

**FIH Mobile Limited**  
**(the “Company”)**

**Procedures for Shareholders to Propose Candidates for Election as a Director of the Company**

Adopted by the Board of Directors of the Company (the “Board”) on 22 March 2012

Amended and adopted by the Board on 12 December 2018

Amended and adopted by the Board on 15 March 2022, effective 20 May 2022

(upon approval and adoption by the Company’s shareholders of the second amended and restated memorandum and articles of association of the Company on 20 May 2022)

**A. Articles of Association**

According to Article 116 of the Company’s Articles of Association (as amended from time to time), no person other than a retiring director of the Company shall be eligible for election to the office of director of the Company (a “Director”) at any general meeting of the Company, unless (a) such person is recommended by the Board, or (b) during the period commencing no earlier than the day after the despatch of the notice of such general meeting and ending no later than 15 business days prior to the date of such general meeting, any shareholder of the Company (not being the person to be proposed) has given to the Company’s secretary (the “Company Secretary”) a written notice of his/her intention to propose such person for election and also the person so proposed has given to the Company Secretary a written notice of his/her willingness to be elected.

The written notices shall be sent to the principal place of business of the Company in Hong Kong, currently 8<sup>th</sup> Floor, Peninsula Tower, 538 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong.

**B. Written Notices**

The written notices shall comprise the following:

1. A notice in writing signed by the nominating shareholder regarding his/her intention to propose a resolution for election of a person (other than himself/herself) as a Director at a general meeting, which notice shall include: (a) the name, address and other contact details of the nominating shareholder; (b) the number of the Company’s shares held by the nominating shareholder; and (c) his/her written consent to the use, transfer and/or processing of his/her personal data and other information provided to the Company for the purpose of verifying his/her capacity as the Company’s shareholder; and
2. A notice in writing signed by the nominated candidate including: (a) his/her written consent to be elected as a Director; (b) his/her name, address and other contact details; (c) all the details, declarations, undertakings and/or confirmations required to be disclosed and made in compliance with Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the “Listing Rules”), including his/her appropriate negative statements to that effect where there is no information to be so disclosed nor no other matter that may need to be brought to the attention of the Company’s shareholders; (d) his/her current employment and such other information (which may include business experience and academic qualifications) that the Company’s shareholders should be aware of, pertaining to the ability or integrity of the nominated candidate; (e) his/her written consent to the publication of his/her personal data and other information provided to the Company; (f) the requisite “know-your-client” information and documents (including without limitation a reference letter) as required by the Company’s registered agent in the Cayman Islands; and (g) if he/she is nominated to be appointed as an independent non-executive director of the Company, an independence confirmation and any other documents as required by the Listing Rules.

The Company Secretary may request the nominating shareholder and/or the nominated candidate to provide additional information and documents as the Company’s Nomination Committee may consider appropriate.

### **C. Verification of Shareholder Capacity**

In addition to the information specified in his/her written notice, the nominating shareholder shall forthwith upon the Company's request provide such additional information as the Company may reasonably require for the purpose of verifying his/her capacity as the Company's shareholder. The verification process will be conducted by the Company, in consultation with the Company's share registrar and other third parties if necessary, to the satisfaction of the Company. The Company will proceed to handle the written notices following a successful verification to its satisfaction.

### **D. Announcement / Supplementary Circular**

According to Rule 13.70 of the Listing Rules, the Company shall publish an announcement or issue a supplementary circular setting out the information required by the Listing Rules (including without limitation the relevant particulars of the nominated candidate) upon receipt of the written notice from the Company's shareholder(s) where such notice is received by the Company after publication of the notice of meeting; the Company must give its shareholder(s) at least seven days to consider the relevant information disclosed in such an announcement or supplementary circular prior to the date of the meeting of the election. In this respect, the Company will assess whether to adjourn the general meeting to give the Company's shareholders a longer period of at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular (as the case may be).

Until the issue of the Company's announcement or supplementary circular (as the case may be), neither the nominating shareholder nor the nominated candidate shall assume that the nominated candidate has been recommended by the Board to stand for election at the general meeting.

### **E. Withdrawal of Nomination**

The nominated candidate is allowed to withdraw the nomination at any time before the general meeting by serving a notice in writing to such effect on the Company Secretary.

Upon receipt of such notice, the Company Secretary shall act accordingly and announce such withdrawal at the general meeting, in which case the corresponding agenda and proposed resolution shall not be put forward for consideration and approval by the Company's shareholders at the general meeting.

### **F. Board's Final Decision**

The Board shall have the final decision on all matters relating to its recommendations of candidates to stand for election as a Director at any general meeting of the Company.

### **G. General Meeting**

The nominating shareholder will be required to read out aloud the proposed resolution for election of the nominated candidate as a Director at the general meeting.

### **H. Announcement on Appointment**

After the appointment has become effective, the Company will publish an announcement relating to the appointment in compliance with applicable requirements laid down by the Listing Rules.

### **I. Enquiries**

The above procedures are accessible on the Company's website. The Company's shareholders may at any time send enquiries through "Contact Us" at the Company's website or to the Company Secretary at the above address.