THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in FIH Mobile Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2038)

GENERAL MANDATE TO BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION,
PROPOSED ADOPTION OF THE NEW AMENDED
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of the Company to 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. is set out on pages 72 to 74 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

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Remark:

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.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

"Annual General the annual general meeting of the Company to 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. or, where the context so admits, any adjournment thereof

"Articles" or "Existing the articles of association of the Company in force for the time being

"Board" the board of Directors

"Buy-back Mandate" the buy-back mandate proposed to be granted to the Directors to buy back Shares up to 10% of the total number of issued Shares as at the date of passing of the resolution

approving this buy-back mandate

"Companies Act" the Companies Act of the Cayman Islands as amended from

time to time

"Company" FIH Mobile Limited, a limited liability company

incorporated in the Cayman Islands, the shares of which are

listed on the Stock Exchange

"Director(s)" the director(s) of the Company

"Existing M&A" the second amended and restated memorandum of

association of the Company and the second amended and restated articles of association of the Company, in either

case currently in force

"Foxconn Far East" Foxconn (Far East) Limited, a limited liability company

incorporated in the Cayman Islands and a controlling shareholder (as defined in the Listing Rules) of the

Company

"Government" The Government of Hong Kong

"Group" the Company and its subsidiaries

"HK\$" Hong Kong dollars, the lawful currency of Hong Kong

"Hon Hai" 鴻海精密工業股份有限公司 (Hon Hai Precision Industry

Co. Ltd. for identification purposes only), a limited liability company incorporated in Taiwan, the shares of which are listed on the Taiwan Stock Exchange Corporation and the ultimate controlling shareholder (as defined in the Listing

Rules) of the Company

DEFINITIONS

"Hon Hai Technology Hon Hai, its subsidiaries and/or associates (as the case may Group" "Hong Kong" the Hong Kong Special Administrative Region of the PRC "Latest Practicable Date" Friday, 12 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular "Listing Rules" the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time "Member(s)" or holder(s) of the Share(s) "Shareholder(s)" "New Articles" the third amended and restated articles of association of the Company, proposed to be adopted by the Company at the **AGM** "New M&A" the third amended and restated memorandum of association of the Company and the third amended and restated articles of association of the Company, in either case incorporating and consolidating the Proposed Amendments, proposed to be adopted by the Company at the AGM "PRC" the People's Republic of China "Proposed Amendments" the proposed amendments to the Existing M&A set out in Appendix III to this circular "SFO" the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time "Share(s)" ordinary share(s) with a nominal value of US\$0.04 each in the share capital of the Company "Stock Exchange" The Stock Exchange of Hong Kong Limited "Taiwan" the Republic of China "Takeovers Code" the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time "US\$" United States dollars, the lawful currency of the United States of America

per cent

"%"

FIH Mobile Limited 富智康集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2038)

Executive Directors:
CHIH Yu Yang (Acting Chairman and
Chief Executive Officer)
KUO Wen-Yi
LIN Chia-Yi (also known as Charles LIN)

Non-executive Director: CHANG Chuan-Wang

Independent Non-executive Directors:
LAU Siu Ki
CHEN Shu Chuan (also known as
Nadia CHEN)
CHIU Yen-Tsen (also known as
CHIU Yen-Chen, Dennis)

Registered Office:
P. O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

Head Office: No. 4, Minsheng Street Tucheng District New Taipei City 23679 Taiwan

Principal Place of Business in Hong Kong: 8th Floor, Peninsula Tower 538 Castle Peak Road Cheung Sha Wan Kowloon Hong Kong

19 April 2024

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATE TO BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED AMENDMENTS TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION,
PROPOSED ADOPTION OF THE NEW AMENDED
AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND

NOTICE OF ANNUAL GENERAL MEETING

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable

enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding, among other things, the Buy-back Mandate, the re-election of the relevant Directors and the Proposed Amendments and the proposed adoption of the New M&A.

By resolutions approved by the Shareholders entitled to vote at the annual general meeting of the Company, which were passed on 19 May 2023, general mandates were given to the Directors, among others, to exercise the powers of the Company to buy back its own Shares in accordance with the relevant rules set out in the Listing Rules and the Takeovers Code. These general mandates will lapse at the conclusion of the forthcoming Annual General Meeting unless renewed at that meeting. An ordinary resolution will therefore be proposed at the Annual General Meeting to renew the general mandate to buy back Shares.

Also, reference is made to the Company's announcement dated 7 March 2024 regarding the Proposed Amendments and the proposed adoption of the New M&A. In particular, a special resolution will be proposed at the Annual General Meeting to consider and, if thought fit, approve the aforesaid matters.

BUY-BACK MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve and grant the Buy-back Mandate. The Shares which may be bought back pursuant to the Buy-back Mandate are up to 10% of the total number of issued Shares on the date of passing of the resolution approving the Buy-back Mandate.

The Buy-back Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (c) the revocation or variation of the authority given to the Board under the ordinary resolution approving the Buy-back Mandate by passing of an ordinary resolution of the Shareholders in general meeting.

An explanatory statement as required under the Listing Rules, giving certain information regarding the Buy-back Mandate, is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Three Directors proposed to be Re-elected

Pursuant to article 95 of the Articles, the Board is empowered to appoint any person as a director either to fill a casual vacancy on or as an addition to the Board, and the director so appointed shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at such annual general meeting. Mr. CHANG Chuan-Wang ("Mr. Chang") who was appointed to fill a casual vacancy as a non-executive Director with effect from 29 June 2023 and Mr. CHIU Yen-Tsen (also known as CHIU Yen-Chen, Dennis) ("Mr. Chiu") who was appointed to fill a casual vacancy as an independent non-executive Director with effect from 29 June 2023, and both of them, being eligible, will offer themselves for re-election at the Annual General Meeting. Pursuant to article 112 of the Articles, one-third of the Directors (according to article 95 of the Articles, Mr. Chang and Mr. Chiu being appointed to fill casual vacancies on the Board shall not be taken into account in determining the Directors who are to retire by rotation) for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding one-third) shall retire from office by rotation at each annual general meeting of the Company provided that every Director shall be subject to retirement by rotation at least once every three years. In accordance with article 112 of the Articles, Mr. LAU Siu Ki ("Mr. Lau") will retire from office by rotation at the Annual General Meeting and he, being eligible, will offer himself for re-election at the Annual General Meeting.

The Company's nomination committee has performed work in respect of the proposed reelection of Mr. Chang, Mr. Chiu and Mr. Lau as Directors at the Annual General Meeting, and then recommended their proposed re-election to the Board for the latter's consideration. For details of the policies and procedures adopted by the nomination committee in connection with such proposed re-election as well as a summary of the nomination committee's work so performed, please refer to pages 227 to 238 of the Company's 2023 corporate governance report (forming part of the Company's 2023 annual report) as issued and published simultaneously upon the issuance and publication of this circular.

In particular, both the nomination committee and the Board have re-assessed Mr. Lau's and Mr. Chiu's independence for the purposes of the Listing Rules and have confirmed the same in respect of the year ended 31 December 2023.

Proposed Re-election of Mr. Lau as the Company's Independent Non-executive Director

Mr. Lau has served the Board for more than nine years, and subject to retirement and reelection under the Articles as mentioned above, the current appointment term of Mr. Lau with the Company as an independent non-executive Director will end upon the conclusion of the AGM.

