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FIH Mobile Limited

富智康集團有限公司

(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 (the “**EGM**”) of the shareholders of FIH MOBILE LIMITED (the “**Company**”) will be held at Kowloon Room I, Mezzanine Level, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui East, Hong Kong on Friday, 23 December 2022 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) the terms of the eighth supplemental agreement to the framework product supply agreement (the “**Supplemental Purchase Agreement**”) (a copy of which is tabled at the meeting and marked “A” for identification purposes) dated 10 November 2022 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 contemplated under the framework product 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**”, and together with its subsidiaries and associates (other than the Group), the “**Hon Hai Technology Group**”), Innolux Corporation (an associate of Hon Hai 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 Co. Ltd., for identification purposes only) (an associate of Hon Hai) on 19 January 2005 (as amended by the respective supplemental agreements among the above parties dated 28 February 2006, 24 October 2007 and 19 November 2010, and the respective supplemental agreements between the Company and Hon Hai dated 17 October 2013, 11 August 2016, 31 July 2017 and 9 October 2019) and further amended by the Supplemental Purchase Agreement (the “**Purchase Transaction**”) for the three years ending 31 December 2025 and the Company’s entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;

- (c) the proposed annual caps as set out in the Company's circular dated 1 December 2022 (the "**Circular**") in respect of the Purchase Transaction for the three years ending 31 December 2025 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 for the three years ending 31 December 2025 and/or the said annual caps."

2. **"THAT:**

- (a) the terms of the fifth supplemental agreement to the framework consolidated services and sub-contracting agreement (the "**Supplemental Consolidated Services and Sub-contracting Expense Agreement**") (a copy of which is tabled at the meeting and marked "B" for identification purposes) dated 10 November 2022 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 contemplated under the framework consolidated services and sub-contracting agreement entered into among the Company, Hon Hai, PCE Industry Inc. (a former subsidiary of Hon Hai which had been dissolved) and Sutech Industry Inc. (a former subsidiary of the Company which had been dissolved) on 24 October 2007 (as amended by the respective supplemental agreements between the Company and Hon Hai dated 19 November 2010, 17 October 2013, 11 August 2016 and 9 October 2019) and further amended by the Supplemental Consolidated Services and Sub-contracting Expense Agreement (the "**Consolidated Services and Sub-contracting Expense Transaction**") for the three years ending 31 December 2025 and the Company's entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;
- (c) the proposed annual caps as set out in the Circular in respect of the Consolidated Services and Sub-contracting Expense Transaction for the three years ending 31 December 2025 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 Consolidated Services and Sub-contracting Expense Agreement and/or the Consolidated Services and Sub-contracting Expense Transaction for the three years ending 31 December 2025 and/or the said annual caps."

3. “**THAT:**

- (a) the terms of the seventh supplemental agreement to the framework product sales agreement (the “**Supplemental Product Sales Agreement**”) (a copy of which is tabled at the meeting and marked “C” for identification purposes) dated 10 November 2022 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 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 among the above parties dated 28 February 2006, 24 October 2007 and 19 November 2010, and the respective supplemental agreements between the Company and Hon Hai dated 17 October 2013, 11 August 2016 and 9 October 2019) and further amended by the Supplemental Product Sales Agreement (the “**Product Sales Transaction**”) for the three years ending 31 December 2025 and the Company’s entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;
- (c) the proposed annual caps as set out in the Circular in respect of the Product Sales Transaction for the three years ending 31 December 2025 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 for the three years ending 31 December 2025 and/or the said annual caps.”

4. “**THAT:**

- (a) the terms of the eighth 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 “D” for identification purposes) dated 10 November 2022 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 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, 26 July 2012, 17 October 2013, 11 August 2016 and 9 October 2019) and further amended by the Supplemental Sub-contracting Income Agreement (the “**Sub-contracting Income Transaction**”) for the three years ending 31 December 2025 and the Company’s entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;

- (c) the proposed annual caps as set out in the Circular in respect of the Sub-contracting Income Transaction for the three years ending 31 December 2025 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 for the three years ending 31 December 2025 and/or the said annual caps."

5. "THAT:

- (a) the terms of the seventh supplemental agreement to the framework equipment sale agreement (the "**Supplemental Equipment Sale Agreement**") (a copy of which is tabled at the meeting and marked "E" for identification purposes) dated 10 November 2022 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 contemplated under the framework equipment sale 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, 17 October 2013, 11 August 2016 and 9 October 2019) and further amended by the Supplemental Equipment Sale Agreement (the "**Equipment Sale Transaction**") for the three years ending 31 December 2025 and the Company's entering into and implementation thereof from time to time thereunder and the latest terms governing the same be and are hereby approved in all respects;
- (c) the proposed annual caps as set out in the Circular in respect of the Equipment Sale Transaction for the three years ending 31 December 2025 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 Equipment Sale Agreement and/or the Equipment Sale Transaction for the three years ending 31 December 2025 and/or the said annual caps."

6. **“THAT:**

- (a) the existing share option scheme of Bharat FIH Limited (the “**BFIH Share Option Scheme**”) be hereby amended in the manner set out in the Circular; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all acts or things which he may in his absolute discretion consider necessary or desirable in connection with or incidental to the aforesaid amendments to the BFIH Share Option Scheme.”

By Order of the Board
CHIH Yu Yang
Acting Chairman

Hong Kong, 1 December 2022

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Notes:

- (1) The register of members of the Company will be closed from Monday, 19 December 2022 to Friday, 23 December 2022, 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 EGM, 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 16 December 2022.
- (2) Any member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and to vote on his/her behalf. 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.
- (3) Where there are joint registered holders of any Share(s), any one of such joint registered holders may vote, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint registered holders is present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint registered holder(s), and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (4) To be valid, the 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 Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time scheduled for holding the meeting (or adjourned meeting thereof). Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof if the members so desire.
- (5) 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 (such term as defined in the Listing Rules) are required to abstain from voting on the ordinary resolutions (1) to (5) above. Mr. CHIH Yu Yang, an executive director of the Company, is a director of a subsidiary and an associate of Hon Hai and, in view of his relationship with the Hon Hai Technology Group, will also abstain from voting on the ordinary resolutions (1) to (5) above. In addition, Dr. KUO Wen-Yi, an executive director of the Company, has been discussing some proposed arrangements with the Hon Hai Technology Group and, as a matter of good corporate governance, will also abstain from voting on the ordinary resolutions (1) to (5) above.
- (6) The ordinary resolutions set out above will be determined by way of poll.
- (7) In view of the recent developments and on-going measures relating to the novel coronavirus disease (COVID-19), the Company strongly recommends its shareholders to consider appointing the chairman of the EGM as proxy to vote on the relevant resolutions according to their respective voting instructions at the EGM, instead of attending the EGM in person.
- (8) Subject to the development of the COVID-19 pandemic and the requirements or guidelines of the Hong Kong Government and/or regulatory authorities, the Company may announce further updates on the EGM arrangement on the Company’s website (<https://www.fihmobile.com>) and the website of The Stock Exchange of Hong Kong Limited (<https://www.hkexnews.hk>) as and when appropriate.

As at the date of this notice, the board of directors of the Company comprises three executive directors, namely Mr. CHIH Yu Yang, Dr. KUO Wen-Yi and Mr. MENG Hsiao-Yi; and three independent non-executive directors, namely Mr. LAU Siu Ki, Dr. Daniel Joseph MEHAN and Mr. TAO Yun Chih.