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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 the transferee or to the licensed bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)

**CONTINUING CONNECTED TRANSACTION**

**Financial adviser**



**REORIENT Financial Markets Limited**

**Independent financial adviser to  
the Independent Board Committee and the Independent Shareholders**



**First Shanghai Capital Limited**

A letter from the board of directors of FIH Mobile Limited is set out on pages 4 to 9 of this circular. A letter from the Independent Board Committee (as defined herein) containing its advice to the Independent Shareholders (as defined herein) is set out on page 10 of this circular. A letter from First Shanghai Capital Limited containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 11 to 18 of this circular.

A notice convening the extraordinary general meeting of the Company to be held at 3rd Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 24 October 2014 at 10:00 a.m. is set out on pages 23 and 24 of this circular. Whether or not you are able to attend the extraordinary 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 of the extraordinary general meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the extraordinary general meeting in person should you so wish.

Hong Kong, 7 October 2014

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## DEFINITIONS

*In this circular, the following terms shall have the meanings set out below unless the context requires otherwise:*

“Announcement”	the announcement of the Company dated 12 September 2014 regarding, among other things, the Purchase Transaction and the Proposed Annual Caps
“Approved Vendor(s)”	supplier(s) of materials and components for the manufacture of handsets as approved by the customer(s) of the Group
“associate(s)”	having the meaning as defined in the Listing Rules
“Board”	the board of Directors
“Company”	FIH Mobile Limited, a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Friday, 24 October 2014 at 10:00 a.m. to approve the Purchase Transaction and the Proposed Annual Caps, or where the context so admits, any adjournment thereof
“First Shanghai”	First Shanghai Capital Limited, a licensed corporation under the SFO to carry out type 6 (advising on corporate finance) regulated activity, which has been appointed by the Company as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the Purchase Transaction and the Proposed Annual Caps
“Former Share Option Scheme”	the share option scheme of the Company adopted by the Board on 12 January 2005
“Former Share Scheme”	the share scheme of the Company adopted by the Board on 12 January 2005, as amended by the Shareholders on 4 August 2006 and further amended by the Board on 29 October 2009
“Group”	the Company and/or its subsidiaries (as the case may be)
“Hon Hai”	鴻海精密工業股份有限公司 (Hon Hai Precision Industry Co. Ltd. for identification purposes only), the ultimate controlling shareholder of the Company
“Hon Hai Group”	Hon Hai, its subsidiaries and/or associates (as the case may be)

## DEFINITIONS

“Independent Board Committee”	the independent board committee established by the Board to consider the Purchase Transaction and the Proposed Annual Caps
“Independent Shareholders”	Shareholders other than Hon Hai and its associates
“Latest Practicable Date”	29 September 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time
“New Share Scheme”	the share scheme of the Company adopted by the Board on 17 October 2013 and by the Shareholders on 26 November 2013
“percentage ratios”	the percentage ratios calculated based on the requirements under Rule 14.07 of the Listing Rules
“Proposed Annual Caps”	the proposed annual caps for the Purchase Transaction for the three years ending 31 December 2016
“Purchase Agreement”	the framework materials and components supply agreement entered into among the Company, Hon Hai, Innolux Corporation (formerly known as Innolux Display Corporation and then Chimei Innolux Corporation) and 鴻準精密工業股份有限公司 (Foxconn Technology Company Limited for identification purposes only) (both associates of Hon Hai) on 19 January 2005 (as amended by the respective supplemental agreements dated 28 February 2006, 24 October 2007, 19 November 2010 and 17 October 2013)
“Purchase Transaction”	purchase of materials and components by the Group from the Hon Hai Group contemplated under the Purchase Agreement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	the holders of the Shares
“Shares”	the ordinary shares of US\$0.04 each of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

## DEFINITIONS

“subsidiary(ies)”	having the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“US\$”	United States dollars, the lawful currency of the United States of America
“3C”	computer, communication and consumer electronics

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:*

8th Floor, Peninsula Tower  
538 Castle Peak Road  
Cheung Sha Wan  
Kowloon  
Hong Kong

7 October 2014

Dear Shareholders,

**CONTINUING CONNECTED TRANSACTION**

**INTRODUCTION**

The Group is a vertically integrated manufacturing service provider for the handset industry worldwide. It provides a wide range of manufacturing services to its customers in connection with the production of handsets.

The Hon Hai Group is the leading global manufacturing service provider in the 3C industries. Hon Hai is the ultimate controlling shareholder of the Company holding approximately 65.37% of the issued share capital of the Company as at the Latest Practicable Date.

The Group from time to time has been carrying out, among other things, the Purchase Transaction with the Hon Hai Group.

## LETTER FROM THE BOARD

As stated in the Announcement, the Company has proposed to increase the existing annual caps for the Purchase Transaction for the three years ending 31 December 2016 to the Proposed Annual Caps in anticipation of additional purchases of materials and components from the Hon Hai Group in view of certain new handset manufacturing projects of the Group.