Overview

In relation to the proposed re-election of Mr. Lau as an independent non-executive director of the Company at the AGM, as an overview, the nomination committee obtained and reviewed the relevant information and documents relating to Mr. Lau (including without limitation his up-to-date curriculum vitae showing (among other things) his skills, knowledge, ability and experience in the relevant areas) in accordance with the relevant provisions of the Company's nomination policy for directorship (the "Nomination Policy") and the Company's board diversity policy (the "Board Diversity Policy"). Following the procedures set out in the Nomination Policy, a meeting of the nomination committee was convened, during which the nomination committee assessed and took into account (among other things): (i) Mr. Lau's

professional background, extensive and in-depth skills, knowledge, ability and experience (particularly his Hong Kong background, qualifications and experience; over 40 years of Hong Kong professional skills, knowledge, ability and experience in corporate governance, corporate finance, financial advisory and management, accounting, auditing and risk management, coupled with wide-ranging knowledge and experience through acting as director/company secretary of other Hong Kong listed companies belonging to different industry/business sectors; and accumulated extensive and in-depth knowledge and experience in both the Company and the industry); (ii) his diversity of perspectives appropriate to the requirements of the Company's business; (iii) aspects such as personal ethics, integrity and reputation of Mr. Lau which would be important to the overall business culture that the Company would need to maintain in the development and operation of its business; and (iv) his time commitment and attention and contributions to the Company. Following due consideration of the aforementioned factors, the nomination committee determined at such meeting to make recommendation to the Board for proposing Mr. Lau to be re-elected as an independent non-executive director of the Company at the AGM. In essence, Mr. Lau possesses the required character, competence, integrity, experience and diversity of perspectives to be appointed as an independent nonexecutive director, and his re-appointment will bring valuable insights, advices, expertise, better diversity of perspectives as well as independent judgments and objective views to the Board. The nomination committee also assessed the independence of Mr. Lau, and was satisfied that Mr. Lau has met the guidelines on independence set out in Rule 3.13 of the Listing Rules and would be independent for the purposes of the Listing Rules.

The factors considered, the processes and the discussions at both the nomination committee and the Board levels are summarised below.

Long Service

The proposed re-election of Mr. Lau as the Company's independent non-executive director at the AGM had gone through the following processes at both the Company's nomination committee and the Board levels:

- (a) Mr. Lau (as the chairman of the nomination committee) had abstained from all the discussions, consideration, voting and resolution at the meeting of the nomination committee to consider (among other things) his proposed re-election, to the extent of the agenda and related matters regarding his proposed re-election;
- (b) Ms. CHEN Shu Chuan (also known as Nadia CHEN) ("Ms. Chen") and Mr. Chiu (as the members of the nomination committee) had balanced Mr. Lau's history and familiarity with the Company's affairs and management against Mr. Lau's ability to stay independent and the necessity of Board refreshment and succession planning, and according to the Nomination Policy and the Board Diversity Policy respectively, had then considered Mr. Lau's proposed re-election with reference to (among other things) effective succession planning in place to manage any staggered retirement of the Company's director(s) to ensure Board continuity, and the factors more particularly described below; neither Ms. Chen nor Mr. Chiu had raised any issue about the continued independence of Mr. Lau, and had unanimously resolved that Mr. Lau had remained independent, and had also recommended Mr. Lau's proposed re-election to the Board for the latter's consideration;
- (c) Mr. Lau (as a member of the Board) had abstained from all the discussions, consideration, voting and resolution at the meeting of the Board to consider (among other things) his proposed re-election, to the extent of the agenda and related matters regarding his proposed re-election; and

(d) the Board (comprising all members other than Mr. Lau) had considered Mr. Lau's proposed re-election with reference to (among other things) the aforesaid succession planning, the factors more particularly described below, the aforesaid recommendation from the nomination committee, the Nomination Policy and the Board Diversity Policy respectively, and had also balanced Mr. Lau's history and familiarity with the Company's affairs and management against Mr. Lau's ability to stay independent and the necessity of Board refreshment and succession planning; none of the above Board members had raised any issue about the continued independence of Mr. Lau and had unanimously resolved that Mr. Lau had remained independent, and had also recommended Mr. Lau's proposed re-election to the Shareholders for the latter's consideration at the AGM.

During the above processes, each of the nomination committee and the Board had considered the following factors:

- Mr. Lau has over 40 years of experience in corporate governance, corporate finance, financial advisory and management, accounting, auditing and risk management (for further details, please refer to Appendix II to this circular). On the basis of Mr. Lau's professional background, skill sets, ethics, integrity, reputation and experience as well as his diversity of perspectives appropriate to the requirements of the Company's business operations and environment, the industry in which the Company operates as well as the overall business culture that the Company needs to maintain in the development and operation of its business, Mr. Lau has accumulated in-depth understanding of the Group's affairs and management, and has been contributing objectively and giving independent guidance, views and comments to the Company over the past years. For the year ended 31 December 2023, Mr. Lau has confirmed no relationship with any directors, senior management members, or substantial or controlling shareholders of the Company, has not held any executive or management role or position within the Group, and has not been involved in the daily operations and management of the Group during the years that he has been a director. In view of the foregoing (particularly Mr. Lau's mindset throughout the past years as evidenced by his past performance and conducts), Mr. Lau has clearly demonstrated to the Company his willingness and ability to continue to exercise independent judgement and to provide objective views and contributions to the Company;
- (b) Neither the nomination committee nor the Board is aware or is made aware of: (i) the occurrence of any event or circumstance which would cause it to believe that the continued independence of Mr. Lau has been or would be impaired; (ii) any evidence that the length of tenure of Mr. Lau has had any adverse impact on his continued independence; and (iii) any circumstance that might influence Mr. Lau in effectively exercising his judgement independently, in each case in his capacity as the Company's independent non-executive director despite his tenure and his familiarity with the Group's affairs and management;
- (c) During the year ended 31 December 2023, Mr. Lau spent over 25 hours in training which evidences his proactive and on-going efforts to keep abreast of updates and new changes for his continuous professional developments, and which represents the highest training hours among all the Board members during such year. Also, Mr. Lau's directorship experience in other companies listed on the Stock Exchange has enabled him to discharge his duties as the Company's independent non-executive director more effectively as such experience has been beneficial in equipping him with accumulative knowledge, familiarity and experience on matters such as the

latest developments and trends in directors' duties, Listing Rules requirements, regulatory focus and common risks and limitations in management and compliance. In view of the foregoing, Mr. Lau's continuous professional developments when coupled with his other directorship experience have been continuously bringing fresh perspectives to the Board, thereby leading to adequate and on-going Board refreshment despite Mr. Lau's tenure and familiarity with the Group's affairs and management;

- (d) The factors referred to in the section headed "Directorships with Four Other Listed Companies" below of this Letter from the Board in relation to Mr. Lau's continued time commitment and attention to perform his duties as the Company's independent non-executive director; and
- (e) After a comprehensive review of all the above factors, both the nomination committee and the Board (each comprising all members other than Mr. Lau) have believed that Mr. Lau possesses the required ethics, character, competence, integrity, reputation and experience to continue fulfilling his role as the independent non-executive director of the Company, and his continued tenure will continue to bring valuable insights, advices, expertise, independent views and fresh perspectives to the Board.

Directorships with Four Other Listed Companies

As disclosed in Appendix II to this circular, as at the Latest Practicable Date, Mr. Lau holds the position of independent non-executive director in four other companies, the shares of which are listed on the Stock Exchange. In this respect, Mr. Lau has confirmed to the Company that he does not have a present intent to take up any additional directorship with any other company, the securities of which are listed on any securities market in Hong Kong or overseas.

Both the nomination committee and the Board have considered that Mr. Lau has, throughout the period during which he has been acting as an independent non-executive director of the Company, demonstrated that he has been, and will continue to be, able to devote sufficient time to the Board after having taken into account a variety of considerations, including without limitation the following: (i) given all the above-mentioned directorships are of an independent non-executive nature and do not require Mr. Lau to devote his full time and attention to the day-to-day operation and management of those companies; (ii) Mr. Lau is a competent professional and good at time management who has sound knowledge and skills to efficiently handle five or more companies' directorships, and since his appointment as a director of the Company in December 2004, Mr. Lau has demonstrated outstanding time management, planning and organisation skills with the help of sufficient staff support despite overlapping of financial year-end and peak seasons for listed companies, and also, during the year ended 31 December 2023, he spent over 25 hours in training to effectively facilitate the performance of his appointments; (iii) Mr. Lau has a proven track record of ability and commitment to manage and allocate sufficient time for matters relating to the Group from time to time handled by the Board and/or the Board committees chaired by Mr. Lau (the "Group Matters"), as evidenced by his full attendance at a total of seven meetings of the Board (out of seven in the year ended 31 December 2023), six meetings of the audit committee (out of six in the year ended 31 December 2023), two meetings of the nomination committee (out of two in the year ended 31 December 2023), three meetings of the remuneration committee (out of three in the year ended 31 December 2023), one meeting with the Company's acting chairman and other independent non-executive directors (out of one in the year ended 31 December 2023)

and one meeting of the Shareholders (out of one in the year ended 31 December 2023); and (iv) at the request of the Company, Mr. Lau provides an annual confirmation that he has devoted sufficient time and attention to the Group Matters for the year ended 31 December 2023 and will continue to do so, and in particular, Mr. Lau has disclosed to the Company: (a) the number and nature of offices held by him in public companies, organisations and other significant commitments as more particularly described in his biographical details set out in Appendix II to this circular; (b) the identity of the said companies and organisations; and (c) an indication of time involved in each of such offices, and Mr. Lau will also notify the Company of any change of such information in a timely manner. Further, the Board is of the view that Mr. Lau's directorship experience in other companies listed on the Stock Exchange would enable him to discharge his duties as an independent non-executive director of the Company more effectively as such experience is beneficial in equipping him with accumulative knowledge, familiarity and experience on matters such as the latest developments and trends in directors' duties, Listing Rules requirements, regulatory focus and common risks and limitations in management and compliance. The Board will continue to maintain regular communications with Mr. Lau and re-assess Mr. Lau's ability to devote sufficient time to the Group Matters and discussions and deliberations at the Board level on an on-going basis.

