NEW SHARES AND TO BUY-BACK SHARES,
MANDATE TO ISSUE NEW SHARES UNDER THE SHARE SCHEME,
FINAL AND SPECIAL DIVIDENDS,
PROPOSED RE-APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of the Company to be held at Luxembourg Room, 3/F., Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 25 May 2016 at 10:00 a.m. is set out on pages 21 to 26 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

Hong Kong, 15 April 2016

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Responsibility Statement	4
Introduction	5
Issue mandate	5
Buy-back mandate	6
Scheme mandate	6
Proposed declaration and payment of dividends	8
Proposed re-appointment of independent non-executive directors	10
Re-election of directors	11
Annual general meeting	12
Recommendations	12
Appendix I – Explanatory Statement of the Buy-back Mandate	13
Appendix II – Biographical Details of Independent Non-executive Directors to be Re-appointed	16
Appendix III – Biographical Details of Directors subject to Re-election	18
Notice of Annual General Meeting	21

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Luxembourg Room, 3/F., Regal Kowloon Hotel, 71 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 25 May 2016 at 10:00 a.m. or, where the context so admits, any adjournment thereof
“Articles”	the amended and restated articles of association of the Company
“Board”	the board of Directors
“Buy-back Mandate”	the buy-back mandate proposed to be granted to the Directors to buy-back Shares up to 10% of the number of issued shares of the Company as at the date of passing of the resolution approving this buy-back mandate
“Companies Law”	the Companies Law of the Cayman Islands
“Company”	FIH Mobile Limited, a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Dividends”	collectively, the Special Dividend and the Final Dividend
“Eligible Persons”	the employees, directors and other members of senior management, and third party service providers (including without limitation the employees of Hon Hai and its subsidiaries other than the Group), of the Group who or which may be eligible to participate in the Share Scheme in accordance with its terms
“Final Dividend”	US\$0.00869 per Share as recommended by the Board and subject to the approval of Shareholders at the Annual General Meeting, payable in cash to each Qualifying Shareholder
“Foxconn Far East”	Foxconn (Far East) Limited, a limited liability company incorporated in the Cayman Islands and a controlling Shareholder (as defined in the Listing Rules) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hon Hai”	鴻海精密工業股份有限公司 (Hon Hai Precision Industry Co. Ltd. for identification purposes only), a limited liability company incorporated in Taiwan, the shares of which are listed on the Taiwan Stock Exchange Corporation and the ultimate controlling Shareholder of the Company
“Hon Hai Group”	Hon Hai, its subsidiaries and/or associates (as the case may be)
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the issue mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the number of issued shares of the Company as at the date of passing of the resolution approving this issue mandate
“Latest Practicable Date”	Friday, 8 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company
“PRC”	the People’s Republic of China
“Qualifying Shareholders”	Shareholders whose respective names appear on the register of members of the Company as at the close of business on the Record Date in order to be entitled to the proposed Dividends
“Record Date”	Monday, 6 June 2016, being the record date for determining entitlement to the proposed Dividends
“Scheme Mandate”	the scheme mandate proposed to be granted to the Board (or its duly authorised committee, officer(s) or delegate(s)) to allot and issue Shares not exceeding 2% of the number of issued shares of the Company as at the date of passing of the resolution approving this scheme mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of US\$0.04 each in the share capital of the Company

DEFINITIONS

“Share Option Scheme”	the share option scheme of the Company adopted by the Board on 17 October 2013 and by the Shareholders on 26 November 2013, as amended from time to time in accordance with the terms contained therein. The share option scheme will be valid and effective for a period of 10 years until (inclusive of) 25 November 2023
“Share Scheme”	the share scheme of the Company adopted by the Board on 17 October 2013 and by the Shareholders on 26 November 2013, as amended from time to time in accordance with the terms contained therein. The share scheme will be valid and effective for a period of 10 years until (inclusive of) 25 November 2023
“Special Dividend”	US\$0.019 per Share as recommended by the Board and subject to the approval of Shareholders at the Annual General Meeting, payable in cash to each Qualifying Shareholder
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States of America

LETTER FROM THE BOARD

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)

Executive Directors:

TONG Wen-hsin (*Chairman*)

CHIH Yu Yang (*Chief Executive Officer*)

LEE Jer Sheng

Non-executive Director:

LEE Kuo Yu

Independent Non-executive Directors:

LAU Siu Ki

Daniel Joseph MEHAN

CHEN Fung Ming

Registered Office:

Floor 4, Willow House

Cricket Square, P O Box 2804

Grand Cayman KY1-1112

Cayman Islands

Head Office:

No. 18 Youyi Road

Langfang Economic and

Technological Development Zone

Hebei Province

People's Republic of China

Principal Place of Business

in Hong Kong:

8/F., Peninsula Tower

538 Castle Peak Road

Cheung Sha Wan

Kowloon

Hong Kong

15 April 2016

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES
TO ISSUE NEW SHARES AND TO BUY-BACK SHARES,
MANDATE TO ISSUE NEW SHARES UNDER THE SHARE SCHEME,
FINAL AND SPECIAL DIVIDENDS,
PROPOSED RE-APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTORS,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable

LETTER FROM THE BOARD

enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding, among other things, the Issue Mandate, the Buy-back Mandate, the Scheme Mandate, the Dividends, the proposed re-appointment of the relevant independent non-executive Directors as well as the re-election of the relevant Directors.

