

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

**PROPOSED AMENDMENTS TO
THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
PROPOSED ADOPTION OF THE NEW AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by FIH Mobile Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to:

- (a) amend the existing second amended and restated memorandum of association (the “**Existing Memorandum**”) and second amended and restated articles of association (the “**Existing Articles**”, together with the Existing Memorandum, the “**Existing M&A**” as adopted and published on 20 May 2022) of the Company in the manner as more particularly described below in order to, among other things: (i) bring the Existing M&A in line with the recent amendments to the Listing Rules and the relevant requirements of the applicable laws of the Cayman Islands; (ii) provide for the flexibility of the Company to hold and conduct its general meetings as electronic meetings or hybrid meetings by means of electronic facilities (in addition to physical meetings), in order to tackle any future requirements or guidelines of the appropriate governmental and/or regulatory authorities in connection with any future infectious disease, pandemic or similar circumstances; (iii) as a matter of formality, present the Existing M&A as an official version of the Company’s constitutional documents in line with the applicable laws and prevailing market practices of the Cayman Islands; and (iv) make some housekeeping amendments (such proposed amendments to the Existing M&A are collectively referred to as the “**Proposed Amendments**”); and
- (b) adopt the new third amended and restated memorandum of association (the “**New Memorandum**”) and third amended and restated articles of association (the “**New Articles**”, together with the New Memorandum, the “**New M&A**”) of the Company which consolidate the Proposed Amendments and all the previous amendments made pursuant to the resolutions passed by the members of the Company at general meetings, in substitution for and to the exclusion of the Existing M&A in their entirety.

Major changes brought about by the Proposed Amendments are summarised as follows:

Subject Context/Matter	Article (if any)	Proposed Changes
A. Definitions		
Interpretation	2	<p>New definitions (including “clear day”, “electronic facilities”, “electronic meeting”, “hybrid meeting”, “meeting”, “Meeting Location”, “participation in a general meeting”, “physical meeting”, “Principal Meeting Place” and “right to speak”) are proposed to be added to provide for the flexibility of the Company to hold and conduct its general meetings as electronic meetings or hybrid meetings by means of electronic facilities (in addition to physical meetings). For details, please see Section C below.</p> <p>Further, new definitions (including “electronic communication” and “notice”) are proposed to be added to facilitate the Company’s service or issue of notices or documents by electronic means. For details, please see Section D below.</p> <p>Moreover, certain existing definitions (including “the Company”, “the Company’s Website” and “writing/printing”) are proposed to be revised in consequence of the proposed amendments to the relevant provisions of the Existing Articles or otherwise updated/fine-tuned as a matter of interpretation/clarification.</p>
B. Company’s Re-purchase of Own Shares		
Company may purchase and finance the purchase of own shares and warrants	7	<p>Subject to the Companies Act of the Cayman Islands in force for the time being (the “Companies Act”), or any other applicable laws, rules and regulations or so far as not prohibited by any applicable laws, rules and regulations and subject to any rights conferred on the holders of any class of shares, the Company shall have the power: (a) to purchase or otherwise acquire all or any of its own shares (which expression includes redeemable shares) and any determination by the Board of the manner of the purchase shall be deemed to be authorised by the New Articles for the purposes of the Companies Act; and (b) to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company.</p>
C. Electronic Meetings / Hybrid Meetings		
Manner of convening general meetings	67A (new)	<p>All general meetings (including an annual general meeting, an extraordinary general meeting and any adjourned or postponed meeting of such annual general meeting or extraordinary general meeting) may be held in any one of the following manner as may be determined by the Board in its absolute discretion: (a) as a physical meeting in Hong Kong or in any part of the world or at one or more locations as provided in Article 75A (please see below) as may be determined by the Board in its absolute discretion; (b) as a hybrid meeting; or (c) as an electronic meeting, in each case as more particularly described in the New Articles.</p>
Convening of extraordinary general meeting	68	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened for transaction of any business or resolution specified on the written</p>

Subject Context/Matter	Article (if any)	Proposed Changes
		<p>requisition of any one or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist(s), provided that such requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. Such requisitionist(s) shall also be able to add resolutions to the meeting agenda of the general meetings convened upon his/their written requisition, provided that such additional resolutions shall be deposited at the principal place of business of the Company in Hong Kong not less than 15 business days before the extraordinary general meeting. General meetings may also be convened for transaction of any business or resolution specified on the written requisition of any one member of the Company which is a recognized clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. Such requisitionist shall also be able to add resolutions to the meeting agenda of the general meetings convened upon its written requisition, provided that such additional resolutions shall be deposited at the principal place of business of the Company in Hong Kong not less than 15 business days before the extraordinary general meeting. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) itself/himself/themselves (or any of them representing more than one-half of the total voting rights of all of them) may convene a physical meeting at only one location which will be the Principal Meeting Place (please see Article 69(a) below) provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>
Notice of meetings	69(a)	<p>An annual general meeting shall be called by notice of not less than 21 clear days or such longer minimum notice period (if any) as required by the Listing Rules and any other general meeting (including an extraordinary general meeting) shall be called by notice of not less than 14 clear days or such longer minimum notice period (if any) as required by the Listing Rules. The notice shall specify: (a) the day and the commencement time of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 75A (please see below), the principal place of the meeting (the “Principal Meeting Place”); (c) if the meeting is to be held as a hybrid</p>