Proposed Re-election of Mr. Chiu as the Company's Independent Non-executive Director

As to the process used for identifying Mr. Chiu as a candidate for the Company's independent non-executive director back in June 2023, according to the Nomination Policy, the nominating director of the Company (through his own network) informed the chairman of the Company's nomination committee (through the Company's company secretary) of his proposal, and the chairman of the nomination committee (through the Company's company secretary) then arranged for convening a meeting of the nomination committee to consider the proposed appointment of Mr. Chiu as an independent non-executive director of the Company.

With reference to the Nomination Policy and the Board Diversity Policy, the nomination committee held a meeting on 6 March 2024 to consider (among other things) the proposed reelection of Mr. Chiu as an independent non-executive director of the Company at the AGM. In this respect, the work performed by the nomination committee is summarised as follows:

- When considering the proposed re-election of Mr. Chiu as an independent non-executive director of the Company, the nomination committee obtained and reviewed the relevant information and documents relating to Mr. Chiu (including without limitation his curriculum vitae showing (among other things) his skills, knowledge, ability and experience in the relevant areas) in accordance with the relevant provisions of the Nomination Policy and the Board Diversity Policy.
- Following the procedures set out in the Nomination Policy, a meeting of the nomination committee was convened, during which the nomination committee assessed and took into account (among other things): (i) Mr. Chiu's professional background, extensive and in-depth skills, knowledge, ability and experience (particularly over 30 years' experience in leading foreign banks, large corporate, consulting firm and academy); (ii) his diversity of perspectives appropriate to the requirements of the Company's business; (iii) aspects such as personal ethics, integrity and reputation of Mr. Chiu which would be important to the overall business culture that the Company would need to maintain in the development and operation of its business; (iv) Mr. Chiu's confirmation that he has no relationship with any directors, senior management members, or substantial or controlling

shareholders of the Company, has not held any executive or management role or position within the Group, and has not been involved in the daily operations and management of the Group during his tenure. In view of the foregoing, Mr. Chiu has clearly demonstrated to the Company his willingness and ability to continue to exercise independent judgement and to provide objective views and contributions to the Company; and (v) the fact that the nomination committee is not aware or is not made aware of: (a) the occurrence of any event or circumstance which would cause it to believe that the continued independence of Mr. Chiu has been or would be impaired; and (b) any circumstance that might influence Mr. Chiu in effectively exercising his judgement independently, in each case in his capacity as the Company's independent non-executive director.

- Following due consideration of the aforementioned factors, the nomination committee determined at such meeting to make recommendation to the Board for proposing Mr. Chiu for re-election as an independent non-executive director of the Company at the AGM.
- In essence, Mr. Chiu possesses the required character, competence, integrity, experience and diversity of perspectives to be appointed as an independent non-executive director, and his appointment will bring valuable insights, advices, expertise, better diversity of perspectives as well as independent judgements and objective views to the Board.
- The nomination committee also assessed the independence of Mr. Chiu, and was satisfied that Mr. Chiu has met the guidelines on independence set out in Rule 3.13 of the Listing Rules and would be independent for the purposes of the Listing Rules.

In accordance with the Board Diversity Policy, in the process of assessing the proposed re-election of Mr. Chiu as an independent non-executive director of the Company in the context of the diversity of perspectives appropriate to the requirements of the Company's business, the nomination committee had taken into account (among other things) the key factors in favour of diversity against the said measurable objectives. In this respect, the nomination committee had taken into account (among other things):

- Taiwan background, qualifications and experience; U.S. higher education; and Hong Kong working experience;
- accumulated knowledge, skills, experience and network in the environmental, social and governance ("ESG")/sustainability-related context (particularly his pro-active engagement in the sustainable finance, offshore wind and solar power project finance and advisory business as well as his continuous focus on the development of sustainability strategy and management), which are new and peculiar to the Board, particularly beneficial to the Board in light of the Stock Exchange's continuing main focus on its ESG framework and enhancement of its ESG-related regulatory requirements (such as climate-related disclosures) as well as the Group's top priority for environmental sustainability and ongoing efforts to make more positive impacts on ESG and its ESG-related achievements;

- accumulated extensive and in-depth knowledge, experience and network through his leadership and senior managerial positions in the financial industry (a highly and strictly-regulated industry) and currently the academy, which could complement those of Ms. Chen, particularly beneficial to the Board in terms of integrity and ongoing compliance with applicable laws and regulations and hence enhancement of the Company's corporate culture of acting lawfully, ethically and responsibly;
- similar to Ms. Chen who has held certain leadership and senior managerial positions in the financial industry, Mr. Chiu has focused more on the frontline businesses and operations such as loan syndication, trust and custodian, sustainable finance and project finance, which could be particularly beneficial to the financial operations and new businesses of the Company at the Board level when the Group has been diversifying its customers, businesses and products, and entering into new industry sectors. On top of that, he has possessed knowledge and experience in the Hong Kong financial industry; and
- as an orderly successor to Dr. Daniel Joseph MEHAN who has acted as the Company's independent non-executive director and as a member of each of the Company's audit committee, remuneration committee and nomination committee for more than 15 years, Mr. Chiu could provide fresh views and perspectives to the Company at the Board level.

The Board (comprising all members other than Mr. Chiu) had considered Mr. Chiu's proposed re-election with reference to (among other things) the aforesaid factors, the aforesaid recommendation from the nomination committee, the Nomination Policy and the Board Diversity Policy respectively; none of the above Board members had raised any issue about the continued independence of Mr. Chiu and had unanimously resolved that Mr. Chiu had remained independent, and had also recommended Mr. Chiu's proposed re-election to the Company's shareholders for the latter's consideration at the AGM.

Recommendation from the Board

After a comprehensive review of all the skill sets, experience, age and qualifications of Mr. Chang, Mr. Chiu and Mr. Lau respectively, the Board has believed that they possess the required character, competence, integrity, experience and diversity of perspectives to be reelected as Directors, and their continued tenure will continue to bring valuable insights, advices, expertise and better diversity of perspectives to the Board.

In view of the foregoing, the Board has recommended Mr. Chang, Mr. Chiu and Mr. Lau to be re-elected as Directors at the AGM.

Details of Mr. Chang, Mr. Chiu and Mr. Lau who are prepared to be re-elected as Directors at the AGM are set out in Appendix II to this circular.

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

Reference is made to the announcement of the Company dated 7 March 2024 in relation to the captioned matter.

As set out in the said announcement, the Board proposes to seek approval from the Shareholders by way of a special resolution at the AGM for:

- (a) the Proposed Amendments 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; and
- (b) the adoption of the New M&A.

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

Article (if any)	Proposed Changes
2	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. 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. 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/
	(if any)

Subject Context/Matter	Article (if any)	Proposed Changes
B. Company's Re-pu	rchase of O	wn Shares
Company may purchase and finance the purchase of own shares and warrants	7	Subject to 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.
C. Electronic Meetin	gs/Hybrid N	leetings
Manner of convening general meetings	67A (new)	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.
Convening of extraordinary general meeting	68	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 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

Subject Context/Matter	Article (if any)	Proposed Changes
		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 requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.
Notice of meetings	69(a)	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

Subject Context/Matter	Article (if any)	Proposed Changes
		meeting (the "Principal Meeting Place"); (c) if the meeting is to be held as a hybrid 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.

