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**FIH Mobile Limited**

**富智康集團有限公司**

**(formerly known as Foxconn International Holdings Limited)**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2038)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of the shareholders of FIH Mobile Limited (formerly known as Foxconn International Holdings Limited) (the “Company”) will be held at 3rd Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 26 November 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

**1. “THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares of the Company which may be allotted and issued upon the exercise of the options granted from time to time under the new share option scheme of the Company (the “New Share Option Scheme”), the New Share Option Scheme (the terms of which are contained in the document produced to the meeting marked “A” for identification purposes) be and is hereby approved and adopted, and the board of directors of the Company (or its duly authorised committee, officer(s) or delegate(s) pursuant to the terms of the New Share Option Scheme) be and is/are hereby authorised for and on behalf of the Company to do any and all such acts and things and to enter into, execute and deliver (and affix the Company’s common seal to, if necessary) any and all such transactions, arrangements, deeds, agreements and documents as he/they may in his/their absolute discretion consider necessary or expedient in connection with or for the purposes of the New Share Option Scheme and/or any of the matters contemplated thereby, including without limitation:
  - (i) to administer and operate the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for shares in the Company;

- (ii) to modify and/or amend the New Share Option Scheme from time to time, provided that such modification and/or amendment is/are effected in accordance with the provisions of the New Share Option Scheme relating to modification and/or amendment;
  - (iii) to allot and issue from time to time such number of shares in the Company as may be required to be allotted and issued pursuant to the exercise of the options granted from time to time under the New Share Option Scheme and subject to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
  - (iv) to make application at the appropriate time or times to The Stock Exchange of Hong Kong Limited for the listing of, and permission to deal in, any shares in the Company which may from time to time be allotted and issued pursuant to the exercise of the options granted from time to time under the New Share Option Scheme, and where any such application has been made prior to the date of passing this resolution, the same be and is hereby approved, confirmed and ratified in all respects;
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme; and
  - (vi) in addition and without prejudice to the foregoing, 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 enter into, execute and deliver (and affix the Company's common seal to, if necessary) any and all such transactions, arrangements, deeds, agreements and documents as he/they may in his/their absolute discretion consider necessary or expedient involving any and all service providers engaged by or on behalf of the Company from time to time in connection with or for the purposes of the implementation, administration and operation of the New Share Option Scheme; and
- (b) subject to and conditional upon the matter set out in number (1)(a) above, the existing share option scheme adopted by the Company on 12 January 2005 (the "Existing Share Option Scheme") be and is hereby terminated upon which the Existing Share Option Scheme shall cease to have any further force with effect from the date on which the New Share Option Scheme becomes unconditional and effective, except that the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of the options granted under the Existing Share Option Scheme prior to its termination, or otherwise to the extent as may be required in accordance with the terms of the Existing Share Option Scheme."

2. **“THAT:**

- (a) the new share scheme of the Company (the terms of which are contained in the document produced to the meeting marked “B” for identification purposes) (the “New Share Scheme”) be and is hereby approved and adopted, and the board of directors of the Company (or its duly authorised committee, officer(s) or delegate(s) pursuant to the terms of the New Share Scheme) be and is/are hereby authorised for and on behalf of the Company to do any and all such acts and things and to enter into, execute and deliver (and affix the Company’s common seal to, if necessary) any and all such transactions, arrangements, deeds, agreements and documents as he/they may in his/their absolute discretion consider necessary or expedient in connection with or for the purposes of the New Share Scheme and/or any of the matters contemplated thereby, including without limitation:
- (i) to administer and operate the New Share Scheme under which shares in the Company will be granted to participants eligible under the New Share Scheme to be granted shares in the Company;
  - (ii) to modify and/or amend the New Share Scheme from time to time, provided that such modification and/or amendment is/are effected in accordance with the provisions of the New Share Scheme relating to modification and/or amendment;
  - (iii) to allot and issue and/or purchase from time to time such number of shares in the Company as may be required to be allotted and issued and/or purchased pursuant to the grants of shares in the Company made from time to time under the New Share Scheme;
  - (iv) to make application at the appropriate time or times to The Stock Exchange of Hong Kong Limited for the listing of, and permission to deal in, any shares in the Company which may from time to time be granted under the New Share Scheme;
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Scheme; and
  - (vi) in addition and without prejudice to the foregoing, 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 enter into, execute and deliver (and affix the Company’s common seal to, if necessary) any and all such transactions, arrangements, deeds, agreements and documents as he/they may in his/their absolute discretion consider necessary or expedient involving any and all service providers engaged by or on behalf of the Company from time to time in connection with or for the purposes of the implementation, administration and operation of the New Share Scheme;