The Purchase Transaction constitutes a continuing connected transaction for the Company under the Listing Rules. The Purchase Transaction and the Proposed Annual Caps are subject to the Independent Shareholders' approval as more particularly described in the paragraph headed "Listing Rules Implications" below. The Company has established the Independent Board Committee to advise the Independent Shareholders and has appointed First Shanghai as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

The purpose of this circular is to provide the Shareholders with information regarding the Purchase Transaction and the Proposed Annual Caps and to seek approval of the Independent Shareholders in respect of the ordinary resolution set out in the notice of the EGM on pages 23 and 24 of this circular. The recommendation of the Independent Board Committee to the Independent Shareholders in respect of the aforesaid is set out on page 10 of this circular. The letter from First Shanghai to the Independent Board Committee and the Independent Shareholders containing its advice in respect of the aforesaid is set out on pages 11 to 18 of this circular.

### **PURCHASE TRANSACTION**

The Purchase Agreement was entered into by the parties thereto in respect of the Purchase Transaction for a term up to 31 December 2016. The Purchase Transaction constitutes a continuing connected transaction for the Company and the Company has set the existing annual caps for the Purchase Transaction for the three years ending 31 December 2016. Details of the Purchase Transaction (including such existing annual caps) were set out in the Company's announcement dated 17 October 2013 and circular dated 7 November 2013.

Pursuant to the Purchase Agreement, the Group has agreed to purchase materials and components (such as handset displays, batteries, camera modules, keypads and components for handset manufacturing) from the Hon Hai Group for a term up to 31 December 2016 upon and subject to the terms and conditions set out therein at a price determined as follows:

- (a) in respect of purchases from an Approved Vendor, at the price agreed between the supplier and the Group's customer; if not, at a price to be determined by reference to the average market price; or
- (b) where (a) above is not appropriate or applicable, at a price to be agreed between the Group and the Hon Hai Group upon the basis of the principle of "cost plus"; or
- (c) where none of the above pricing bases is appropriate or applicable, at a price to be agreed between the Group and the Hon Hai Group based upon reasonable commercial principles.

## LETTER FROM THE BOARD

Under pricing term (a), in cases where the Group's customer has approved or otherwise designated the Hon Hai Group as an Approved Vendor in respect of the supply of certain materials and components (e.g. a liquid crystal display (LCD) module) to be used in the Group's manufacturing of the final products for the Group's customer, the Group may purchase such materials and components from the Hon Hai Group at prices agreed between the Group's customer and the Hon Hai Group. In determining whether to purchase such materials and components from the Hon Hai Group at the price agreed between the Group's customer and the Hon Hai Group, the Company would consider whether the cost of the materials and components purchased from the Hon Hai Group has been taken into account in the selling price of the relevant final product to the Group's customer. The Group does not charge the Hon Hai Group any fees under such arrangement. In cases where the Hon Hai Group is not approved or otherwise designated as an Approved Vendor, the price will be determined by reference to the average market price. For the purpose of obtaining market prices, the Group may refer to recent purchase transaction(s) of the Group of the same materials/components from independent suppliers, if available.

Under pricing term (b), cost plus is determined based on the cost of the materials and components purchased from the Hon Hai Group plus a margin as agreed between the Group and the Hon Hai Group and the cost is estimated with reference to the records showing the costing of the materials/components. In determining the margin to be used, the Group will make reference to the margin for comparable materials and components in the market by way of such as referring to margins for the sales of comparable materials and components by the Group or the Hon Hai Group to independent customers. The cost plus pricing may be adopted in cases of a more tailor-made material and component such as molds, where the Hon Hai Group is not an Approved Vendor and market prices are not available. In such case, the Group may purchase the material and component from the Hon Hai Group on a cost plus basis.

Under pricing term (c), the price is determined based on reasonable commercial principles taking into account the costs and return (rather than cost plus an agreed margin) of entering into the Purchase Transaction at such price. In determining the price, the Company would take into account the overall benefits to the Group arising from the Purchase Transaction such as the net income that may be derived from the Group's sales of products which use the materials and components purchased from the Hon Hai Group. The reasonable commercial principle pricing provides a reasonable pricing basis for the Purchase Transaction in the circumstances that all the aforesaid bases (a) and (b) are not applicable or appropriate. The pricing of the Purchase Transaction is primarily based on the pricing that the Hon Hai Group is an Approved Vendor or on market prices.

Before entering into any Purchase Transaction, the Group will check and ensure that the pricing adheres to the pricing terms governing the Purchase Transaction.

Payment for the Purchase Transaction is usually made by the Group within 90 days after the date of the relevant invoice or the Group's accounting record posting date for the transaction.



## LETTER FROM THE BOARD

### REASONS FOR THE PURCHASE TRANSACTION

Hon Hai is the leading player in the 3C manufacturing services industry. Under the convergence trend of the 3C industries, an increasing number of types of materials and components manufactured by the Hon Hai Group are used for the manufacture of handsets. The Company believes that it is an important competitive advantage of the Group in the handset manufacturing service industry that the Group together with the members of the Hon Hai Group can provide a range of vertically integrated manufacturing services to the customers.

### HISTORICAL VALUES AND ANNUAL CAPS

With reference to the Company's announcement dated 17 October 2013 and circular dated 7 November 2013, the Company has set the existing annual caps for the Purchase Transaction for the three years ending 31 December 2016.