Subject Context/Matter	Article (if any)	Proposed Changes
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.
		(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:
		(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;
		(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;
		(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

Subject Context/Matter	Article (if any)	Proposed Changes
		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 (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.
General meeting arrangements	75B (new)	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 me

Subject Context/Matter	Article (if any)	Proposed Changes
Power to adjourn a general meeting where electronic facilities are inadequate or there is a threat of violence	75C (new)	If it appears to the Chairman of the general meeting that: (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,
		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.
Security at a general meeting	75D (new)	The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement 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

Subject Context/Matter	Article (if any)	Proposed Changes
		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.
Power to postpone a general meeting	75E (new)	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: (a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's Website [as defined in Appendix III to this circular] 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;

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		 (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 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 (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.
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.

Subject Context/Matter	Article (if any)	Proposed Changes
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 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. (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: (i) by at least three shareholders present in person or by proxy for the

Subject Context/Matter	Article (if any)	Proposed Changes
		 (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. 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.
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 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.

Subject Context/Matter	Article (if any)	Proposed Changes	
		(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 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.	
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	

Subject Context/Matter	Article (if any)	Proposed Changes		
		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 Comm	unications			
Annual report of Directors and balance sheet to be sent to members, etc. 159(b) 159(c)		(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.		
		(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.		
Services of notices	163(a) 163(b) (new) 163(d) (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 issued by cable, telex or facsimile		

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		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:		
		(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.		
		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.		

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		 (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 nonfunctional electronic address, such member or other person acknowledges and agrees that the 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. (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. 		
Members out of Hong Kong	164 (proposed to be deleted)	[Reserved following intentional deletion] 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,		

Subject Context/Matter	Article (if any)	Proposed Changes		
		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.		
When notice deemed to be served	165(d)	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 be served and delivered on the day on which it is successful 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 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 provided or required by the Listing Rules.		
Service of notice to persons entitled on death, mental disorder or bankruptcy of a member	166	Without prejudice to Article 163 (please see above and Existing Articles), a notice or document may be given issued by the Company to the person or persons entitled share in consequence of the death, mental disorder bankruptcy of a member by sending it to him or them name, or by the title of representative of the deceased trustee of the bankrupt, or by any like description, by catelex or facsimile transmission or other form of electrotransmission or electronic communication at the electroaddress provided pursuant to Article 163(b) (please above) or (until such electronic address has been so providing other address, if any, within Hong Kong supplied for 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 Kon every member of the Company who is not for the time beir in Hong Kong shall be bound, within 14 days after the passin of an effective resolution to wind up the Company voluntaril or the making of an order for the winding-up of the Compan to serve notice in writing on the Company appointing son person resident in Hong Kong and stating that person's funame, address and occupation upon whom all summonse notices, process, orders and judgments in relation to or und the winding-up of the Company may be served, and in defaut of such nomination the liquidator of the Company shall be liberty on behalf of such member to appoint such person, ar service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good person		

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		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	The following matters are proposed to be removed:			
	pages and first pages	(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 Company has obtained letters from its Hong Kong legal advisers and Cayman Islands legal advisers, confirming that the Proposed Amendments conform with the requirements of the Listing Rules and do not violate the laws of the Cayman Islands respectively.

The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

Details of the Proposed Amendments (including mark-ups against the corresponding provisions of the Existing M&A) are set out in Appendix III to this circular.

The Proposed Amendments and the adoption of the New M&A are subject to the approval of the Shareholders by way of a special resolution at 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.

ANNUAL GENERAL MEETING

The notice convening the AGM is set out on pages 72 to 74 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, the granting of the Buyback Mandate and the re-election of the relevant Directors, whereas a special resolution will be proposed to approve the Proposed Amendments and the proposed adoption of the New M&A.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not the Shareholders are able to attend the AGM, the Shareholders are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting at the AGM in person if they so wish.

RECOMMENDATIONS

The Board considers that: (a) the granting of the Buy-back Mandate; (b) the re-election of the relevant Directors, (c) the Proposed Amendments; and (d) the adoption of the New M&A, respectively, to be proposed at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board
CHIH Yu Yang
Acting Chairman

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Buy-back Mandate, and neither the explanatory statement nor any proposed Share buy-back pursuant to the Buy-back Mandate has any unusual features:

LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their fully-paid up shares on the Stock Exchange subject to certain restrictions.

SHAREHOLDERS' APPROVAL

The Listing Rules provide that all on-market share buy-backs by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by specific approval of a particular transaction or by a general mandate to the directors of the company to make such buy-backs.

SHARE CAPITAL

As at the Latest Practicable Date, the total issued share capital of the Company comprised 7,884,500,000 Shares of US\$0.04 each. Subject to passing of the ordinary resolution approving the Buy-back Mandate and on the basis that no further Shares will be issued, purchased or bought back prior to the Annual General Meeting, exercise in full of the Buy-back Mandate can result in up to 788,450,000 Shares being bought back by the Company during the period from 22 May 2024, being the date of the Annual General Meeting, up to the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law to be held; and (iii) the revocation or variation of the authority given to the Board under the ordinary resolution approving the Buy-back Mandate by passing of an ordinary resolution of the Shareholders in general meeting.

REASONS FOR BUY-BACK

The Board believes that the value of the Shares traded on-market was undervalued. Accordingly, the Board is of the view that Share buy-backs are in the interests of the Company and its Shareholders as a whole.

FUNDING OF BUY-BACK

Buy-back must be made out of funds which are legally available for such purpose in accordance with all applicable laws of the Cayman Islands and the Articles.

Any buy-back by the Company may be made out of the profits of the Company or out of a fresh issue of Shares made for the purpose of the buy-back or, if authorised by the Articles and subject to the Companies Act, out of capital and, in the case of any premium payable on the buy-back, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles and subject to the Companies Act, out of capital.

The Directors consider that the exercise in full of the Buy-back Mandate to buy back Shares might have a material adverse impact on the working capital or the gearing position of the Company as compared with its financial position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023.

However, no buy-back will be made in circumstances that may have a material adverse impact on the working capital or gearing position of the Company unless the Directors consider that such buy-backs are in the best interests of the Company notwithstanding such material adverse impact.

SHARE PRICES

The monthly highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Share Prices (per Share)			
Month	Highest	Lowest		
	HK\$	HK\$		
2023				
April	0.970	0.790		
May	0.890	0.760		
June	0.830	0.760		
July	0.860	0.790		
August	0.840	0.680		
September	0.720	0.650		
October	0.850	0.550		
November	0.630	0.560		
December	0.620	0.530		
2024				
January	0.610	0.470		
February	0.520	0.460		
March	0.550	0.465		
April (up to the Latest Practicable Date)	0.880	0.485		

THE TAKEOVERS CODE

If as a result of a buy-back of Shares by the Company, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of shareholding interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Based on information that is publicly available to the Company and within the knowledge of the Directors as at the Latest Practicable Date, Hon Hai (through Foxconn Far East) was interested in a total of 5,081,034,525 Shares, representing approximately 64.44% of the total number of issued Shares as at such date. In the event that the Directors exercise the Buy-back Mandate in full, and assuming that there is no alteration to the existing shareholding of Hon Hai and Foxconn Far East, the indirect shareholding of Hon Hai in the Company will increase to approximately 71.60%. Taking into account that each of Hon Hai and Foxconn Far East is already holding more than 50% of the issued Shares as at the Latest Practicable Date, it is not expected that any buy-back of Shares pursuant to the Buy-back Mandate would give rise to a mandatory offer obligation on the part of Hon Hai and/or Foxconn Far East under Rule 26 of the Takeovers Code. Save as aforesaid and based on information that is publicly available to the Company and within the knowledge of the Directors as at the Latest Practicable Date, the Directors are not aware of any other consequence that would arise under Rule 26 of the Takeovers Code as a result of exercising the power to buy back Shares under the Buy-back Mandate. The Directors do not have any present intention to exercise the Buy-back Mandate to such extent as will trigger the application of Rule 26 of the Takeovers Code.