By resolutions approved by the Shareholders entitled to vote at the annual general meeting of the Company, which were passed on 28 May 2015, general mandates were given to the Directors to allot, issue and deal with the Shares and to exercise the powers of the Company to buy-back its own Shares in accordance with the relevant rules set out in the Listing Rules and the Takeovers Code. These general mandates will lapse at the conclusion of the forthcoming Annual General Meeting unless renewed at that meeting. Ordinary resolutions will therefore be proposed at the Annual General Meeting to renew the general mandates to allot, issue and deal with Shares and to buy-back Shares.

Pursuant to the terms of the Share Scheme, any mandates given to the Board (or its duly authorised committee, officer(s) or delegate(s)) to allot and issue Shares under the Share Scheme will only remain in effect until the conclusion of the forthcoming Annual General Meeting. An ordinary resolution will be proposed at the Annual General Meeting to grant to the Board (or its duly authorised committee, officer(s) or delegate(s)) a new mandate to allot and issue Shares pursuant to the Share Scheme.

ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve and grant the Issue Mandate. The Shares which may be allotted and issued pursuant to the Issue Mandate are up to 20% of the number of issued shares of the Company on the date of passing of the resolution approving the Issue Mandate. In addition, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the Issue Mandate the number of Shares bought-back under the Buy-back Mandate, if granted.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in resolution numbers (10) and (11) in the notice of the Annual General Meeting set out on pages 22 and 23 of this circular. The Issue Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (c) the revocation or variation of the authority given to the Board under the ordinary resolution approving the Issue Mandate by passing of an ordinary resolution of the Shareholders in general meeting.

LETTER FROM THE BOARD

BUY-BACK MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve and grant the Buy-back Mandate. The Shares which may be bought-back pursuant to the Buy-back Mandate are up to 10% of the number of issued shares of the Company on the date of passing of the resolution approving the Buy-back Mandate.

The Buy-back Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (c) the revocation or variation of the authority given to the Board under the ordinary resolution approving the Buy-back Mandate by passing of an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Buy-back Mandate, is set out in Appendix I to this circular.

SCHEME MANDATE

The Share Scheme was adopted by the Board on 17 October 2013 and by the Shareholders on 26 November 2013. The Share Scheme is not subject to the provisions of Chapter 17 of the Listing Rules and provides (among other things) that (a) for grants to the beneficiaries who are not connected persons (as defined in the Listing Rules) of the Company, the trustee for the Share Scheme (who is a professional institution, the “Trustee”) shall subscribe, on behalf of the beneficiaries, for new Shares at nominal value from the Company (the “Subscription”); and (b) for grants to the beneficiaries who are connected persons of the Company, the Trustee shall purchase, on behalf of the beneficiaries, Shares from the market, so that the grants under (a) or (b) above will not constitute connected transactions (as defined in the Listing Rules) of the Company. In accordance with the Share Scheme, the maximum number of Shares which may be subscribed for by the Trustee on behalf of the beneficiaries (other than beneficiaries who are connected persons of the Company), during the period between one annual general meeting and the subsequent annual general meeting, must not exceed 2% of the number of issued shares of the Company as at the date of the earlier annual general meeting. At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, to approve the Scheme Mandate.

The purpose of the Share Scheme is to attract skilled and experienced personnel, to incentivise them to remain with the Group and to give effect to the Group’s customer-focused corporate culture, and to motivate them to strive for the future development and expansion of the Group, by providing them with the opportunity to acquire equity interests in the Company.

The Board (or its duly authorised committee, officer(s) or delegate(s)) may determine as to which of the Eligible Persons (on the basis of the recommendations from the Company’s remuneration committee as delegated and authorised by the Board, including any director or any other member of senior management of the Group) should be entitled to receive grants of Shares under the Share Scheme, together with the number of Shares to which each proposed beneficiary should be entitled.

LETTER FROM THE BOARD

The Scheme Mandate will only remain in effect until whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (c) the revocation or variation of the authority given to the Board (or its duly authorised committee, officer(s) or delegate(s)) under the ordinary resolution approving the Scheme Mandate by passing of an ordinary resolution of the Shareholders in general meeting.

