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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<sup>®</sup> 富智康<sup>™</sup>**

**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,  
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 Thursday, 28 May 2015 at 10:00 a.m. is set out on pages 17 to 21 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, 10 April 2015

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## 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 Thursday, 28 May 2015 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 issued share capital 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\$0.00544 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 issued share capital of the Company as at the date of passing of the resolution approving this issue mandate
“Latest Practicable Date”	Tuesday, 31 March 2015, 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, 8 June 2015, 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 issued share capital 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\$0.01926 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**<sup>®</sup> 富智康<sup>™</sup>

**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

10 April 2015

*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,  
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 enquiries, confirm that to the best of their knowledge and belief the information contained in

## LETTER FROM THE BOARD

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 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 29 May 2014, 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 issued share capital 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 (8) and (9) in the notice of the Annual General Meeting set out on pages 18 and 19 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 issued share capital 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 Company’s issued share capital 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 4,605 beneficiaries comprising management members, employees and third party service providers of the Group, and the total number of Shares proposed to be granted is 142,692,048, representing approximately 1.83% of the issued share capital 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 7,789,472,197 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 issued share capital of the Company as at the Latest Practicable Date or 155,789,443 Shares being allotted and issued and the interest of each existing Shareholder will be reduced by approximately 1.96% based on the enlarged issued share capital of 7,945,261,640 Shares (assuming the number of Shares held by the existing Shareholders remains unchanged). On the basis of the closing price of HK\$4.11 per Share as at the Latest Practicable Date and the Scheme Mandate being exercised in full, the aggregate market value of the 155,789,443 Shares to be allotted and issued pursuant thereto would be approximately HK\$640,294,611. 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 29 May 2014 to the Latest Practicable Date, 10,170,697 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 issued share capital 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\$0.00544 per Share (which in aggregate amounts to approximately US\$42,359,000), and the Special Dividend of US\$0.01926 per Share (which in aggregate amounts to approximately US\$150,000,000), respectively, for the year ended 31 December 2014, subject to the approval of Shareholders at the Annual General Meeting. The proposed aggregate amount of the Dividends is calculated on the basis of 7,789,472,197 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 Thursday, 18 June 2015, 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**

2015 marks the tenth anniversary of the Company's listing of its Shares on the Main Board of the Stock Exchange in February 2005. The Board would like to take this opportunity to declare and pay the Dividends to Shareholders to express the Board's gratitude and appreciation of the continuing support from Shareholders throughout the years.

## 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\$2,367,926,000 as at 31 December 2014, 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 2014 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, 4 June 2015 to Monday, 8 June 2015, both days 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, 3 June 2015.

#### 5. Timetable

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

<b>Event</b>	<b>Hong Kong Date and Time</b>
Despatch of this circular . . . . .	Friday, 10 April 2015
Annual General Meeting and exchange rate determined for payment of Dividends in Hong Kong dollars . . . . .	Thursday, 28 May 2015
Last day of trading in Shares quoted cum-Dividends . . . . .	Monday, 1 June 2015
Last day of trading in Shares quoted ex-Dividends . . . . .	Tuesday, 2 June 2015

## LETTER FROM THE BOARD

<b>Event</b>	<b>Hong Kong Date and Time</b>
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, 3 June 2015
Closure of the Company's register of members for ascertaining the Qualifying Shareholders . . . . .	From Thursday, 4 June 2015 to Monday, 8 June 2015
Record Date . . . . .	Monday, 8 June 2015
Re-opening of the Company's register of members . . . . .	Tuesday, 9 June 2015
Payment of the Dividends and despatch of the Dividend warrants . . . . .	Thursday, 18 June 2015

### 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 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, Mr. LAU Siu Ki and Dr. Daniel Joseph MEHAN will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election at such meeting.

Details of the Directors who are prepared to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 17 to 21 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 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.