Also, based on information that is publicly available to the Company and within the knowledge of the Directors as at the Latest Practicable Date: (i) approximately 34.95% of the total number of issued Shares (exclusive of approximately 64.44% of the total number of issued Shares held by Hon Hai through Foxconn Far East as mentioned above, a total of approximately 0.58% of the total number of issued Shares in which the relevant Directors namely Mr. CHIH Yu Yang, Dr. KUO Wen-Yi and Mr. LIN Chia-Yi (also known as Charles LIN) were interested, as well as approximately 0.03% of the total number of issued Shares held by the Trustee) are in the hands of the public for the purposes of the Listing Rules; and (ii) in the event that the Directors exercise the Buy-back Mandate in full, and assuming that there is no alteration to the existing shareholding of Hon Hai, Foxconn Far East, such Directors and the Trustee and that no other Shareholders will cease to be regarded as part of the public for the purposes of the Listing Rules, the percentage of issued Shares held by the public for the purposes of the Listing Rules will decrease to approximately 27.72%, which is over the prescribed minimum percentage of shareholding required to be held by the public under the Listing Rules.

DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their close associates (as the term is defined in the Listing Rules), has any present intention to sell Shares to the Company or its subsidiaries if the Buy-back Mandate is approved by the Shareholders.

No core connected person (as the term is defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company and no such person has undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors will, so far as the same may be applicable, exercise the power of the Company conferred to it under the Buy-back Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands.

BUY-BACKS MADE BY THE COMPANY

In the twelve months immediately preceding the Latest Practicable Date, the Company bought back in multiple batches a total of 32,500,000 Shares on the Stock Exchange in cash for an aggregate consideration (before expenses) of HK\$19,346,520.00, details of which are as follows:

Date of buy-back	No. of Shares bought back	Price per Highest HK\$	Share Lowest HK\$	Aggregate consideration paid (before expenses) HK\$
15 August 2023	354,000	0.770	0.770	272,580.00
23 August 2023	1,000,000	0.720	0.720	720,000.00
24 August 2023	677,000	0.720	0.720	487,440.00
31 August 2023	1,000,000	0.680	0.680	680,000.00
5 September 2023	400,000	0.720	0.720	288,000.00
6 September 2023	400,000	0.710	0.710	284,000.00
7 September 2023	400,000	0.710	0.710	284,000.00
11 September 2023	1,400,000	0.690	0.680	962,000.00
15 September 2023	800,000	0.700	0.700	560,000.00
18 September 2023	300,000	0.700	0.700	210,000.00
20 September 2023	200,000	0.700	0.700	140,000.00
21 September 2023	100,000	0.680	0.680	68,000.00
25 September 2023	288,000	0.680	0.680	195,840.00
26 September 2023	981,000	0.680	0.670	661,390.00
28 September 2023	400,000	0.660	0.660	264,000.00
29 September 2023	300,000	0.660	0.660	198,000.00
15 November 2023	800,000	0.600	0.600	480,000.00
30 November 2023	2,200,000	0.580	0.580	1,276,000.00
1 December 2023	1,800,000	0.590	0.580	1,050,000.00
4 December 2023	1,504,000	0.560	0.550	835,200.00
5 December 2023	1,000,000	0.540	0.540	540,000.00
14 December 2023	664,000	0.550	0.550	365,200.00
19 December 2023	415,000	0.560	0.560	232,400.00
20 December 2023	1,621,000	0.570	0.570	923,970.00
21 December 2023	300,000	0.580	0.570	173,820.00
22 December 2023	296,000	0.590 0.590	0.590 0.580	174,640.00
27 December 2023	1,900,000	0.600	0.580	1,113,640.00
28 December 2023 29 December 2023	206,000 94,000	0.610	0.610	123,600.00 57,340.00
29 December 2023 2 January 2024	1,400,000	0.610	0.510	834,000.00
3 January 2024	300,000	0.590	0.590	177,000.00
4 January 2024	1,600,000	0.590	0.580	931,000.00
5 January 2024	1,100,000	0.600	0.590	652,000.00
8 March 2024	85,000	0.470	0.470	39,950.00
19 March 2024	744,000	0.510	0.510	379,440.00
22 March 2024	921,000	0.500	0.490	454,465.00
25 March 2024	2,900,000	0.500	0.490	1,431,250.00
26 March 2024	500,000	0.495	0.495	247,500.00
27 March 2024	217,000	0.495	0.495	107,415.00
28 March 2024	133,000	0.510	0.510	67,830.00
2 April 2024	800,000	0.510	0.500	403,610.00
	32,500,000			19,346,520.00

For more details about the above buy-backs, please refer to pages 120 and 121 of the Company's 2023 annual report as issued and published simultaneously upon the issuance and publication of this circular.

Save as disclosed above, the Company has not purchased, sold or redeemed any of the Shares in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:

1. CHANG Chuan-Wang (Mr.), Chinese (Taiwan) and aged 55, was appointed as a non-executive director of the Company on 29 June 2023. Mr. Chang has about 31 years' experience in the information and communication technology industry. In May 2009, Mr. Chang joined Hon Hai and the Hon Hai Technology Group, focusing on group business strategy, operation control and performance analysis management. Mr. Chang is currently an assistant vice president of the Strategic Controlling Division in Hon Hai. He currently also serves as the executive director of ENNOCONN Corporation (principally operating the business of industrial computer design, manufacture, processing and sale, whose shares are listed on the Taiwan Stock Exchange Corporation) on behalf of Hon Hai. Since April 2023, he is also the chairman of the board of directors, a non-executive director and a member of the remuneration committee of CircuTech International Holdings Limited (whose ultimate controlling shareholder is Hon Hai and whose shares are listed on GEM of the Stock Exchange, principally operating the business of IT product sale and distribution). For the period from 2002 to 2008, Mr. Chang was the chairman's special assistant at Jabil Green Point (whose shares were listed on the Taiwan Stock Exchange Corporation and were delisted in April 2007). For the period from 1995 to 2001, he served as the head of the global operations management in Universal Scientific Industrial Co., Ltd. (whose shares were listed on the Taiwan Stock Exchange Corporation and were delisted in June 2010). Mr. Chang obtained a Bachelor's degree in Automatic Control Engineering from Feng Chia University in 1992 and a Master's degree in Business Administration from the Graduate Institute of Management at Feng Chia University in 2007. In 2007, he was awarded the honorary membership of Phi Tau Phi Scholastic Honor Society for his outstanding academic achievements.

Save as disclosed in this Appendix: (a) Mr. Chang did not hold other positions with the Company or other members of the Group, nor did he have any relationships with any director, senior management or substantial or controlling shareholder of the Company; and (b) Mr. Chang did not hold in the past three years up to the Latest Practicable Date any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chang has personal interest in 17,000 shares of Hon Hai (an associated corporation of the Company within the meaning of Part XV of the SFO. Save as disclosed above, as at the Latest Practicable Date, Mr. Chang did not have any other interest in the shares, underlying shares and/or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Chang and the Company (as amended and/or supplemented from time to time): (a) Mr. Chang's appointment is for a term of not more than 3 years commencing from 29 June 2023 and ending upon the conclusion of the relevant annual general meeting of the Company at which (among other things) his next re-election is considered in accordance with the Articles (i.e. the AGM); and (b) Mr. Chang is entitled to a fee for his services as a non-executive director of HK\$26,000 per month (less any

necessary statutory deductions). For the year ended 31 December 2023, the total amount of Mr. Chang's emoluments in his capacity as a non-executive Director was approximately US\$12,000.