The Group has discussed with its handset customers with regard to certain new handset manufacturing projects. Based on such discussions and inputs from the customers, the Group has formulated production plans with regard to the new handset manufacturing projects. Based on such production plans and taking into account that the Hon Hai Group is an Approved Vendor in respect of certain materials and components to be used in the new handset manufacturing projects, the Company anticipates that the Group will purchase additional materials and components from the Hon Hai Group under the Purchase Transaction pursuant to the Purchase Agreement at prices agreeable to the Company and such additional purchases of materials and components from the Hon Hai Group in respect of the new handset manufacturing projects may amount to US\$447 million for the second half of 2014. The Company anticipates that the existing handset manufacturing projects will continue to run and develop and taking into account the additional purchases of materials and components from the Hon Hai Group for the new handset manufacturing projects, the Company envisages that the existing annual caps for the Purchase Transaction may not be sufficient and has therefore proposed the Proposed Annual Caps.

The table below sets out (a) the historical actual amounts of the Purchase Transaction for the two years ended 31 December 2013 and for the six months ended 30 June 2014; (b) the existing annual caps for the Purchase Transaction for the three years ending 31 December 2016; and (c) the Proposed Annual Caps.

	Actual transaction amounts			Existing annual caps			Proposed Annual Caps		
	for the year ended		for the	for the year ending			for the year ending		
	31 December		six months	31 December			31 December		
	2012	2013	ended	2014	2015	2016	2014	2015	2016
(in US\$'000)	(audited)	(audited)	(unaudited)						
Purchase Transaction	<u>605,647</u>	<u>300,693</u>	<u>346,000</u>	<u>751,000</u>	<u>804,000</u>	<u>860,000</u>	<u>1,353,000</u>	<u>1,758,000</u>	<u>1,758,000</u>

## LETTER FROM THE BOARD

The Proposed Annual Caps are determined with reference to projections of the Company which in turn are prepared by the Company mainly with reference to the following major factors:

- the actual transaction amounts of the Purchase Transaction for the six months ended 30 June 2014;
- the actual transaction amounts of the Purchase Transaction in 2013;
- the estimated transaction amounts of the Purchase Transaction arising from the Group's new handset manufacturing projects for 2014 taking into account the Group's internal production plans following discussions with and inputs from customers; and
- an additional buffer of 5%.

The Directors (including the independent non-executive Directors whose view is stated under the paragraph headed "Recommendation" below) consider that the Proposed Annual Caps are fair and reasonable, and the terms of the Purchase Transaction are fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole. In view of her relationship with Hon Hai, Dr. LEE Kuo Yu (being a non-executive Director) has abstained from voting on the Board's resolutions in relation to the Purchase Transaction and the Proposed Annual Caps.

### LISTING RULES IMPLICATIONS

Hon Hai is the ultimate controlling shareholder of the Company holding approximately 65.37% of the issued share capital of the Company as at the Latest Practicable Date. The Purchase Transaction constitutes a continuing connected transaction for the Company under the Listing Rules.

Based on the maximum amount of the Proposed Annual Caps, the relevant percentage ratios are more than 5% and the Purchase Transaction constitutes a non-exempt continuing connected transaction for the Company under the Listing Rules and therefore the Purchase Transaction and the Proposed Annual Caps are subject to the approval of the Independent Shareholders. The Company has established the Independent Board Committee to advise the Independent Shareholders in respect of the Purchase Transaction and the Proposed Annual Caps, and has appointed First Shanghai as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

The Purchase Transaction is also subject to the annual review requirements under Rules 14A.55 to 14A.59 of the Listing Rules.

## LETTER FROM THE BOARD

### EGM

A notice convening the EGM to be held at 3rd Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 24 October 2014 at 10:00 a.m. is set out on pages 23 and 24 of this circular. At the EGM, an ordinary resolution will be proposed for the Independent Shareholders to consider and, if thought fit, to approve the Purchase Transaction and the Proposed Annual Caps.

The ordinary resolution proposed at the EGM will be determined by way of poll by the Independent Shareholders. Pursuant to Rule 14A.36 of the Listing Rules, any connected person (as defined in the Listing Rules) and any Shareholder and their respective associates with a material interest (other than by virtue of being a Shareholder) in the Purchase Transaction are required to abstain from voting at the EGM. Hon Hai and its associates who in aggregate were interested in 5,081,034,525 Shares (representing approximately 65.37% of the total Shares in issue) as at the Latest Practicable Date are required to and will abstain from voting at the EGM in respect of such ordinary resolution.

A form of proxy for use in connection with the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed 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, 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 of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

### RECOMMENDATION

The Independent Board Committee, having taken into account the advice of First Shanghai, is of the view that (i) the entering into of the Purchase Transaction is in the ordinary and usual course of business of the Group and, together with the Proposed Annual Caps, is in the interests of the Company and the Shareholders as a whole; and (ii) the terms of the Purchase Transaction are on normal commercial terms and, together with the bases of determining the Proposed Annual Caps, are fair and reasonable. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the ordinary resolution to approve the Purchase Transaction and the Proposed Annual Caps at the EGM.

### GENERAL

Your attention is drawn to the letter from the Independent Board Committee, the letter from First Shanghai, the additional information set out in the appendix to this circular and the notice of the EGM.

Yours faithfully,  
By Order of the Board  
**TONG Wen-hsin**  
*Chairman*

**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)

7 October 2014

Dear Independent Shareholders,

**CONTINUING CONNECTED TRANSACTION**

We refer to the circular dated 7 October 2014 of the Company (the “Circular”) of which this letter forms part. Terms defined in the Circular bear the same meanings herein unless the context otherwise requires.

We have been appointed as members of the Independent Board Committee to advise you regarding the fairness and reasonableness of the Purchase Transaction and the Proposed Annual Caps. First Shanghai has been appointed as the independent financial adviser to advise us and the Independent Shareholders in this regard.