In accordance with the terms of the Share Scheme, any proposed beneficiary to whom any Share is proposed to be granted through the Subscription under the Share Scheme, including such beneficiaries being management members, employees and third party service providers of the Group (but excluding, for the avoidance of doubt, the Directors or any directors of the Company's subsidiaries who will not be entitled under the Share Scheme to receive grants of Shares through the Subscription under the Share Scheme) and his/her associates (as the term is defined in the Listing Rules), shall abstain from voting on the relevant resolution granting the Scheme Mandate at the Annual General Meeting. The Board (or its duly authorised committee, officer(s) or delegate(s)) currently proposes to grant Shares under the Share Scheme to 3,801 beneficiaries comprising management members, employees and third party service providers of the Group, and the total number of Shares proposed to be granted is 140,607,283, representing approximately 1.78% of the number of issued shares of the Company as at the Latest Practicable Date. Shareholders who are management members or employees or third party service providers of the Group (other than Directors or any directors of the Company's subsidiaries who will not be entitled under the Share Scheme to receive grants of Shares through the Subscription) and their associates (as the term is defined in the Listing Rules) shall abstain from voting on the relevant resolution granting the Scheme Mandate at the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,893,703,152 Shares of US\$0.04 each. Subject to passing of the ordinary resolution approving the Scheme Mandate and on the basis that no further Shares will be issued or bought-back prior to the Annual General Meeting and that no Shares will be purchased from the market pursuant to the Share Scheme, exercise in full of the Scheme Mandate will result in up to 2% of the number of issued shares of the Company as at the Latest Practicable Date or 157,874,063 Shares being allotted and issued and the interest of each existing Shareholder will be reduced by approximately 1.96% based on the enlarged number of issued shares of 8,051,577,215 Shares (assuming the number of Shares held by the existing Shareholders remains unchanged). On the basis of the closing price of HK\$3.45 per Share as at the Latest Practicable Date and the Scheme Mandate being exercised in full, the aggregate market value of the 157,874,063 Shares to be allotted and issued pursuant thereto would be approximately HK\$544,665,517. The Company expects that the costs attributable to the grant of any Shares under the Share Scheme will be accounted for by reference to the market value of such Shares at the time of grant. The Company will give due consideration to any financial impact arising from the grant of Shares under the Share Scheme before exercising the Scheme Mandate. Since the date of the last annual general meeting held on 28 May 2015 to the Latest Practicable Date, 104,230,955 Shares were allotted and issued to the Eligible Persons through the Subscription under the Share Scheme.

LETTER FROM THE BOARD

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may be allotted and issued by the Company pursuant to any Subscription under the Share Scheme, representing up to 2% of the number of issued shares of the Company as at the date of passing of the resolution approving the Scheme Mandate.

PROPOSED DECLARATION AND PAYMENT OF DIVIDENDS

As the proposed declaration and payment of the Dividends may or may not be approved by Shareholders at the Annual General Meeting, Shareholders and potential investors are advised to exercise caution in dealing in the Shares.

1. Final Dividend and Special Dividend

The Board has resolved to recommend the declaration and payment to each Qualifying Shareholder of the Final Dividend of US\$0.00869 per Share (which in aggregate amounts to approximately US\$68,599,000), and the Special Dividend of US\$0.019 per Share (which in aggregate amounts to approximately US\$150,000,000), respectively, for the year ended 31 December 2015, subject to the approval of Shareholders at the Annual General Meeting. The proposed aggregate amount of the Dividends is calculated on the basis of 7,893,703,152 Shares in issue as at the Latest Practicable Date.

Subject to the approval of Shareholders at the Annual General Meeting, the Dividends (to be rounded up to two decimal places, if necessary) are expected to be paid in cash on Friday, 17 June 2016, and the Dividend warrants will be despatched to the Qualifying Shareholders on the same date.

The Dividends will be payable in United States dollars save that those Shareholders with a registered address in Hong Kong will receive an equivalent amount in Hong Kong dollars (to be rounded up to two decimal places, if necessary) which will be calculated at the rate of exchange as quoted to the Company by its relevant banker at its middle rate of exchange prevailing on the date of the Annual General Meeting.

2. Condition to Declaration and Payment of Dividends

The declaration and payment of the Dividends are conditional upon the passing of the corresponding ordinary resolutions at the Annual General Meeting.

If the condition set out above is not satisfied, the proposed Dividends will not be declared and paid, and the cash representing the proposed Dividends will be used for the Group's general working capital purposes.

3. Reasons for Proposed Declaration and Payment of Dividends

The Board would like to declare and pay the Dividends to Shareholders to express the Board's gratitude and appreciation of the continuing support from Shareholders throughout the year ended 31 December 2015.

LETTER FROM THE BOARD

In addition, in light of the Group's accumulation of cash and bank balances (including bank deposits), which add up to an aggregate of approximately US\$2,222,524,000 as at 31 December 2015, even with the capital expenditures and investments required to fund and support the Group's continuous growth, the Board has considered that a return of surplus cash to Shareholders will create a more efficient capital structure for the Group's business operations going forward.