In relation to the re-election of Mr. Chang as Director, save as disclosed above, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

2. CHIU Yen-Tsen (also known as CHIU Yen-Chen, Dennis) (Mr.), Chinese (Taiwan) and aged 59, was appointed as an independent non-executive director of the Company on 29 June 2023. He is also a member of each of the audit committee, remuneration committee and nomination committee of the Company. Mr. Chiu has over 31 years' experience in leading foreign banks, large corporate, consulting firm and academy. In recent years, Mr. Chiu proactively engaged in sustainable finance, offshore wind and solar power project finance and advisory business. He has been an advisor and a lecturer of Taiwan Academy of Banking and Finance, focusing on international advanced banking training program and sustainable finance, project finance, international loan syndication and acquisition finance in Taiwan since April 2022 and he will continue to focus on the development of sustainability strategy and management. Mr. Chiu worked at BNP Paribas Taipei Branch during the period from 1997 to 2009 and from 2016 to February 2022, where he held various senior managerial positions such as the interim head of Taiwan branches, managing director and head of Corporate Banking, head of Loan Syndication, Trust and Custodian and also Correspondent Banking. He was also a director of Structured Finance Loan Syndication (Greater China) in BNP Paribas Hong Kong Branch during the period from 2009 to 2011. He was a consultant of E-United Group (a Taiwan company in the steel industry) and was a lecturer at the Banking and Finance Department of the China University of Technology in 2016. Prior to the foregoing, Mr. Chiu held certain leadership and senior managerial positions in the banking and financial industry, including an executive director and head of Global Corporate Banking in J.P. Morgan Taipei Branch during the period from 2012 to 2015, and a director of Fixed Income in Credit Suisse Taipei Branch during the period from 2011 to 2012. In his senior management positions, Mr. Chiu has acted as chairperson or a member of the Business Continuity Planning (BCP) Committee and Internal Control Committee (ICC). He was also a credit approver and a member of Credit Committee at BNP Paribas, and has accumulated rich knowledge and experience in risk management. Mr. Chiu received a Bachelor of Science, Industrial Engineering degree from Chung-Yuan Christian University in 1987 and a Master of Business Administration degree from The University of Connecticut in 1994.

Save as disclosed in this Appendix: (a) Mr. Chiu did not hold other positions with the Company or other members of the Group, nor did he have any relationships with any director, senior management or substantial or controlling shareholder of the Company; and (b) Mr. Chiu did not hold in the past three years up to the Latest Practicable Date any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Chiu did not have any interest in the shares, underlying shares and/or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Chiu and the Company: (a) Mr. Chiu's appointment is for a term of not more than 3 years commencing from 29 June 2023 and ending upon the conclusion of the relevant annual general meeting of the Company at which (among other things) his next reelection is considered in accordance with the Articles (i.e. the AGM); and (b) Mr. Chiu is entitled to a fee for his services as an independent non-executive director of HK\$26,000 per month (less any necessary statutory deductions). For the year ended 31 December 2023, the total amount of Mr. Chiu's emoluments in his capacity as an independent non-executive Director was approximately US\$20,000.

As to Mr. Chiu's independence, both the nomination committee of the Company and the Board have re-assessed Mr. Chiu's independence for the purposes of the Listing Rules and have confirmed the same in respect of the year ended 31 December 2023.

In relation to the re-election of Mr. Chiu as Director, save as disclosed above, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

3. LAU Siu Ki (Mr.), Chinese (Hong Kong) and aged 65, joined the Company as an independent non-executive director in December 2004. He is the chairman of the audit committee, remuneration committee and nomination committee respectively of the Company. He has over 40 years of experience in corporate governance, corporate finance, financial advisory and management, accounting, auditing and risk management. Mr. Lau is currently a financial advisory consultant running his own management consultancy firm, Hin Yan Consultants Limited. Previously, Mr. Lau worked at Ernst & Young for over 15 years. He graduated from Hong Kong Polytechnic in 1981. Mr. Lau is a fellow member of both the Association of Chartered Certified Accountants ("ACCA") and Hong Kong Institute of Certified Public Accountants. Mr. Lau was a member of the World Council of ACCA from 2002 to 2011 and was the chairman of ACCA Hong Kong in 2000/2001. During these years, he has helped raising the profile of ACCA. He serves as an independent non-executive director of Binhai Investment Company Limited, Embry Holdings Limited, Samson Holding Ltd. and TCL Electronics Holdings Limited, all of which shares are listed on the Stock Exchange. Mr. Lau also serves as company secretary of Yeebo (International Holdings) Limited, Hung Fook Tong Group Holdings Limited and Expert Systems Holdings Limited (all of which shares are listed on the Stock Exchange). In addition, he was an independent non-executive director of Comba Telecom Systems Holdings Limited from 20 June 2003 to 29 December 2023 and IVD Medical Holding Limited from 21 June 2019 to 28 March 2024, both of which shares are listed on the Stock Exchange.

Save as disclosed in this Appendix: (a) Mr. Lau did not hold other positions with the Company or other members of the Group, nor did he have any relationships with any director, senior management or substantial or controlling shareholder of the

Company; and (b) Mr. Lau did not hold in the past three years up to the Latest Practicable Date any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Lau did not have any interest in the shares, underlying shares and/or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

A letter of appointment was entered into between Mr. Lau and the Company, setting out the terms and conditions governing his appointment and ancillary matters, as amended and supplemented from time to time. Pursuant to the re-election duly approved by the Shareholders on 28 May 2021, the current appointment term of Mr. Lau has commenced from 28 May 2021, ending upon the conclusion of the relevant annual general meeting of the Company at which (among other things) his next re-election is considered in accordance with the Articles (i.e. the AGM).

Pursuant to the aforesaid letter of appointment, Mr. Lau is entitled to a fee for his services as an independent non-executive Director of HK\$26,000 per month (less any necessary statutory deductions) as well as an allowance for his services as the chairman of the audit committee, remuneration committee and nomination committee respectively of the Company of HK\$7,800 per month (less any necessary statutory deductions). For the year ended 31 December 2023, the total amount of Mr. Lau's fees in his capacity as an independent non-executive Director as well as his allowances in his capacities as the chairman of the audit committee, remuneration committee and nomination committee respectively of the Company was approximately US\$52,000.

On 31 October 2019, the Securities and Futures Commission (the "SFC") announced that it had started Market Misconduct Tribunal ("MMT") proceedings against China Medical & Healthcare Group Limited ("CMHGL") and six individuals who were CMHGL directors at the relevant time, including Mr. Lau, for failing to disclose inside information as soon as reasonably practicable. On 12 May 2021, the SFC announced the conclusion of those proceedings and the MMT's findings, including those against Mr. Lau. The Company carefully assessed the MMT's findings, and concluded that it remained in the Company's best interests to retain Mr. Lau as an independent non-executive director and as chairman of its audit, remuneration and nomination and independent board committees. Please see the Company's announcements of 12 and 20 May 2021 and page 119 of the Company's 2021 interim report (as issued and published on 15 September 2021) for further details of the Company's assessment.

As to Mr. Lau's independence, both the nomination committee of the Company and the Board have re-assessed Mr. Lau's independence for the purposes of the Listing Rules and have confirmed the same in respect of the year ended 31 December 2023.

In relation to the re-election of Mr. Lau as Director, save as disclosed above, there is no information which is discloseable nor is he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

The following are the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New M&A. If the serial numbering of the clauses of the New M&A is changed due to the addition, deletion or re-arrangement of certain clauses made in the Proposed Amendments, the serial numbering of the clauses of the New M&A as so amended shall be changed accordingly, including cross-references.

Note: The third amended and restated memorandum and articles of association of the Company (i.e. the New M&A) is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Marginal Note	Clause No. (if any)	Provisions in the New M&A (showing changes to the corresponding provisions of the Existing M&A and the parts without changes in the following provisions are shown in "")
Cover pages of the New M&	A	
N/A		HIRDSECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF FIH MOBILE LIMITED* 富智康集團有限公司***
		Incorporated the 8th day of February, 2000 ted by a special resolution passed on 22 May 2024)
	International I	y's English name was changed from its original name "Burlam Limited" to "Foxconn International Holdings Limited" with May 2003 and then to "FIH Mobile Limited" with effect from
	**The Compar 2013.	ny adopted its formal Chinese name with effect from 30 May
N/A	EXI	THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS EMPTED COMPANY LIMITED BY SHARES
		HIRDSECOND AMENDED AND RESTATED DRANDUM AND ARTICLES OF ASSOCIATION
		OF
		FIH MOBILE LIMITED* 富智康集團有限公司**

APPENDIX III

	(adopted by written resolution passed on 13 January 2005) (amended by a special resolution passed on 8 June 2005)
	(amended by a special resolution passed on 8 June 2006)
	(amended and adopted by special resolutions passed on 31 May 2012)
	(amended and (adopted by a special resolution passed on 20 May 202222 May 2024)
	*The Company's English name was changed from its original name "Burlam International Limited" to "Foxconn International Holdings Limited" with effect from 6 May 2003 and then to "FIH Mobile Limited" with effect from 30 May 2013.
	**The Company adopted its formal Chinese name with effect from 30 May 2013.
New Memorandum	
N/A	THE COMPANIES ACT (AS REVISED)
	OF THE CAYMAN ISLANDS
	EXEMPTED COMPANY LIMITED BY SHARES
	THIRD SECOND AMENDED AND RESTATED
	MEMORANDUM OF ASSOCIATION
	OF
	FIH MOBILE LIMITED 富智康集團有限公司
	(adopted by written resolution passed on 13 January 2005)
	(amended by a special resolution passed on 8 June 2005)
	(amended by a special resolution passed on 8 June 2006) (amended and adopted by special resolutions passed on 31 May
	2012) -
	(amended and (adopted by a special resolution passed on 20 May 202222 May 2024)
N/A	2. The registered office of the Company shall be at the office of Vistra (Cayman) Limited (formerly known as Offshore Incorporations (Cayman) Limited), currently. P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1-1205 Cayman Islands, or at such other place as the Directors may from time to time decide.
N/A	7. Capitalised terms that are not defined in this Second <u>Third</u> Amended and Restated Memorandum of Association bear the same meanings as those given in the Second <u>Third</u> Amended and Restated Articles of Association of the Company.