Having considered the terms of the Purchase Transaction and the Proposed Annual Caps, and having taken into account the principal factors and reasons considered by, and the opinion of, First Shanghai as stated in its letter dated 7 October 2014, we consider that (i) the entering into of the Purchase Transaction is in the ordinary and usual course of business of the Group and, together with the Proposed Annual Caps, is in the interests of the Company and the Shareholders as a whole; and (ii) the terms of the Purchase Transaction are on normal commercial terms and, together with the bases of determining the Proposed Annual Caps, are fair and reasonable. We therefore recommend the Independent Shareholders to vote in favour of the ordinary resolution proposed at the EGM approving the Purchase Transaction and the Proposed Annual Caps.

We also draw the attention of the Independent Shareholders to (i) the letter from the Board; (ii) the letter from First Shanghai; and (iii) the appendix to the Circular.

Yours faithfully,

**Independent Board Committee**

**LAU Siu Ki**

**Daniel Joseph MEHAN**

**CHEN Fung Ming**

*Independent Non-executive Directors*

## LETTER FROM FIRST SHANGHAI

*The following is the text of a letter received from First Shanghai setting out its advice to the Independent Board Committee and the Independent Shareholders in respect of the Purchase Transaction and the Proposed Annual Caps for inclusion in this circular.*



### **FIRST SHANGHAI CAPITAL LIMITED**

19th Floor, Wing On House  
71 Des Voeux Road Central  
Hong Kong

7 October 2014

*To the Independent Board Committee and  
the Independent Shareholders of FIH Mobile Limited*

Dear Sir or Madam,

### **CONTINUING CONNECTED TRANSACTION REVISION OF ANNUAL CAPS**

#### **INTRODUCTION**

We refer to our engagement to advise the Independent Board Committee and the Independent Shareholders in respect of the Purchase Transaction and the Proposed Annual Caps, details of which are set out in the circular of the Company to the Shareholders dated 7 October 2014 (the “Circular”), of which this letter forms part. Unless the context otherwise requires, terms used in this letter shall have the same meanings as those defined in the Circular.

The Group has been conducting the Purchase Transaction with the Hon Hai Group from time to time. In view of certain new handset manufacturing projects of the Group (the “New Projects”), (i) the Group is anticipated to purchase additional materials and components from the Hon Hai Group under the Purchase Transaction; and (ii) the Company envisages that the existing annual caps for the Purchase Transaction may not be sufficient. Accordingly, the Company has proposed the Proposed Annual Caps.

Hon Hai is the controlling shareholder of the Company. Therefore, Hon Hai is a connected person of the Company and the Purchase Transaction constitutes a continuing connected transaction for the Company under the Listing Rules. As stated in the letter from the Board in the Circular, the Purchase Transaction and the Proposed Annual Caps are subject to approval by the Independent Shareholders at the EGM.

## LETTER FROM FIRST SHANGHAI

The Independent Board Committee, comprising all the independent non-executive Directors, namely Messrs. Lau Siu Ki and Chen Fung Ming and Dr. Daniel Joseph Mehan, has been established to advise the Independent Shareholders in respect of the Purchase Transaction and the Proposed Annual Caps. We, First Shanghai Capital Limited, have been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

The Independent Shareholders should note that, within the past two years from the Latest Practicable Date, we were engaged as independent financial adviser by the Company for two occasions as detailed in the circulars of the Company dated 2 July 2013 and 7 November 2013 in relation to certain continuing connected transactions. Given (i) our independent role in these two engagements; and (ii) our fees for these two engagements represented an insignificant percentage of the revenue of our parent group, we consider these two engagements would not affect our independence to form our opinion in respect of the Purchase Transaction and the Proposed Annual Caps.

In putting forth our opinion and recommendation, we have relied on the accuracy of the information and representations included in the Circular and provided to us by the management of the Group, and have assumed that all such information and representations made or referred to in the Circular and provided to us by the management of the Group in all material respects were true at the time they were made and continued to be true up to the Latest Practicable Date. We have also assumed that all statements of belief, opinion and intention made in the Circular were reasonably made after due enquiry. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the management of the Group and have been advised that no material facts have been withheld or omitted from the information provided and referred to in the Circular. We consider that we have reviewed sufficient information to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our advice. We have not, however, conducted any independent verification of the information included in the Circular and provided to us by the management of the Group nor have we conducted any form of investigation into the business, affairs or future prospects of the Group and the Hon Hai Group. Notwithstanding the foregoing, we have formulated our opinion and recommendation with due skill and care and have made due inquiry before making such formulation.

### **PRINCIPAL FACTORS AND REASONS CONSIDERED**

In formulating our opinion on the terms of the Purchase Transaction and the Proposed Annual Caps, we have taken into account the following principal factors and reasons:

#### **1. Background to and reasons for the Purchase Transaction and the Proposed Annual Caps**

The Group is a vertically integrated manufacturing service provider for the handset industry worldwide.

## LETTER FROM FIRST SHANGHAI

Hon Hai, whose shares are listed on the Taiwan Stock Exchange Corporation, is the controlling shareholder of the Company. The Hon Hai Group is the leading global manufacturing service provider in the 3C industries. Several members of the Hon Hai Group are Approved Vendors and the customers of the Group may source materials and components from Approved Vendors (including members of the Hon Hai Group) through the Group.