Having reviewed and taken into account the Group's future capital needs and cash flow requirements (including working capital commitments, capital expenditures and identifiable investment opportunities) in support of its near-term business operations, the Board has determined that the Group would continue to have surplus cash, of which a portion could be distributed as Dividends to Shareholders in respect of the year ended 31 December 2015 and such distribution is in the interests of the Company and Shareholders as a whole.

4. Closure of Register of Members

In addition to the closure of the Company's register of members for the purposes of the Annual General Meeting as more particularly described in the notice of Annual General Meeting, the register of members of the Company will be closed from Thursday, 2 June 2016 to Monday, 6 June 2016, both dates inclusive, during which period no transfer of Shares will be registered. In order to become a Qualifying Shareholder, 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 Wednesday, 1 June 2016.

LETTER FROM THE BOARD

5. Timetable

Set out below is an indicative timetable showing certain key dates regarding the Dividends for reference:

Event	Hong Kong Date and Time
Despatch of this circular	Friday, 15 April 2016
Annual General Meeting and exchange rate determined for payment of Dividends in Hong Kong dollars	Wednesday, 25 May 2016
Last day of trading in Shares quoted cum-Dividends.....	Monday, 30 May 2016
Last day of trading in Shares quoted ex-Dividends	Tuesday, 31 May 2016
Latest time for lodging Share transfers with the Company's Hong Kong branch share registrar for determining entitlement to the Dividends	4:30 p.m. on Wednesday, 1 June 2016
Closure of the Company's register of members for ascertaining the Qualifying Shareholders	From Thursday, 2 June 2016 to Monday, 6 June 2016
Record Date.....	Monday, 6 June 2016
Re-opening of the Company's register of members	Tuesday, 7 June 2016
Payment of the Dividends and despatch of the Dividend warrants	Friday, 17 June 2016

PROPOSED RE-APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Daniel Joseph MEHAN, an independent non-executive Director, has strong background in information systems, cyber security, business management, marketing initiatives and technology development as well as in-depth understanding of the business operations and affairs of the Group, and has been giving independent guidance, views and comments to the Company over the past years. The current term of appointment of Dr. Mehan with the Company as an independent non-executive Director will end on 23 July 2016, and if he were to continue with his appointment, he would be serving on the Board for more than nine years from 24 July 2016. Having received written confirmation from Dr. Mehan of his independence pursuant to Rule 3.13 of the Listing Rules, and taking into account that Dr. Mehan has not been involved in the daily operations and management of the Group during the years that he has been a Director, the Board considers that Dr. Mehan's long service with the Company as an independent non-executive Director has not and will not affect his effective exercise of independent judgment, and hence, he has remained and will continue to remain independent. Accordingly, the Board recommends Dr. Mehan to be re-appointed as an independent non-executive Director for a further term of three years from 24 July 2016 to 23 July 2019 (both

LETTER FROM THE BOARD

dates inclusive), subject to retirement and re-election under the Articles. Under the proposed re-appointment, Dr. Mehan will be entitled to a fee for his services as an independent non-executive Director of HK\$20,000 per month (less any necessary statutory deductions). The aforesaid fee was determined by the Board mainly based on Dr. Mehan's duties and responsibilities with the Company, his contribution to the Company and the prevailing market practice.

Mr. LAU Siu Ki, an independent non-executive Director, has extensive experience in corporate finance, financial advisory and management, accounting and auditing as well as in-depth understanding of the business operations and affairs of the Group, and has been giving independent guidance, views and comments to the Company over the past years. The current term of appointment of Mr. Lau with the Company as an independent non-executive Director will end on 30 November 2016, and if he were to continue with his appointment, he was serving on the Board for more than nine years. Having received written confirmation from Mr. Lau of his independence pursuant to Rule 3.13 of the Listing Rules, and taking into account that Mr. Lau has not been involved in the daily operations and management of the Group during the years that he has been a Director, the Board considers that Mr. Lau's long service with the Company as an independent non-executive Director has not and will not affect his effective exercise of independent judgment, and hence, he has remained and will continue to remain independent. Accordingly, the Board recommends Mr. Lau to be re-appointed as an independent non-executive Director for a further term of three years from 1 December 2016 to 30 November 2019 (both dates inclusive), subject to retirement and re-election under the Articles. Under the proposed re-appointment, Mr. Lau will be entitled to a fee for his services as an independent non-executive Director of HK\$20,000 per month (less any necessary statutory deductions) as well as an allowance for his services as the chairman of the audit committee, remuneration committee and nomination committee respectively of the Company of HK\$6,000 per month (less any necessary statutory deductions). The aforesaid fee and allowance were determined by the Board mainly based on Mr. Lau's duties and responsibilities with the Company, his contribution to the Company and the prevailing market practice.