New Articles					
N/A	THE COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS EXEMPTED COMPANY LIMITED BY SHARES				
	THIRDSECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION				
	OF				
	FIH MOBILE LIMITED 富智康集團有限公司 (adopted by written resolution passed on 13 January 2005)				
	(amended by a special resolution passed on 8 June 2005) (amended by a special resolution passed on 8 June 2006) (amended and adopted by special resolutions passed on 31 May 2012)				
	(amended and (adopted by a special resolution passed on 20 May 202222 May 2024)				
Exclusion of Table A (amended by a special resolution passed on 20 May 2022)	1. The regulations contained in Table A in the First Schedule to the Companies Act shall not apply to the Company.				
Interpretation (amended by a special resolution passed on 20 May 2022)	2. The marginal notes to these Articles (including references to the applicable requirements under the Listing Rules) shall not affect the interpretation hereof. In these Articles, unless there be something in the subject or context inconsistent therewith:				
•••					
<u>clear days</u>	"clear days" shall mean, in relation to the period of a notice, that period excluding the day on which the notice is given or deemed to be given and the day for which it is given or on which it is to take effect or it expires;				
close associate (added to replace "Associate" by a special resolution passed on 20 May 2022)	"close associate" shall, in relation to any Director, have the same meaning as defined in the Listing Rules as modified from time to time, expect that for the purposes of Article 103(c) where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to "associate" in the Listing Rules;				
•••					

APPENDIX III

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

dividend

(amended by a special resolution passed on 20 May 2022)

electronic

(amended by special resolutions passed on 31 May 2012 and on 20 May 2022)

electronic communication

electronic facilities

electronic meeting

Exchange

(amended by a special resolution passed on 20 May 2022)

hybrid meeting

• • •

meeting

"dividend" shall include bonus dividends and distributions permitted by the Act to be categorised as dividends;

"electronic" shall have the meaning given to it in the Electronic Transactions Act (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor, provided that Section 8 and Section 19 of the Electronic Transactions Act (2003 Revision), as amended from time to time, of the Cayman Islands shall not apply to these Articles to the extent that it may impose obligations or requirements in addition to those set out in these Articles;

"electronic communication" shall mean a communication sent, transmitted, delivered, conveyed or received by wire, by radio, by optical means or by other similar means in any form through any medium;

"electronic facilities" shall include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);

"electronic meeting" shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by shareholders and/or proxies by means of electronic facilities;

• • •

"Exchange" shall mean The Stock Exchange of Hong Kong Limited or its successor(s) from time to time;

...

"hybrid meeting" shall mean a general meeting convened and conducted for both (i) physical attendance by shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations; and (ii) virtual attendance and participation by shareholders and/or proxies by means of electronic facilities;

• • •

"meeting" shall mean a meeting held and conducted in any manner permitted by these Articles and any shareholder or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that

	meeting for all purposes of the Act and these Articles so long as
	such shareholder or Director and the other persons participating in
	the meeting can communicate with each other simultaneously and
	instantaneously, and "attend", "participate", "attending",
	"participating", "attendance" and "participation" shall be
	construed accordingly, and shall, where the context is appropriate, include a meeting that has been adjourned or postponed by the
	Board pursuant to these Articles;
Meeting Location	"Meeting Location" has the meaning given to it in Article
Meeting Location	75A:
member who is a	where a member is a corporation, any reference in these
<u>corporation</u>	Articles to a member shall, where the context requires or
	permits, refer to a duly authorised representative of such member;
•••	
notice	"notice" shall mean a notice in writing and shall include a
	corporate communication or an actionable corporate
	communication within the meanings ascribed thereto under
	the Listing Rules as the context may permit, unless otherwise specifically stated and as further defined in these Articles;
	specifically stated and as further defined in these Afficies,
•••	
participation in a general	in relation to a person's (including, in the case of a
meeting	corporation, a duly authorised representative's) participation
	in the business of a general meeting, "participation" shall include, without limitation and as relevant, the right to speak
	or communicate, vote, be represented by a proxy and have
	access in hard copy or electronic form to all documents which
	are required by the Act or these Articles to be made available
	at the meeting, and "participate" and "participating" in the
	business of a general meeting shall be construed accordingly;
•••	
physical meeting	"physical meeting" shall mean a general meeting held and
	conducted by physical attendance and participation by
	shareholders and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;
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Principal Meeting Place	"Principal Meeting Place" shall have the meaning given to it in Article 69;
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•••	

APPENDIX III

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

recognized clearing house (amended by a special resolution passed on 20 May 2022)

right to speak

seal

(amended by a special resolution passed on 20 May 2022)

• • •

special resolution

(amended by a special resolution passed on 20 May 2022)

subsidiary and holding company

(amended by a special resolution passed on 20 May 2022)

the Chairman

(amended by a special resolution passed on 20 May 2022)

"recognized clearing house" shall have the meaning ascribed thereto in Part 1 of Schedule 10 to the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong as in force from time to time) and any amendments thereto or reenactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

"right to speak" shall, in relation to the right of a member to speak at an electronic meeting or a hybrid meeting, include the right to raise questions or make statements to the Chairman of the meeting, verbally or in written form, by means of electronic facilities, and in this respect, such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the Chairman of the meeting), in which event the Chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;

"seal" shall include the common seal of the Company, the securities seal (or a printed securities seal being a replica of such securities seal as adopted pursuant to Article 132) or any duplicate seal adopted by the Company pursuant to Article 133;

. . .

"special resolution" shall have the same meaning as ascribed thereto in the Act and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members of the Company as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given and includes a special resolution passed pursuant to Article 80;

"subsidiary" and "holding company" shall have the meanings attributed to such terms in the Listing Rules;

"the Chairman" shall mean the Chairman (or acting Chairman, as the case may be) presiding at any meeting of members or of the Board;

the Companies Act/the Act (amended by a special resolution passed on 20 May 2022)

the Companies Ordinance (amended by a special resolution passed on 20 May 2022)

the Company (amended by a special resolution passed on 20 May 2022)

the Company's Website
(amended by a special resolution
passed on 20 May 2022)

• • •

these Articles

(amended by a special resolution passed on 20 May 2022)

...

words in Act to bear same meanings in Articles (amended by a special resolution passed on 20 May 2022)

writing/printing

"the Companies Act" or "the Act" shall mean the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

"the Companies Ordinance" shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time:

"the Company" or "this Company" shall mean FIH Mobile Limited 富智康集團有限公司 incorporated in the Cayman Islands on 8 February 2000;

"the Company's Website" shall mean the website of the Company as in force from time to time (currently, https://www.fihmobile.com), the address or domain name of which has been or has been deemed to be notified to members;

..