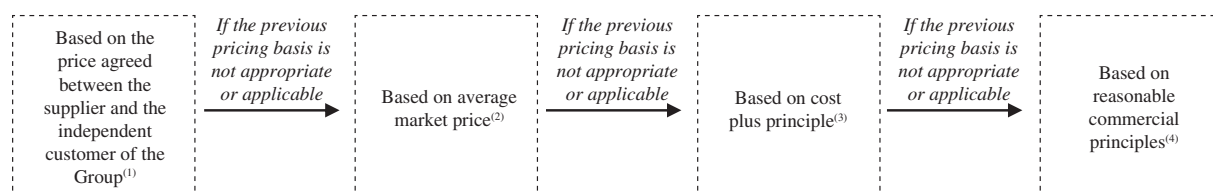
The Group has been conducting the Purchase Transaction, being the purchases of materials and components for its manufacturing operations from the Hon Hai Group, from time to time. In view of the New Projects, (i) the Group is anticipated to purchase additional materials and components from the Hon Hai Group under the Purchase Transaction; and (ii) the Company envisages that the existing annual caps for the Purchase Transaction, which were approved by the then Independent Shareholders at the extraordinary general meeting on 26 November 2013, may not be sufficient. Accordingly, the Company has proposed the Proposed Annual Caps.

Taking into account, in particular, (i) the Hon Hai Group is the leading 3C industry player providing vertically integrated manufacturing services and several of its members are Approved Vendors; (ii) the Group can leverage on the platform of the Hon Hai Group to more efficiently facilitate the business operations, better serve the customers and enhance the competitiveness of the Group; (iii) the terms of the Purchase Transaction are fair and reasonable as discussed below; and (iv) the proposed revision of the annual caps of the Purchase Transaction is to cope with the potential increase in transaction amount attributable to the New Projects and the basis of determining the Proposed Annual Caps are fair and reasonable as discussed below, we are of the view that the entering into of the Purchase Transaction is in the ordinary and usual course of business of the Group and, together with the proposed revision of the annual caps for the Purchase Transaction, is in the interests of the Company and the Shareholders as a whole.

### 2. Principal terms of the Purchase Transaction

We are advised by the management of the Group that, apart from the revision of the annual caps, all the terms of the Purchase Transaction remain the same as those disclosed in the circular of the Company dated 7 November 2013 and subsequently approved by the then Independent Shareholders at the extraordinary general meeting of the Company on 26 November 2013.

The following chart and notes illustrate the pricing mechanism of the Purchase Transaction based on our understanding and advice by the management of the Group:





## LETTER FROM FIRST SHANGHAI

*Notes:*

1. Under the circumstances where (i) an independent customer of the Group (the “Independent Customer”) specifies and requests certain products from the Group; (ii) the Hon Hai Group is an Approved Vendor of the Independent Customer and acts as a supplier to the Group; and (iii) the Group plans to procure materials or components from the Hon Hai Group, such pricing basis shall be adopted, pursuant to which the Hon Hai Group shall directly negotiate and then agree the pricing terms of the materials or components with the Independent Customer, where the Group would then confirm the pricing terms with the Independent Customer based on such negotiation and agreement. Despite the Group is not directly involved in the negotiation and agreement of the pricing terms, (i) the Hon Hai Group acts as the supplier of the Group given the Hon Hai Group is an Approved Vendor of the Independent Customer; (ii) the pricing terms of the materials or components are primarily set with the Independent Customer after negotiation and agreement; (iii) the Hon Hai Group would not charge any fee in addition to the pricing terms negotiated and agreed with the Independent Customer; and (iv) the Group has the discretion to confirm whether to accept such pricing terms to procure materials or components from the Hon Hai Group to be used in the production of products by the Group to be sold to the Independent Customer after having regard to the interests of the Group in particular whether the cost of the materials or components purchased from the Hon Hai Group has been taken into account in the selling price of the relevant final product to the Independent Customer.
2. The price shall be derived from the price of the purchases of the same materials/components by the Group from independent suppliers.
3. The price shall make reference to the percentage margin for the sales of comparable materials and components by the Group or the Hon Hai Group to independent customers.
4. The price shall be based on arm’s length negotiation and shall take into account factors applicable to the special circumstances on a case by case basis, including the relevant costs and return and the overall benefits to the Group, such as the net income that may be derived from the utilisation of materials and components purchased.

We are advised by the management of the Group that the pricing basis adopted under the Purchase Transaction could vary from case to case given the difference in the nature of the subject products, for instance, (i) the first pricing basis may not be applicable for a specific material or component which the Hon Hai Group may not be the Approved Vendor; (ii) the average market price basis may not be applicable for a tailor-made material or component which is unique and has no readily available market price; (iii) the cost plus basis may not be applicable when the margin of a comparable material or component with independent third party is not available for reference; and (iv) the reasonable commercial principle could be applied under which the Group would take into account the overall benefits to the Group arising from the Purchase Transaction such as the net income that may be derived from the Group’s sales of products which use the materials and components purchased from the Hon Hai Group. In particular the Group may take into account the advantage derived from the optimisation of utilisation of its surplus production capacity where some production capacity is underutilised, where the Group would evaluate whether the transaction negotiated on an arm’s length basis would, among other benefits, enhance the overall asset utilisation rate so that any surplus production capacity can be utilised to contribute to cover part of the fixed costs of the Group.