Subject Context/Matter	Article (if any)	Proposed Changes
		meeting or an electronic meeting, a statement to that effect and details of the electronic facilities for attendance and participation by electronic means at the meeting or where and when such details will be made available by the Company prior to the meeting; and (d) particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 71 of the Existing Articles/the New Articles), the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.
Chairman of general meeting	74(b) (new)	If the Chairman of a general meeting intends to participate in or is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in or continue to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 74 of the Existing Articles/Article 74(a) of the New Articles) shall preside as acting chairman of the meeting unless and until the original Chairman of the meeting is able to participate in or continue to participate in the general meeting using the electronic facility or facilities or other electronic facility(ies).
Power to adjourn general meeting/business of adjourned meeting	75	Subject to Article 75C (please see below), the Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and/or from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the details set out in Article 69(a) (please see above) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
General meeting location(s)	75A (new)	(1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (" Meeting Location(s) ") determined by the Board at its absolute discretion. Any shareholder or any proxy attending and participating in such way or any shareholder or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

Subject Context/Matter	Article (if any)	Proposed Changes
		<p>(2) All general meetings are subject to the following and, where appropriate, all references to a “shareholder” or “shareholders” in this Article 75A(2) shall include a proxy or proxies respectively:</p> <p>(a) where a shareholder is attending at a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</p> <p>(b) shareholders present in person or by proxy at a Meeting Location and/or shareholders attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and also its proceedings and the resolutions passed at that meeting shall be valid provided that the Chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that shareholders at all Meeting Locations and shareholders participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</p> <p>(c) where shareholders attend a meeting by being present at one of the Meeting Locations and/or where shareholders participate in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those shareholders at a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened, or in the case of an electronic meeting or a hybrid meeting, the inability of one or more shareholders or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting, the proceedings or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</p> <p>(d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of the New Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.</p>

Subject Context/Matter	Article (if any)	Proposed Changes
General meeting arrangements	75B (new)	<p>The Board and, at any general meeting, the Chairman of the meeting may from time to time make arrangements for managing or administering attendance and/or participation and/or proceedings and/or voting at the Principal Meeting Place, any Meeting Location(s), an electronic meeting and/or a hybrid meeting (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it/he/she shall in its/his/her absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a shareholder who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any shareholder so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</p>
Power to adjourn a general meeting where electronic facilities are inadequate or there is a threat of violence	75C (new)	<p>If it appears to the Chairman of the general meeting that:</p> <ul style="list-style-type: none"> (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 75A(1) (please see above) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting, <p>then, without prejudice to any other power which the Chairman of the meeting may have under the New Articles or at common law or under other applicable laws, rules or regulations, the Chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt and adjourn the meeting (including adjournment for an indefinite period). The business conducted at the meeting up to the time of such adjournment shall be valid.</p>
Security at a general meeting	75D (new)	<p>The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement</p>

Subject Context/Matter	Article (if any)	Proposed Changes
		<p>or restriction that the Board or the Chairman of the meeting, as the case may be, considers appropriate in its/his/her absolute discretion to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Shareholders, proxies and other attendees shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</p>
<p>Power to postpone a general meeting</p>	<p>75E (new)</p>	<p>If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, the Board may postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the shareholders. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is or is reasonably foreseen to be in force at any time on the day of the meeting. This Article shall be subject to the following:</p> <ul style="list-style-type: none"> (a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as reasonably practicable (provided that failure to post such a notice shall not affect the automatic postponement of a meeting); (b) when only the form of the meeting or electronic facilities specified in the notice is/are changed, the Board shall notify the shareholders of details of such change in such manner as the Board may determine; (c) when a meeting is postponed in accordance with this Article, subject to and without prejudice to Article 75 (please see above), unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the