According to the code provision contained in paragraph A.4.3 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules, the proposed re-appointment of Dr. Mehan and Mr. Lau as independent non-executive Directors should be subject to separate resolutions to be approved by the Shareholders. Accordingly, ordinary resolutions will be proposed at the Annual General Meeting to approve such proposed re-appointment. As at the Latest Practicable Date, having made all reasonable enquiries, the Company is not aware that any Shareholder is required to abstain from voting on such ordinary resolutions as set out in the notice of the Annual General Meeting.

The biographical details of Dr. Mehan and Mr. Lau are set out in Appendix II to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to article 112 of the Articles, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding one-third) shall retire from office by rotation at each annual general meeting of the Company

LETTER FROM THE BOARD

provided that every Director shall be subject to retirement by rotation at least once every three years. In accordance with article 112 of the Articles, Messrs. TONG Wen-hsin and CHIH Yu Yang will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election at such meeting.

The biographical details of Mr. Tong and Mr. Chih are set out in Appendix III to this circular.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 21 to 26 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other things, the granting of the Issue Mandate, the Buy-back Mandate and the Scheme Mandate, the declaration and payment of the Dividends, the re-appointment of the relevant independent non-executive Directors as well as the re-election of the relevant Directors.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not the Shareholders are able to attend the Annual General Meeting, the Shareholders are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting in person if they so wish.

RECOMMENDATIONS

The Board considers that (a) the granting of the Issue Mandate and the Buy-back Mandate; (b) the granting of the Scheme Mandate; (c) the declaration and payment of the Dividends; (d) the re-appointment of the relevant independent non-executive Directors; and (e) the re-election of the relevant Directors to be proposed at the Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
For and on behalf of the Board
TONG Wen-hsin
Chairman

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Buy-back Mandate.

LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy-back their fully-paid up shares on the Stock Exchange subject to certain restrictions.

SHAREHOLDERS' APPROVAL

The Listing Rules provide that all on-market share buy-backs by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by specific approval of a particular transaction or by a general mandate to the directors of the company to make such buy-backs.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,893,703,152 Shares of US\$0.04 each. Subject to passing of the ordinary resolution approving the Buy-back Mandate and on the basis that no further Shares will be issued, purchased or bought-back prior to the Annual General Meeting, exercise in full of the Buy-back Mandate can result in up to 789,370,315 Shares being bought-back by the Company during the period from 25 May 2016, being the date of the Annual General Meeting, up to the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (iii) the revocation or variation of the authority given to the Board under the ordinary resolution approving the Buy-back Mandate by passing of an ordinary resolution of the Shareholders in general meeting.

REASONS FOR BUY-BACK

The Directors believe that it is in the interests of the Company and its Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to buy-back Shares in the market. This will effectively alleviate the extra burden of the Share Scheme and the Share Option Scheme on the Company's financial results.

FUNDING OF BUY-BACK

Buy-back must be made out of funds which are legally available for such purpose in accordance with all applicable laws of the Cayman Islands and the Memorandum and Articles of Association.

Any buy-back by the Company may be made out of the profits of the Company or out of a fresh issue of Shares made for the purpose of the buy-back or, if authorised by the Memorandum and Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the buy-back, out of the profits of the Company or

from sums standing to the credit of the share premium account of the Company or, if authorised by the Memorandum and Articles of Association and subject to the Companies Law, out of capital.

The Directors consider that the exercise in full of the Buy-back Mandate to buy-back Shares might have a material adverse impact on the working capital or the gearing position of the Company as compared with its financial position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2015. However, no buy-back will be made in circumstances that may have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider that such buy-backs are in the best interests of the Company notwithstanding such material adverse impact.

SHARE PRICES

The monthly highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Share Prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	4.339	3.816
May	4.533	3.758
June	5.000	4.290
July	4.800	3.800
August	4.140	3.310
September	3.920	3.350
October	3.920	3.500
November	3.750	3.420
December	3.630	2.740
2016		
January	3.010	2.720
February	2.900	2.560
March	3.500	2.760
April (up to the Latest Practicable Date)	3.580	3.350

THE TAKEOVERS CODE

If as a result of a buy-back of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of

Shareholders acting in concert, depending on the level of increase of shareholding interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Hon Hai (through Foxconn Far East) was interested in a total of 5,081,034,525 Shares, representing approximately 64.37% of the total number of issued shares of the Company as at such date. In the event that the Company exercises the Buy-back Mandate in full, assuming that the number of the issued Shares of the Company remains at 7,893,703,152 Shares and there is no alteration to the existing shareholding of Hon Hai and Foxconn Far East, the indirect shareholding of Hon Hai in the Company will increase to approximately 71.52%. The Directors are not aware of any consequence that would give rise to an obligation on the part of Hon Hai to make a mandatory offer under rule 26 of the Takeovers Code. Also, the Directors have no present intention to buy-back Shares to an extent which will result in the number of Shares held by the public being reduced to less than 25%.

DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their close associates (as the term is defined in the Listing Rules), has any present intention to sell Shares to the Company or its subsidiaries if the Buy-back Mandate is approved by the Shareholders.

No core connected person (as the term is defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company and no such person has undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange, so far as the same may be applicable, to exercise the power of the Company conferred to it under the Buy-back Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands.

BUY-BACK MADE BY THE COMPANY

No Share has been bought-back by the Company in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

The following are the particulars of the two independent non-executive Directors proposed to be re-appointed at the Annual General Meeting:

1. **Dr. Daniel Joseph MEHAN** (Mr.), American and aged 71, joined the Company as an independent non-executive Director in July 2007. He is a member of the audit committee, remuneration committee and nomination committee respectively of the Company. He was the chief information officer of the Federal Aviation Administration from 1999 to 2005. Prior to that, Dr. Mehan was senior level executive who held a variety of leadership positions at AT&T for over 20 years, including international vice president and international chief information officer. Dr. Mehan has strong background in information systems, cyber security, business management, marketing initiatives and technology development. Dr. Mehan received both his Ph.D. in Operations Research and Master of Science in Systems Engineering from University of Pennsylvania, US.

Save as disclosed in this Appendix, he did not hold any directorship in listed public companies in the past three years up to the Latest Practicable Date.

Pursuant to the letter of appointment entered into between Dr. Mehan and the Company, Dr. Mehan's appointment is for a term of three years ending on 23 July 2016, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Save as disclosed in this Appendix, Dr. Mehan does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Dr. Mehan did not have any interest in the Shares within the meaning of Part XV of the SFO.

Dr. Mehan is entitled to a fee for his services as an independent non-executive Director of HK\$20,000 per month (less any necessary statutory deductions). The aforesaid fee was determined by the Board mainly based on Dr. Mehan's duties and responsibilities with the Company, his contribution to the Company and the prevailing market practice. For the financial year ended 31 December 2015, the total amount of Dr. Mehan's fees in his capacity as an independent non-executive Director was approximately US\$31,000.

In relation to the proposed re-appointment of Dr. Mehan as an independent non-executive Director, save as disclosed above, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

2. **LAU Siu Ki** (Mr.), Chinese (Hong Kong) and aged 57, joined the Company as an independent non-executive Director in December 2004. He is the chairman of the audit committee, remuneration committee and nomination committee respectively of the Company. He has over 30 years of experience in corporate finance, financial advisory and management, accounting and auditing. Mr. Lau is currently a financial advisory consultant running his own management consultancy firm, Hin Yan Consultants Limited. Previously, Mr. Lau worked at Ernst & Young for over 15 years. He graduated from Hong Kong Polytechnic in 1981. Mr. Lau is a member of

both the Association of Chartered Certified Accountants (“ACCA”) and Hong Kong Institute of Certified Public Accountants. Mr. Lau was a member of the World Council of ACCA from 2002 to 2011 and was the chairman of ACCA Hong Kong in 2000/2001. During these years, he has helped raising the profile of ACCA. Mr. Lau also serves as an independent non-executive director of Binhai Investment Company Limited, China Medical & HealthCare Group Limited (formerly known as COL Capital Limited), Comba Telecom Systems Holdings Limited, Embry Holdings Limited, Samson Holding Ltd. and TCL Communication Technology Holdings Limited, whose shares are listed on the Stock Exchange. He is also an independent supervisor of Beijing Capital International Airport Co., Ltd., whose shares are listed on the Stock Exchange. Mr. Lau also serves as company secretary of Yeebo (International Holdings) Limited and Hung Fook Tong Group Holdings Limited (whose shares are listed on the Stock Exchange) and Expert Systems Holdings Limited (whose shares will be listed on the Stock Exchange). He resigned as an independent non-executive director of UKF (Holdings) Limited, whose shares are listed on the Stock Exchange, effective 15 March 2016.

Save as disclosed in this Appendix, he did not hold any directorship in listed public companies in the past three years up to the Latest Practicable Date.

Pursuant to the letter of appointment entered into between Mr. Lau and the Company, Mr. Lau’s appointment is for a term of three years ending on 30 November 2016, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Save as disclosed in this Appendix, Mr. Lau does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Lau did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Lau is entitled to a fee for his services as an independent non-executive Director of HK\$20,000 per month (less any necessary statutory deductions) as well as an allowance for his services as the chairman of the audit committee, remuneration committee and nomination committee respectively of the Company of HK\$6,000 per month (less any necessary statutory deductions). The aforesaid fee and allowance were determined by the Board mainly based on Mr. Lau’s duties and responsibilities with the Company, his contribution to the Company and the prevailing market practice. For the financial year ended 31 December 2015, the total amount of Mr. Lau’s fees in his capacity as an independent non-executive Director as well as his allowances in his capacities as the chairman of the audit committee, remuneration committee and nomination committee respectively of the Company was approximately US\$40,000.