In respect of the internal control measures of the Group for the Purchase Transaction, we are advised by the management of the Group that the relevant departments of the Group are responsible for, whichever applicable to the relevant pricing basis, (i) the review of documents to ensure the pricing terms of the Purchase Transaction are determined based on negotiation



## LETTER FROM FIRST SHANGHAI

and agreement with the Independent Customer; (ii) the review of the price of the purchases of the same materials/components by the Group from independent suppliers, where available, to obtain the market price for the Purchase Transaction; (iii) the assessment of whether the margins of prices determined on cost plus basis for the Purchase Transaction are no less favourable than those for transaction(s) conducted with independent third parties; and (iv) the assessment of whether the reasonable commercial principles, which may include pricing based on arm's length negotiation with the Hon Hai Group, are fair and reasonable after evaluation and consideration of related costs and return.

We have reviewed sample documents in connection with each pricing basis of the Purchase Transaction recently carried out (other than the reasonable commercial principles basis, which the Group did not adopt during the recent year as advised by the management of the Group) and we understand that these reviewed transactions have principally adopted the aforementioned pricing mechanism, where the actual pricing bases adopted were on a case by case basis depending on the nature of the subject products in accordance with the mechanism and the measures, for instance, the pricing terms were no less favourable than those related to independent third parties.

As stated in the letter from the Board in the Circular, the payments for the Purchase Transaction are usually settled within 90 days after the date of the relevant invoice or the accounting record posting date of the Group, where applicable. As such, we have reviewed the annual report of the Company for the year ended 31 December 2013 (the "2013 Annual Report"), where we note that the Group normally allows an average credit period of 30 to 90 days to its trade customers and the credit period of the Purchase Transaction is within such range.

We also note from the 2013 Annual Report that, in accordance with the Listing Rules, (i) the auditors of the Company were engaged to report on the continuing connected transactions of the Group (including the Purchase Transaction) for the year ended 31 December 2013 and the auditors have issued their unqualified letter in respect of such transactions; and (ii) the independent non-executive Directors have reviewed the continuing connected transactions of the Group (including the Purchase Transaction) for the year ended 31 December 2013 and confirmed that such transactions were, among other things, on normal commercial terms and the terms governing such transactions were fair and reasonable.

Taking into account the above factors, in particular, (i) our overview of the pricing terms of the Purchase Transaction which are based on either the prices agreed with Independent Customers, the average market prices, the prices based on cost plus principle or the prices based on reasonable commercial principles; (ii) the internal control measures of the Group described in this section to ensure that the pricing terms of the Purchase Transaction are based on either negotiation and agreement with Independent Customers or no less favourable than the terms with independent third parties or on arm's length basis, where applicable; (iii) the credit period of the Purchase Transaction is within the range of the average credit period generally granted by the Group to its trade customers; and (iv) no change is made to the terms of the Purchase Transaction, which have been and will continue to be reviewed by the auditors and

## LETTER FROM FIRST SHANGHAI

the independent non-executive Directors in accordance with the Listing Rules, we are of the view that sufficient internal control measures are in place and the terms of the Purchase Transaction are fair and reasonable so far as the Independent Shareholders are concerned.

### 3. Proposed Annual Caps

The following table and notes illustrate the actual transaction amounts of the Purchase Transaction for the year ended 31 December 2013 and the six months ended 30 June 2014 as well as the calculations to arrive at the Proposed Annual Caps for each of the three years ending 31 December 2016 based on our understanding and advice by the management of the Group:

<i>(in US\$ million)</i>	Actual transaction amount	Actual transaction amount	Estimated transaction amount	Estimated transaction amount		
		For the six months ended	For the six months ending			
	For the year ended 31 December	30 June	31 December	For the year ending 31 December		
	2013 <i>(audited)</i>	2014 <i>(unaudited)</i>	2014	2014	2015	2016
Existing business	301	284	495 <sup>(1)</sup>	779 <sup>(3)</sup>	779 <sup>(4)</sup>	779 <sup>(4)</sup>
New Projects	–	62	447 <sup>(2)</sup>	509 <sup>(3)</sup>	894 <sup>(5)</sup>	894 <sup>(5)</sup>
<b>Total</b>	301	346	942	1,288	1,673	1,673
5% buffer				65	85	85
<b>Proposed Annual Caps</b>				1,353	1,758	1,758

*Notes:*

1. The estimation is derived from multiplying the actual transaction amount for the first half of 2014 (being approximately US\$284 million) by the seasonal proportion (being approximately 1.7 times), which has made reference to the actual transaction amount for the second half of 2013 to that of the first half of 2013. We consider the seasonal proportion factor to be appropriate given it reflects the latest seasonal trend after taking into account the actual historical figures from the latest full financial year for the existing business.
2. The estimation is derived from the internal production plans following discussions with and inputs from customers.
3. The estimations are derived from the sum of the actual transaction amount for the first half of 2014 and the estimated transaction amount for the second half of 2014.
4. The estimations equal the estimated transaction amount for the year ending 31 December 2014.
5. The estimations equal the estimated transaction amount for the second half of 2014 (being approximately US\$447 million) multiplied by two to arrive at the full year figures. Given the New Projects have no full year historical amount for reference, we consider the pro rata basis (i.e. multiplying the half-year figure by two to arrive at the full year figure) to be appropriate for the New Projects.