- (b) subject to and conditional upon the matter set out in number (2)(a) above, the existing share scheme adopted by the Company on 12 January 2005, as amended and supplemented from time to time (the “Existing Share Scheme”) be and is hereby terminated upon which the Existing Share Scheme shall cease to have any further force with effect from the date on which the New Share Scheme becomes effective, except that the Existing Share Scheme will remain in full force and effect to the extent necessary to give effect to the grants of the Company’s shares under the Existing Share Scheme prior to its termination, or otherwise to the extent as may be required in accordance with the terms of the Existing Share Scheme; and
- (c) subject to and conditional upon the matter set out in number 2(a) above, 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 new shares of the Company to be issued under the New Share Scheme be and is hereby generally and unconditionally approved, and the aggregate nominal amount of additional new shares of the Company so allotted, issued or dealt with by the board of directors of the Company (or its duly authorised committee, officer(s) or delegate(s)) shall not exceed 2% of the total nominal amount of the issued share capital of the Company on the date of passing of this resolution. 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 the 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.”

3. “**THAT** Mr. LAU Siu Ki be re-appointed as an independent non-executive director of the Company for a further term of three years from 1 December 2013 to 30 November 2016 (both dates inclusive) upon and subject to such terms and conditions as the Chairman of the Board of Directors of the Company may in his absolute discretion determine, who is also hereby authorised for and on behalf of the Company to enter into, execute and deliver the letter of appointment with Mr. Lau setting out such terms and conditions.”

4. “**THAT:**

- (a) the terms of the fourth supplemental agreement to the framework materials and components supply agreement (the “Supplemental Purchase Agreement”) (a copy of which is tabled at the meeting and marked “C” for identification purposes) dated 17 October 2013 entered into between the Company and 鴻海精密工業股份

有限公司 (Hon Hai Precision Industry Co. Ltd. for identification purposes only) (“Hon Hai”) and the Company’s execution and delivery thereof be and are hereby approved in all respects;

- (b) the transactions from 1 January 2014 to 31 December 2016 contemplated under 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) (“Innolux”) and 鴻準精密工業股份有限公司 (Foxconn Technology Company Limited for identification purposes only) on 19 January 2005 (as amended by the respective supplemental agreements dated 28 February 2006, 24 October 2007 and 19 November 2010) and further amended by the Supplemental Purchase Agreement (the “Purchase Transaction”) and the Company’s entering into and implementation thereof be and are hereby approved in all respects;
- (c) the annual caps as set out in the circular of the Company dated 7 November 2013 (the “Circular”) in respect of the Purchase Transaction for the three years ending 31 December 2016 be and are hereby approved in all respects; and
- (d) any one director of the Company, or any two directors of the Company if affixation of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company’s common seal to, if necessary) all such other documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Supplemental Purchase Agreement and/or the Purchase Transaction and/or the said annual caps.”