In relation to the proposed re-appointment of Mr. Lau as an independent non-executive Director, saved as disclosed above, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The following are the particulars of the two Directors proposed to be re-elected at the Annual General Meeting:

1. **TONG Wen-hsin** (Mr.), Chinese (Taiwan) and aged 50, is now the Chairman and an executive Director of the Company. He has over 24 years of experience in the investment banking, finance and information technology fields as well as general management experience. He joined the Company as director of investments and investor relations in July 2004 and has been a member of the Company's senior management team since then. During the period from May to December 2012, he was the head overseeing and supervising the respective functions and responsibilities of different departments of the Company, including its investment management, investor relations, accounting/tax, finance, business control, operation management, legal and compliance, company secretarial and internal audit services departments. Mr. Tong is the chairman of Chiun Mai Communication Systems, Inc. ("CMCS"), a subsidiary of the Company in Taiwan. He is also a director of certain other subsidiaries of the Company, namely FIH Co., Ltd. and Fu Hong Enterprises Limited respectively. He resigned as a director of Ways Technical Corp., Ltd., a limited company incorporated in Taiwan and whose shares are traded on the Taiwan OTC Exchange, effective 25 June 2013. Before joining the Company, Mr. Tong worked at ABN AMRO Rothschild, where he was a director of the equity capital markets department, responsible for capital raising and underwriting of various equity and equity-linked issues of Asian corporate clients. Prior to that, he worked in the equity capital markets department of Jardine Fleming and Robert Fleming (which is now part of JP Morgan) in Hong Kong and London, as well as in the marketing and sales departments of International Business Machines Corporation in Taiwan. Mr. Tong holds a MBA degree from London Business School, United Kingdom, which he obtained in 1995.

Save as disclosed in this Appendix, he did not hold any directorship in listed public companies in the past three years up to the Latest Practicable Date.

Pursuant to the letter of appointment entered into between Mr. Tong and the Company, Mr. Tong's appointment is for a term of three years ending on 25 July 2018, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Save as disclosed in this Appendix, Mr. Tong does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Tong was interested in 2,633,266 Shares (including 1,300,761 Shares which are issuable upon vesting of the share grants granted under the Share Scheme) and 212,117 shares in Hon Hai (an associated corporation of the Company within the meaning of Part XV of the SFO). Save as disclosed above, as at the Latest Practicable Date, Mr. Tong did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Tong is entitled to annual emoluments consisting of basic salary of HK\$1,440,000 and a discretionary bonus to be determined by the Board from time to time with reference to the Company's performance, his duties and responsibilities with the Company, his contribution to the Company and the prevailing market practice. For the financial year ended 31 December 2015, the total amount of Mr. Tong's emoluments in his capacity as the Chairman and an executive Director was approximately US\$805,000.

In relation to the re-election of Mr. Tong as Director, save as disclosed above, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

2. **CHIH Yu Yang** (Mr.), Chinese (Taiwan) and aged 57, joined the Company as an executive Director in August 2009. He is the chief executive officer and the chairman of the corporate governance committee respectively of the Company. Mr. Chih is a director of CMCS, a subsidiary of the Company in Taiwan which is the primary mobile handset design services arm of the Group. Mr. Chih joined the Group in 2005 when the Group acquired CMCS. Prior to that, Mr. Chih was the founder of CMCS since its establishment in 2001. He is also a director of certain other subsidiaries of the Company, namely Evenwell Digitech Inc., Execustar International Limited, FIH Technology Korea Ltd., Greater Success Investments Limited and Transworld Holdings Limited respectively. He has 36 years of extensive experience in the communication industries. From 1997 to 2001, Mr. Chih was the vice president and general manager of Communication B.U. in BenQ (formerly Acer Communication and Multimedia, Inc.) where he was responsible for BenQ's cellular phone business. Prior to that, he held various engineering and managerial positions in companies including ITT Corporation, GTE Corporation and Rockwell Semiconductor Systems. Mr. Chih obtained a Bachelor of Science degree in Electrical Engineering from National Tsing Hua University in Taiwan in 1980.

Save as disclosed in this Appendix, he did not hold any directorship in listed public companies in the past three years up to the Latest Practicable Date.