Subject Context/Matter	Article (if any)	Proposed Changes
		<p>postponed meeting and shall notify the shareholders of such details in such manner as the Board may determine; further, all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by the New Articles not less than 48 hours before the time of the postponed meeting; and</p> <p>(d) notice of the business to be transacted at the postponed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed meeting is the same as that set out in the original notice of the meeting circulated to the shareholders.</p>
Responsibility for maintaining adequate facilities	75F (new)	All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for acquiring and maintaining adequate facilities (including, without limitation, the electronic facilities specified in the notice of the general meeting) to enable them to do so. Subject to Article 75C (please see above), any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.
Use of electronic facilities at physical general meetings	75G (new)	Without prejudice to the provisions in Article 75 (please see above), a physical meeting may also be held by means of such telephone, electronic or other communication facilities as may permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting by means of such telephone, electronic or other communication facilities shall constitute presence in person at such meeting.
Chairman's declaration on a show of hands	76 (please also see Articles 81(a) and 81(b) below)	Where a resolution is voted on by a show of hands, a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously, or carried by a particular majority, or has not been carried by any particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against the resolution.
Votes of members	81(a) 81(b) (new)	(a) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. A resolution put to the vote of a meeting shall be decided by way of a poll save that the Chairman of the meeting may, in good faith, allow a resolution which relates purely to a

Subject Context/Matter	Article (if any)	Proposed Changes
		<p>procedural or administrative matter to be voted on by a show of hands, in which case every member present in person (or being a corporation, present by a duly authorised representative) or by proxy shall have one vote provided that, where more than one proxy is appointed by a recognized clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members in the manner in which notices may be served by the Company as provided herein; and (ii) relate to the duties of the Chairman of the meeting to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Board or the Chairman of the meeting may determine.</p> <p>(b) In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:</p> <p>(i) by at least three shareholders present in person or by proxy for the time being entitled to vote at the meeting;</p> <p>(ii) by a shareholder or shareholders present in person or by proxy and representing in aggregate not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or</p> <p>(iii) by any shareholder or shareholders present in person or by proxy and holding shares conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.</p> <p>A demand by a person as proxy for a shareholder or in the case of a shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the shareholder.</p>
Delivery of authority for appointment of proxy	88(a) (new) 88(b)	(a) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including, without limitation, any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under the New Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, each of the Company and the shareholders shall be deemed to have agreed that any such

Subject Context/Matter	Article (if any)	Proposed Changes
		<p>document or information (relating to proxies as aforesaid) may be sent by electronic means to that electronic address, subject to the other provisions of this Article and subject to any other limitations or conditions specified by the Company when providing the electronic address. Without prejudice to the foregoing, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any limitations or conditions on the transmission of and its receipt of such electronic communications (including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company). If any document or information to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address(es) provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</p> <p>(b) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjourned meeting or postponed meeting, in each case, in any document sent therewith), or if the Company has provided an electronic address in accordance with Article 88(a) (please see above), shall be received by the Company at the electronic address so specified, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting or postponed meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of a confirmation by telex or cable or facsimile or other electronic means from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>

Subject Context/Matter	Article (if any)	Proposed Changes
When vote by proxy/ representative valid though authority revoked	91	A vote given in accordance with the terms of an instrument of proxy or resolution of a member shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy or resolution of a member was executed or revocation of the relevant resolution or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office, or at such other place as is referred to in Article 88(b) (please see above), or if the Company has provided an electronic address in accordance with Article 88(a) (please see above), shall have been received by the Company at the electronic address so specified, at least two hours before the commencement of the meeting or adjourned meeting or postponed meeting at which the proxy is used.
D. Electronic Communications		
Annual report of Directors and balance sheet to be sent to members, etc.	159(b) 159(c)	<p>(b) Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address or electronic address (as the case may be) the Company is not aware or to more than one of the joint holders of any shares or debentures.</p> <p>(c) To the extent permitted by and subject to due compliance with the New Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the Listing Rules, the requirements of Article 159(b) (please see above) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by publishing the documents contemplated by Article 159(b) on the Company’s website or in any other permitted manner (including, without limitation, by sending any such documents in the form of electronic communication or otherwise by electronic means), or in any other manner not prohibited by the New Articles and the Companies Act, not less than 21 days before the date of the annual general meeting, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the auditors’ report on such accounts, which shall be in the form and containing the information required by the New Articles, the Companies Act and all applicable laws and regulations.</p>
Services of notices	163(a) 163(b) (new)	(a) Any notice or document (including, without limitation, any “corporate communication” and “actionable corporate communication” within the meanings ascribed thereto under the Listing Rules), whether or not to be given or issued under the New Articles from the Company to any member or other relevant person, shall be in writing and may be given or