## LETTER FROM THE BOARD

### 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; and (d) 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 7,789,472,197 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 778,947,219 Shares being bought-back by the Company during the period from 28 May 2015, 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 2014. 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>
2014		
March	4.84	4.10
April	4.55	4.08
May	4.42	3.75
June	5.00	4.26
July	4.96	4.36
August	4.59	4.22
September	4.48	3.93
October	4.18	3.80
November	4.27	3.99
December	4.03	3.40
2015		
January	3.82	3.43
February	3.75	3.46
March (31 March 2015, being the Latest Practicable Date)	4.26	3.49

### 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 65.23% of the total issued share capital 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 7,789,472,197 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 72.48%. 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 Directors proposed to be re-elected at the Annual General Meeting:

1. **LAU Siu Ki** (Mr.), Chinese (Hong Kong) and aged 56, 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, 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 was appointed as an independent supervisor of Beijing Capital International Airport Co., Ltd., whose shares are listed on the Stock Exchange, effective 30 June 2014. Mr. Lau was also appointed as an independent non-executive director of UKF (Holdings) Limited, whose shares are listed on the Stock Exchange, effective 16 March 2015.

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 2014, 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 re-election of Mr. Lau as 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.

2. **Dr. Daniel Joseph MEHAN** (Mr.), American and aged 70, 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 was 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 2014, 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 re-election of Dr. Mehan 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 Thursday, 28 May 2015 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 2014 together with the reports of the directors and the independent auditors thereon.
- (2) To declare and pay a final dividend of US\$0.00544 per ordinary share of the Company for the year ended 31 December 2014.
- (3) To declare and pay a special dividend of US\$0.01926 per ordinary share of the Company for the year ended 31 December 2014.
- (4) To re-elect Mr. LAU Siu Ki as director and authorise the board of directors of the Company to fix his remuneration.
- (5) To re-elect Dr. Daniel Joseph MEHAN as director and authorise the board of directors of the Company to fix his remuneration.
- (6) To re-appoint auditors and authorise the board of directors of the Company to fix their remuneration.

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

**ORDINARY RESOLUTIONS**

- (7) “**THAT:**
  - (a) subject to resolution number (7)(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;

## NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount 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 (7)(a) above shall not exceed 10 percent of the total nominal amount of the share capital of the Company in issue 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.”

(8) “**THAT:**

- (a) subject to resolution number (8)(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;
- (b) the approval in resolution number (8)(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 nominal amount 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 (8)(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

## NOTICE OF ANNUAL GENERAL MEETING

of association of the Company, shall not exceed 20 percent of the total nominal amount of the share capital of the Company in issue 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 (7)(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).”

(9) “**THAT** subject to the passing of the resolution numbers (7) and (8) above, the general mandate granted to the Directors to allot, issue and deal with any additional Shares pursuant to resolution number (8) above be and is hereby extended by the addition thereto of the total nominal amount of Shares which may be bought-back by the Company under the authority granted pursuant to resolution number (7) above, provided that such amount of Shares so bought-back shall not exceed 10 percent of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

(10) “**THAT**:

(a) subject to resolution number (10)(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 nominal amount 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 (10)(a) above shall not exceed 2 percent of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and

## NOTICE OF ANNUAL GENERAL MEETING

(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, 10 April 2015

*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 Tuesday, 26 May 2015 to Thursday, 28 May 2015, both days 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, 22 May 2015.

## NOTICE OF ANNUAL GENERAL MEETING

- (b) The register of members of the Company will be closed from Thursday, 4 June 2015 to Monday, 8 June 2015, both days 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, 3 June 2015.
- (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, Mr. LAU Siu Ki and Dr. Daniel Joseph MEHAN, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting. Biographical details of the above Directors are set out in Appendix II to the circular dated 10 April 2015.
- (f) With reference to resolution number (10) 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 10 April 2015.
- (g) The ordinary resolutions set out above will be determined by way of poll.