Pursuant to the letter of appointment entered into between Mr. Chih and the Company, Mr. Chih's appointment is for a term of three years ending on 27 August 2018, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Save as disclosed in this Appendix, Mr. Chih does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Chih was interested in 11,975,955 Shares (including 3,251,902 Shares which are issuable upon vesting of the share grants granted under the Share Scheme), 2,141,995 shares in Hon Hai (an associated corporation of the Company within the meaning of Part XV of the SFO) and 1,000 shares in CMCS (an

associated corporation of the Company within the meaning of Part XV of the SFO). Save as disclosed above, as at the Latest Practicable Date, Mr. Chih did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chih is entitled to annual emoluments consisting of basic salary of NT\$3,600,000 and a discretionary bonus to be determined by the Board from time to time with reference to the Company's performance, his duties and responsibilities with the Company, his contribution to the Company and the prevailing market practice. For the financial year ended 31 December 2015, the total amount of Mr. Chih's emoluments in his capacity as the chief executive officer and an executive Director was approximately US\$5,100,000.

In relation to the re-election of Mr. Chih as Director, save as disclosed above, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



FIH Mobile Limited

富智康集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2038)

NOTICE IS HEREBY GIVEN that the Annual 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, 25 May 2016 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 2015 together with the reports of the directors and the independent auditors thereon.
- (2) To declare and pay a final dividend of US\$0.00869 per ordinary share of the Company for the year ended 31 December 2015.
- (3) To declare and pay a special dividend of US\$0.019 per ordinary share of the Company for the year ended 31 December 2015.
- (4) To re-appoint Dr. Daniel Joseph MEHAN as an independent non-executive director of the Company for a further term of three years from 24 July 2016 to 23 July 2019 (both dates inclusive) upon and subject to such terms and conditions as the Chairman of the board of directors of the Company may in his absolute discretion determine, who is also hereby authorised for and on behalf of the Company to enter into, execute and deliver the letter of appointment with Dr. Mehan setting out such terms and conditions.
- (5) To re-appoint Mr. LAU Siu Ki as an independent non-executive director of the Company for a further term of three years from 1 December 2016 to 30 November 2019 (both dates inclusive) upon and subject to such terms and conditions as the Chairman of the board of directors of the Company may in his absolute discretion determine, who is also hereby authorised for and on behalf of the Company to enter into, execute and deliver the letter of appointment with Mr. Lau setting out such terms and conditions.
- (6) To re-elect Mr. TONG Wen-hsin as director and authorise the board of directors of the Company to fix his remuneration.
- (7) To re-elect Mr. CHIH Yu Yang as director and authorise the board of directors of the Company to fix his remuneration.
- (8) To re-appoint auditors and authorise the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTIONS

(9) “**THAT:**

- (a) subject to resolution number (9)(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 (9)(a) above shall not exceed 10 percent of the total number of the issued shares of the Company 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.”

(10) “**THAT:**

- (a) subject to resolution number (10)(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 and to make or grant offers, agreements, options (including bonds, warrants 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, subject to and in accordance with all applicable laws and requirements of the Listing Rules, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in resolution number (10)(a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants 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 allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with, by the Directors pursuant to the approval in resolution numbers (10)(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 the issued shares of the Company 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 (9)(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).”
- (11) “**THAT** subject to the passing of the resolution numbers (9) and (10) above, the general mandate granted to the Directors to allot, issue and deal with any additional Shares pursuant to resolution number (10) 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 (9) above, provided that such number of Shares so bought-back shall not exceed 10 percent of the total number of the issued shares of the Company on the date of passing of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

(12) “**THAT:**

- (a) subject to resolution number (12)(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 (12)(a) above shall not exceed 2 percent of the total number of the issued shares of the Company 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.”

By Order of the Board
TONG Wen-hsin
Chairman

Hong Kong, 15 April 2016

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:

Floor 4, Willow House
Cricket Square, P O Box 2804
Grand Cayman KY1-1112
Cayman Islands

Head Office:

No. 18 Youyi Road
Langfang Economic and
Technological Development Zone
Hebei Province
People's Republic of China

*Principal Place of Business
in Hong Kong:*

8/F., 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, 23 May 2016 to Wednesday, 25 May 2016, 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 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, 20 May 2016.
- (b) The register of members of the Company will be closed from Thursday, 2 June 2016 to Monday, 6 June 2016, both dates inclusive, during which period no transfer of Shares will be registered. In order to be qualified for the final dividend and the special dividend, 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 Wednesday, 1 June 2016.
- (c) 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.
- (d) 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 Annual General Meeting or any adjourned meeting.
- (e) With reference to resolution numbers (4) and (5) above regarding the re-appointment of Dr. Daniel Joseph MEHAN and Mr. LAU Siu Ki as independent non-executive Directors of the Company, the biographical details of Dr. Mehan and Mr. Lau are set out in Appendix II to the circular dated 15 April 2016.
- (f) With reference to resolution numbers (6) and (7) above, Messrs. TONG Wen-hsin and CHIH Yu Yang, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting. Biographical details of Mr. Tong and Mr. Chih are set out in Appendix III to the circular dated 15 April 2016.

NOTICE OF ANNUAL GENERAL MEETING

- (g) With reference to resolution number (12) 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 circular dated 15 April 2016.
- (h) The ordinary resolutions set out above will be determined by way of poll.