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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders (the “**AGM**”) 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 Wednesday, 22 May 2024 at 10:00 a.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023 together with the reports of the directors and the independent auditor thereon.
- (2) To re-elect Mr. CHANG Chuan-Wang as director and authorise the board of directors of the Company to fix his remuneration.
- (3) To re-elect Mr. CHIU Yen-Tsen (also known as CHIU Yen-Chen, Dennis) as director and authorise the board of directors of the Company to fix his remuneration.
- (4) To re-elect Mr. LAU Siu Ki as director and authorise the board of directors of the Company to fix his remuneration.
- (5) To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and authorise the board of directors of the Company to fix its remuneration.

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

ORDINARY RESOLUTION

- (6) “**THAT:**
 - (a) subject to resolution number (6)(b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to buy back shares of the Company (the “**Shares**”) subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) be and is hereby generally and unconditionally approved;
 - (b) the aggregate number of Shares which may be bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in resolution number (6)(a) above shall not exceed 10 percent of the total number of issued Shares on the date of passing of this resolution, and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; and
- (ii) the revocation or variation of the authority given to the Directors under this resolution by passing of an ordinary resolution of the shareholders of the Company in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by its memorandum and articles of association in force for the time being or any applicable laws of the Cayman Islands to be held.”

SPECIAL RESOLUTION

(7) “**THAT:**

- (a) the existing second amended and restated memorandum and articles of association of the Company be hereby amended in the manner as set out in the circular of the Company dated 19 April 2024 (the “**Circular**”);
- (b) the third amended and restated memorandum and articles of association of the Company in the form produced to the AGM and marked “A” and initialed by the chairman of the AGM for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular and all the previous amendments made pursuant to the resolutions passed by the members of the Company at general meetings, be hereby approved and adopted as the new memorandum and articles of association of the Company, in substitution for and to the exclusion of the existing second amended and restated memorandum and articles of association of the Company in their entirety, with immediate effect after the close of the AGM; and
- (c) any one of the Directors, or any two of the Directors if the affixation/imprinting of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to do all acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to the aforesaid amendments to the existing second amended and restated memorandum and articles of association of the Company and/or the third amended and restated memorandum and articles of association of the Company and its adoption, registration, filing and other purposes.”

By Order of the Board
CHIH Yu Yang
Acting Chairman

Hong Kong, 19 April 2024

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Principal Place of Business in Hong Kong:
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Hong Kong

Notes:

- (a) The register of members of the Company will be closed from Thursday, 16 May 2024 to Wednesday, 22 May 2024, both dates inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, 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 Tuesday, 14 May 2024.
- (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/her 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, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting.
- (d) With reference to resolution numbers (2) to (4) above, Mr. CHANG Chuan-Wang, Mr. CHIU Yen-Tsen (also known as CHIU Yen-Chen, Dennis) and Mr. LAU Siu Ki, being eligible, will offer themselves for re-election as Directors at the AGM, and details of Mr. Chang, Mr. Chiu and Mr. Lau are set out in Appendix II to the circular dated 19 April 2024.
- (e) With reference to resolution number (7) above proposing (among other things) the amendments to the Company’s existing Memorandum and Articles of Association at the AGM, details of the proposed amendments are set out in Appendix III to the circular dated 19 April 2024.
- (f) The ordinary and special resolutions set out above will be determined by way of poll.
- (g) In case Typhoon Signal No. 8 or above is hoisted, a Black Rainstorm Warning Signal or “extreme conditions” announced by the Government is in force in Hong Kong at or at any time after 7:00 a.m. on the date of the AGM, the AGM will be adjourned. The Government may issue an announcement on “extreme conditions” in the event of, for example, serious disruption of public transport services, extensive flooding, major landslides or large-scale power outage after super typhoons or otherwise. The Company will post an announcement on the Company’s website (<https://www.fihmobile.com>) and the HKEXnews website (<https://www.hkexnews.hk>) to notify shareholders of the date, time and place of the adjourned meeting.

For the avoidance of doubt, the AGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the AGM under bad weather conditions, bearing in mind their own safety/situation.

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. LIN Chia-Yi (also known as Charles LIN); one non-executive director, namely Mr. CHANG Chuan-Wang; and three independent non-executive directors, namely Mr. LAU Siu Ki, Ms. CHEN Shu Chuan (also known as Nadia CHEN) and Mr. CHIU Yen-Tsen (also known as CHIU Yen-Chen, Dennis).