5. **“THAT:**

- (a) the terms of the fourth supplemental agreement to the framework product sales agreement (the “Supplemental Product Sales Agreement”) (a copy of which is tabled at the meeting and marked “D” for identification purposes) dated 17 October 2013 entered into between the Company and Hon Hai and the Company’s execution and delivery thereof be and are hereby approved in all respects;
- (b) the transactions from 1 January 2014 to 31 December 2016 contemplated under the framework product sales agreement entered into among the Company, Hon Hai and Innolux on 18 January 2005 (as amended by the respective supplemental agreements dated 28 February 2006, 24 October 2007 and 19 November 2010) and further amended by the Supplemental Product Sales Agreement (the “Product Sales Transaction”) and the Company’s entering into and implementation thereof be and are hereby approved in all respects;
- (c) the annual caps as set out in the Circular in respect of the Product Sales Transaction for the three years ending 31 December 2016 be and are hereby approved in all respects; and

- (d) any one director of the Company, or any two directors of the Company if affixation of the Company's common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company's common seal to, if necessary) all such other documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Supplemental Product Sales Agreement and/or the Product Sales Transaction and/or the said annual caps."

6. **"THAT:**

- (a) the terms of the supplemental agreement to the framework lease agreement relating to movable non-real properties (the "Supplemental Non-real Property Lease Expense Agreement") (a copy of which is tabled at the meeting and marked "E" for identification purposes) dated 17 October 2013 entered into between the Company and Hon Hai and the Company's execution and delivery thereof be and are hereby approved in all respects;
- (b) the transactions from 1 January 2014 to 31 December 2016 contemplated under the framework lease agreement relating to movable non-real properties entered into between the Company and Hon Hai on 13 June 2013 and further amended by the Supplemental Non-real Property Lease Expense Agreement (the "Non-real Property Lease Expense Transaction") and the Company's entering into and implementation thereof be and are hereby approved in all respects;
- (c) the annual caps as set out in the Circular in respect of the Non-real Property Lease Expense Transaction for the three years ending 31 December 2016 be and are hereby approved in all respects; and
- (d) any one director of the Company, or any two directors of the Company if affixation of the Company's common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company's common seal to, if necessary) all such other documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Supplemental Non-real Property Lease Expense Agreement and/or the Non-real Property Lease Expense Transaction and/or the said annual caps."

7. **"THAT:**

- (a) the terms of the fifth supplemental agreement to the framework sub-contracting agreement (the "Supplemental Sub-contracting Income Agreement") (a copy of which is tabled at the meeting and marked "F" for identification purposes) dated 17 October 2013 entered into between the Company and Hon Hai and the Company's execution and delivery thereof be and are hereby approved in all respects;

- (b) the transactions from 1 January 2014 to 31 December 2016 contemplated under the framework sub-contracting agreement entered into between the Company and Hon Hai on 18 January 2005 (as amended by the respective supplemental agreements dated 12 January 2006, 24 October 2007, 19 November 2010 and 26 July 2012) and further amended by the Supplemental Sub-contracting Income Agreement (the “Sub-contracting Income Transaction”) and the Company’s entering into and implementation thereof be and are hereby approved in all respects;
- (c) the annual caps as set out in the Circular in respect of the Sub-contracting Income Transaction for the three years ending 31 December 2016 be and are hereby approved in all respects; and
- (d) any one director of the Company, or any two directors of the Company if affixation of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company’s common seal to, if necessary) all such other documents, instruments or agreements and to do all such other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Supplemental Sub-contracting Income Agreement and/or the Sub-contracting Income Transaction and/or the said annual caps.”

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

Hong Kong, 7 November 2013

*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 Friday, 22 November 2013 to Tuesday, 26 November 2013, 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 Thursday, 21 November 2013.

- (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) With reference to the resolution number (3) above regarding the re-appointment of Mr. LAU Siu Ki as an independent non-executive director of the Company, the biographical details of Mr. Lau are set out in Appendix III to the circular dated 7 November 2013.
- (e) 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 resolutions number (4) to (7) above.
- (f) The ordinary resolutions set out above will be determined by way of poll.

*As at the date of this notice, the executive directors of the Company are Messrs. Tong Wen-hsin and Chih Yu Yang and Dr. Lee Jer Sheng, the non-executive director of the Company is Dr. Lee Kuo Yu and the independent non-executive directors of the Company are Messrs. Lau Siu Ki and Chen Fung Ming and Dr. Daniel Joseph Mehan.*