## LETTER FROM FIRST SHANGHAI

The actual transaction amount of the Purchase Transaction for the six months ended 30 June 2014 of approximately US\$346 million exceeded that for the year ended 31 December 2013 of approximately US\$301 million, the growth of which was attributable to, among other factors, the New Projects.

We have reviewed the calculation of the Proposed Annual Caps. We note that the Proposed Annual Caps are based on (i) the estimated transaction amounts for the existing business, which are derived from historical actual transaction amounts; (ii) the estimated transaction amounts for the New Projects, which are primarily derived from the internal production plans following discussions with and inputs from customers; and (iii) the buffer of 5%. Given the estimated transaction amounts for the New Projects are significant components of the Proposed Annual Caps, we have reviewed the relevant documents, including but not limited to internal production plans and samples of rolling forecasts, bills of materials and purchase orders. Based on our aforementioned review of documents, we have reached our understandings that (i) the expected transactions under the New Projects are related to potential orders from two renowned handset customers; and (ii) the transaction amounts under the New Projects for the second half of 2014 are expected to be at a higher level starting from September 2014, where the estimated transaction amount to fulfill orders of a customer is expected to grow from approximately US\$21 million in August 2014 to approximately US\$91 million in September 2014. We also understand that, before the inclusion of the additional 5% buffer, the estimated transaction amount for the year ending 31 December 2014 of approximately US\$1,288 million already represents a significant growth of approximately 328% compared with the actual transaction amount for the year ended 31 December 2013 of approximately US\$301 million, therefore we consider the buffer is relatively insignificant but may mitigate the burden of the Group to bear additional costs to conduct another revision of the relevant annual cap(s) in the near future.

Based on the foregoing, in particular, (i) our review of the calculation of the Proposed Annual Caps, which have taken into account the estimated transaction amounts for both the existing business and the New Projects; (ii) the estimated transaction amounts for the existing business are based on the actual transaction amount for the first half of 2014 and the seasonal proportion, which is derived from the actual transaction amounts incurred during the first and second halves of 2013; (iii) the estimated transaction amounts for the New Projects are based on the internal production plans, which have made reference to discussions with and inputs from customers; and (iv) the buffer is relatively insignificant but may mitigate the burden of the Group to bear additional costs to conduct another revision of the relevant annual cap(s), we are of the view that the bases of determining the Proposed Annual Caps are fair and reasonable so far as the Independent Shareholders are concerned. Nonetheless, the Independent Shareholders should note that the Proposed Annual Caps should not be construed as an assurance or forecast by the Group of its future procurement or expenditures.

### RECOMMENDATION

Having considered the above, we are of the opinion that the entering into of the Purchase Transaction is in the ordinary and usual course of business of the Group and, together with the proposed revision of the annual caps for the Purchase Transaction, is in the interests of the Company and the Shareholders as a whole. We are also of the opinion that the terms of the

**LETTER FROM FIRST SHANGHAI**

Purchase Transaction are on normal commercial terms and, together with the bases of determining the Proposed Annual Caps, are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves advise, the Independent Shareholders to vote in favour of the ordinary resolution to approve the Purchase Transaction and the Proposed Annual Caps at the EGM.

Yours faithfully,  
For and on behalf of

**First Shanghai Capital Limited**

**Eric Lee**  
*Managing Director*

**Fanny Lee**  
*Managing Director*

*Note: Mr. Eric Lee and Ms. Fanny Lee have been responsible officers of Type 6 (advising on corporate finance) regulated activity under the SFO since 2006. Both of them have participated in the provision of independent financial advisory services for various connected transactions involving companies listed in Hong Kong.*

## 1. 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 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.

## 2. DISCLOSURE OF INTERESTS

### (a) Directors' interests

As at the Latest Practicable Date, the interests and/or short positions, if any, of each Director and chief executive of the Company in the shares, underlying shares and/or debentures of the Company and/or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executive were taken or deemed to have under such provisions of the SFO), or which were required to be and were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were otherwise required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") adopted by the Company were as follows:

Name of director	Name of corporation	Capacity/Nature of interest	Total number of ordinary shares	Approximate percentage of interest in the Company/ associated corporation
TONG Wen-hsin (Note 1)	Company	Personal Interest	3,032,568	0.0390%
	Hon Hai	Personal Interest	58,604	0.0004%
CHIH Yu Yang (Note 2)	Company	Personal Interest	8,724,053	0.1122%
	Hon Hai	Personal Interest	31,017	0.0002%
	Chiun Mai Communication Systems, Inc. ("CMCS") (Note 3)	Personal Interest	1,000	0.0007%
LEE Jer Sheng (Note 4)	Company	Personal Interest	3,682,485	0.0474%
		Jointly-held Interest	100,000	0.0013%
LEE Kuo Yu	Hon Hai	Personal Interest	184,847	0.0014%

*Notes:*

1. 3,032,568 Shares include 2,016,326 Shares which are issuable upon exercise of share options granted under the Former Share Option Scheme and upon vesting of the share grants granted under the New Share Scheme.
2. 8,724,053 Shares include 2,540,657 Shares which are issuable upon vesting of the share grants granted under the New Share Scheme.
3. The Company indirectly, through its wholly-owned subsidiaries, holds approximately 86.17% of the entire issued share capital of CMCS, a company incorporated in Taiwan.
4. 3,682,485 Shares include 2,771,509 Shares which are issuable upon exercise of share options granted under the Former Share Option Scheme and upon vesting of the share grants granted under the Former Share Scheme and the New Share Scheme. 100,000 Shares are beneficially and jointly owned by Dr. LEE Jer Sheng and Ms. TING Kuei Feng, the spouse of Dr. LEE Jer Sheng. Accordingly, Dr. LEE Jer Sheng is deemed to be interested in 100,000 Shares which are jointly held by him and his spouse for the purposes of the SFO.