Subject Context/Matter	Article (if any)	Proposed Changes
	163(d) (new)	<p>issued by cable, telex or facsimile transmission or other form of electronic transmission or electronic communication. Without prejudice to the generality of the foregoing, subject to compliance with applicable requirements under the Listing Rules, any such notice or document may be given or issued by any one or more of the following means as the Company may determine in its absolute discretion:</p> <ul style="list-style-type: none"> (i) by serving it personally on the relevant person; (ii) in relation to a member, by sending it through the post in a prepaid envelope (or where such member's registered address is outside Hong Kong, a prepaid airmail envelope) addressed to such member at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose; (iii) by delivering or leaving it at such address as aforesaid; (iv) by publishing it in the newspapers or placing it in other appropriate publication(s) in the form of advertisement and where applicable, in accordance with the applicable requirements under the Listing Rules; (v) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 163(b) (please see below); (vi) by publishing it on the Company's website and/or the website of the Stock Exchange; or (vii) by sending it or otherwise making it available to the relevant person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with all applicable laws, rules and regulations. <p>In the case of joint holders of a share, a notice or document shall be given or issued to that holder for the time being whose name stands first in the register and notice or document so given or issued shall be sufficient notice to all the joint holders.</p> <p>(b) Every member or any other person who is entitled to receive notice or document from the Company under the provisions of the Companies Act or the New Articles may register with the Company an electronic address to which notices or documents can be served upon or sent to him. In this respect, such member or other person shall be responsible for ensuring that the electronic address so provided shall be functional, and in the event of non-functional electronic address, such member or other person acknowledges and agrees that the</p>

Subject Context/Matter	Article (if any)	Proposed Changes
		<p>Company cannot effectively provide such notice or document to him/her by electronic means to the effect that he/she may not be alerted of the matters contemplated by such notice or document and may not be able to take appropriate actions in a timely manner, and in relation to an actionable corporate communication (as defined in the Listing Rules), he/she may not be able to give appropriate instructions in a timely manner on how he/she wishes to exercise his/her rights or make an election as a shareholder.</p> <p>(d) Without prejudice to the foregoing, any notice or document (including, without limitation, any “corporate communication” and “actionable corporate communication” within the meanings ascribed thereto under the Listing Rules), whether or not to be given or issued under the New Articles from the Company to any member or other relevant person, may be given or issued in the English language only or in both the English language and the Chinese language as the Board may determine in its absolute discretion, to the extent permitted by and in accordance with the Listing Rules and other applicable laws and regulations.</p>
Members out of Hong Kong	164 (proposed to be deleted)	<p>[Reserved following intentional deletion]^{Note} <i>Note: The existing Article 164 provides that a member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of the Existing Articles, nothing in this Article 164 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</i></p>
When notice deemed to be served	165(d)	<p>Any notice given by electronic means (including, without limitation, electronic transmission or electronic communication) as provided in the New Articles shall be deemed to have been served and delivered on the day on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations. A notice, document or publication placed on either the Company’s website or the website of the Stock Exchange is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules.</p>
Service of notice to persons entitled on death, mental	166	<p>Without prejudice to Article 163 (please see above and the Existing Articles), a notice or document may be given or issued by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a</p>

Subject Context/Matter	Article (if any)	Proposed Changes
disorder or bankruptcy of a member		member by sending it to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, by cable, telex or facsimile transmission or other form of electronic transmission or electronic communication at the electronic address provided pursuant to Article 163(b) (please see above) or (until such electronic address has been so provided) any other address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled.
Service of process	174	In the event of a winding-up of the Company in Hong Kong, every member of the Company who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member through any means (whether electronically or otherwise) as the liquidator shall deem appropriate to the extent permitted by and in accordance with the applicable laws, rules and regulations as if the liquidator were the Company, and such notice shall be deemed to be served in accordance with Article 165 (please see above and the Existing Articles).
E. Formalities to become Official Version		
N/A	Cover pages and first pages	The following matters are proposed to be removed: (a) the date of incorporation of the Company; (b) the historical information relating to the previous changes of the Company's English name and the adoption of the Company's Chinese name; and (c) the historical information relating to the previous changes of the Company's memorandum and articles of association together with the corresponding dates of the special resolutions approving such previous changes.
Certain marginal notes	Various	The following matters are proposed to be removed: (a) the references to the relevant requirements under the Listing Rules; and (b) the references to the dates of the special resolutions approving the previous changes of certain articles of the Company's articles of association.

Housekeeping amendments to the Existing M&A are also proposed, including making consequential amendments in connection with the above amendments to the Existing M&A and for clarity and consistency with the other provisions of the Existing M&A where it is considered desirable and to better align the wording with the corresponding wording of the Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments and the adoption of the New M&A are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”). The New M&A will take effect on the date on which the New M&A are approved and adopted at the AGM, with immediate effect from the close of the AGM.

A circular containing, among other things, details of the Proposed Amendments (including mark-ups against the relevant provisions of the Existing M&A), together with a notice of the AGM setting out (among other things) the special resolution to approve the Proposed Amendments and adopt the New M&A, will be despatched to the Shareholders in due course.

By Order of the Board
CHIH Yu Yang
Acting Chairman

Hong Kong, 7 March 2024

As at the date of this announcement, the Board 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).