Save as disclosed above, none of the Directors or chief executive of the Company had, as at the Latest Practicable Date, any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be and were recorded in the register required to be kept by the Company under Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group, which was subsisting and was significant in relation to the business of the Group.

**(b) Substantial shareholders' interests**

So far as is known to any Director or chief executive of the Company, as at the Latest Practicable Date, Shareholders (other than the Directors or chief executive of the Company) who had interests and/or short positions in the shares and/or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required to be and were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

<b>Name of substantial shareholder</b>	<b>Capacity/Nature of interest</b>	<b>Total number of ordinary shares</b>	<b>Approximate percentage of interest in the Company</b>
Foxconn (Far East) Limited	Beneficial owner	5,081,034,525	65.37%
Hon Hai ( <i>Notes</i> )	Interest of a controlled corporation	5,081,034,525	65.37%

*Notes:*

1. Foxconn (Far East) Limited is a direct wholly-owned subsidiary of Hon Hai and, therefore, Hon Hai is taken or deemed to be interested in the 5,081,034,525 Shares which are beneficially owned by Foxconn (Far East) Limited for the purposes of the SFO.
2. Dr. LEE Kuo Yu, a non-executive Director, is an employee of the Hon Hai Group.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any persons (other than the Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were required to be and were recorded in the register required to be kept by the Company under Section 336 of the SFO.

**3. COMPETING BUSINESS INTEREST OF DIRECTORS**

As at the Latest Practicable Date, none of the Directors or their respective associates was interested in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group as required to be disclosed pursuant to the Listing Rules.

**4. QUALIFICATION**

The following is the qualification of the expert who has given an opinion or advice on the information contained in this circular:

<b>Name</b>	<b>Qualification</b>
First Shanghai	a licensed corporation under the SFO to carry out type 6 (advising on corporate finance) regulated activity

**5. CONSENT**

First Shanghai has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they respectively appear herein.

**6. MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2013, being the date to which the latest published audited financial statements of the Group were made up.

**7. MISCELLANEOUS**

- (a) None of the Directors has entered into a service contract with the Company which does not expire or which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.
- (b) As at the Latest Practicable Date, First Shanghai was not beneficially interested in the share capital of any member of the Group and did not have any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group. As at the Latest Practicable Date, none of the Directors or First Shanghai had any interest, either directly or indirectly, in any assets which have been, since 31 December 2013 being the date to which the latest published audited financial statements of the Company were made up, acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.
- (c) The branch share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited.
- (d) The principal share registrar of the Company is Royal Bank of Canada Trust Company (Cayman) Limited.
- (e) The English text of this circular shall prevail over the Chinese text, in case of any inconsistency.

**8. DOCUMENT AVAILABLE FOR INSPECTION**

A copy of the Purchase Agreement is available for inspection during normal business hours at 11th Floor, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong from the date of this circular to the date of the EGM (both days inclusive) and also at the EGM.



**NOTICE OF EGM**

**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)

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the shareholders of FIH Mobile Limited (the “Company”) will be held at 3rd Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Friday, 24 October 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolution:

**ORDINARY RESOLUTION**

**“THAT**

- (i) the transactions contemplated under the framework materials and components supply agreement entered into among the Company, 鴻海精密工業股份有限公司 (Hon Hai Precision Industry Co. Ltd. for identification purposes only) (“Hon Hai”), Innolux Corporation (formerly known as Innolux Display Corporation and then Chimei Innolux Corporation) and 鴻準精密工業股份有限公司 (Foxconn Technology Company Limited for identification purposes only) (both associates of Hon Hai) on 19 January 2005 as amended by the respective supplemental agreements dated 28 February 2006, 24 October 2007, 19 November 2010 and 17 October 2013 (the “Purchase Transaction”) and the Company’s entering into and implementation of the Purchase Transaction from time to time thereunder and the terms governing the Purchase Transaction be and are hereby approved in all respects;
- (ii) the proposed annual caps as set out in the circular of the Company dated 7 October 2014 in respect of the Purchase Transaction for the three years ending 31 December 2016 be and are hereby approved in all respects; and
- (iii) any one director of the Company, or any two directors of the Company if affixation of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company’s common seal to, if necessary) all such documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Purchase Transaction and/or the said annual caps.”

By Order of the Board  
**TONG Wen-hsin**  
*Chairman*

Hong Kong, 7 October 2014

## NOTICE OF EGM

*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:*

8th Floor, 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 Wednesday, 22 October 2014 to Friday, 24 October 2014, both days inclusive, during which period no transfer of shares of the Company ("Shares") will be registered. In order to be entitled to attend and vote at the extraordinary general meeting, all transfers of Shares accompanied by the relevant share certificates and properly completed and signed transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 21 October 2014.
- (b) Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
- (c) Form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding of the extraordinary general meeting or any adjourned meeting.
- (d) In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), Hon Hai, the ultimate controlling shareholder of the Company, and its associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolution.
- (e) The ordinary resolution set out above will be determined by way of poll.