"these Articles" shall mean the present Second<u>Third</u> Amended and Restated Articles of Association and all supplementary, amended or substituted Articles for the time being in force;

. . .

subject as aforesaid, any words defined in the Act shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles; and

"writing" or "printing" shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Act and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, including where the representation or reproduction takes the form of electronic display, and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be useable for subsequent reference;

Issue of shares (amended by a special resolution passed on 20 May 2022)	4.	
How class rights may be modified App 3 r.15 (amended by a special resolution passed on 20 May 2022)	6.	(a) If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment or postponement thereof shall be a person or persons together holding (or representing by proxy) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class, and that any holder of shares of the class present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.
Company may purchase and finance the purchase of own shares and warrants (amended by a special resolution passed on 20 May 2022)	7.	Subject to the <u>Companies</u> Act, or any other <u>applicable</u> laws, <u>rules</u> and <u>regulations</u> or so far as not prohibited by any <u>applicable</u> laws, <u>rules</u> and <u>regulations</u> 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 as used in this Article includes redeemable shares) provided that the and any determination by the Board of the manner of the purchase has first been shall be deemed to be authorised by a resolution of the shareholders, these 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—and. For the above purposes, the Company may make payment therefor in any manner authorised or not prohibited by the Companies Act and other applicable laws,

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		rules and regulations, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.
Redemption (amended by a special resolution passed on 20 May 2022)	9.	
Shares at the disposal of the Board (amended by a special resolution passed on 20 May 2022)	11.	
Company may pay commissions (amended by a special resolution passed on 20 May 2022)	12.	
Share register (amended by a special resolution passed on 20 May 2022)	14.	(a) (b)
(amended by a special resolution passed on 20 May 2022)		(c) (d)
App 3 r.20	15.	
Share certificates (amended by a special resolution passed on 20 May 2022)	16.	

Form of transfer (amended by a special resolution passed on 20 May 2022)	37
Consolidation and division of capital and sub-division and cancellation of shares (amended by a special resolution passed on 20 May 2022)	59. (a)
Reduction of capital (amended by special resolutions passed on 8 June 2005 and on 20 May 2022)	(b)
Register of charges to be kept (amended by a special resolution passed on 20 May 2022)	64
When annual general meeting to be held App 3 r.14(1) (amended by a special resolution passed on 20 May 2022)	66. The Company shall in each financial year (other than the financial year of the Company's adoption of these Articles) hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and such annual general meeting must be held within 6 months (or such longer period, if any, as permitted by the Listing Rules) after the end of the Company's financial year. The annual general meeting shall be held at such time and place as the Board shall appoint. A meeting of members or any class thereof may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting by such means shall constitute, and be deemed to constitute, presence at such meeting.
Manner of convening general meetings	67A. 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 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 these Articles.

Convening of extraordinary general meeting

68.

App 3 r-14(5); Rule 13.70 (amended by a special resolution passed on 20 May 2022) 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 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 the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Boarda physical meeting at only one location which will be the Principal Meeting Place 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.

Notice of meetings App 3 r.14(2) (amended by special resolutions passed on 31 May 2012 and on 20 May 2022) (amended by a special resolution	69.	(a)	An annual general meeting shall be called by a-notice in writing 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 a notice in writing of not less than 14 clear days or such longer minimum notice period (if any) as required by the Listing Rules. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which it is given, and shall specify the specify: (a) the day and the commencement time; place, and agenda 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, the principal place of the meeting (the "Principal Meeting Place"); (c) if the meeting is to be held as a hybrid 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), 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.
passed on 31 May 2012)		(c)	
Quorum (amended by a special resolution passed on 20 May 2022)	72.		
Chairman of general meeting	74.	<u>(a)</u>	
		<u>(b)</u>	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(a) above) 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. The Subject to Article 75C, 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 place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting details set out in Article 69(a) 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. (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. (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:

- (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;
- (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;
- (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

			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.
General meeting arrangements	75B.	meeting managi and/or Place, a hybri some o electron absolut to time shareho entitled Locatio Meeting to atte meeting be subg being in	pard and, at any general meeting, the Chairman of the gray from time to time make arrangements for any from time to time make arrangements for a may from time to time make arrangements for any or administering attendance and/or participation proceedings and/or voting at the Principal Meeting any Meeting Location(s), an electronic meeting and/or and meeting (whether involving the issue of tickets or ther means of identification, passcode, seat reservation, and voting or otherwise) as it/he/she shall in its/his/her electronic consider appropriate, and may from time electronic consider appropriate, and may from time electronic consider appropriate, and may from time to attend, in person or by proxy, at any Meeting on shall be entitled so to attend at one of the other gray Locations; and the entitlement of any shareholder so and the meeting or adjourned meeting or postponed gray such arrangement as may be for the time in force and by the notice of meeting or adjourned group postponed meeting stated to apply to the meeting.
Power to adjourn a general meeting where electronic facilities are inadequate or there is a threat of violence	<u>75C.</u>	(a) 1	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) 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;

- (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.

then, without prejudice to any other power which the Chairman of the meeting may have under these 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.

Security at a general meeting

75D. The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement 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.

Power to postpone a general meeting

- If, after the sending of notice of a general meeting but before 75E. 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:
 - 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;
 - when a meeting is postponed in accordance with this Article, subject to and without prejudice to Article 75, 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 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 these Articles not less than 48 hours before the time of the postponed meeting; and

		(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.
Responsibility for maintaining adequate facilities	<u>75F.</u>	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, 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.	Without prejudice to the provisions in Article 75, 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 Right to demand a poll and what is to be evidence of the passing of a resolution where poll not demanded (amended by a special resolution passed on 31 May 2012)	76.	At any general meeting a resolution put to the vote of the meeting shall be decided by way of poll except where the Chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. For the purposes of this Article, procedural and administrative matters are those that (a) are not on the agenda of the meeting or in any supplementary circular that may be issued by the Company to its members; and (b) relate to the Chairman's duties 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. Where a resolution can be so voted on by a show of hands, prior to or upon the declaration of the result of the show of hands, a poll may be demanded by: (a) at least five members present in person or by proxy and entitled to vote; or

		(b) any member or members present in person (or in the ease of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one tenth of the total voting rights of all members having the right to attend and vote at the meeting; or (e) any member or members present in person (or in the ease of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one tenth of the total sum paid
		where a resolution is voted on by a show of hands, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried, or carried unanimously, or by a 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 in favour of for or against such the resolution.
Poll (amended by a special resolution passed on 31 May 2012)	77.	
(amended by a special resolution passed on 31 May 2012)	78.	
Chairman to have casting vote (amended by a special resolution passed on 31 May 2012)	79.	
Written resolutions	80.	A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting

	shal	he Company duly convened and held. Any such resolution led be deemed to have been passed at a meeting held on the e on which it was signed by the last member to sign.
Votes of members App 3 r.14(3) (amended by a special resolution passed on 20 May 2022)	81. (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 show of hands every member who is present in person (or, in the ease of a member being a corporation by its duly authorised representative) shall have one vote, and 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.
		Notwithstanding anything contained in these ArticlesOn 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 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. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. 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.

	<u>(b)</u>	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:
		(i) by at least three shareholders present in person or by proxy for the time being entitled to vote at the meeting:
		(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
		(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.
		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.
Right to speak and vote App 3 r.14(3) (added by a special resolution passed on 20 May 2022)	(<u>bc</u>)	All members have the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration (including the circumstance where a member has a material interest in the transaction or arrangement being voted upon).
Counting of votes App 3 r.14(4)	(<u>ed</u>)	Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.
Votes in respect of deceased and bankrupt members	sha the	y person entitled under Article 46 to be registered as a areholder may vote at any general meeting in respect reof in the same manner as if he were the registered holder such shares, provided that at least 48 hours before the time

		to vas	the holding of the meeting or adjourned meeting or tponed meeting (as the case may be) at which he proposed vote, he shall satisfy the Board of his right to be registered the holder of such shares or the Board shall have viously admitted his right to vote at such meeting in pect thereof.
Qualification for voting	85.	(a)	
Objections to voting		(b)	No objection shall be raised as to the qualification of any person exercising or purporting to exercise any vote or to the admissibility of any vote except at the meeting or adjourned meeting or postponed meeting at which the person exercising or purporting to exercise his vote or the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. In the case of any dispute as to the admission or rejection of any vote, the Chairman of the meeting shall determine the same and such determination shall be final and conclusive.
Proxies App 3 r.18	86.		
Instrument appointing proxy to be in writing App 3 r.18	87.		
Delivery of authority for appointment of proxy	88.	<u>(a)</u>	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 these 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 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.

(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 notarially 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 adjournment meeting or postponed meeting, in either each case, in any document sent therewith), or if the Company has provided an electronic address in accordance with Article 88(a), 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 eonfirmation 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.
Authority under instrument appointing proxy	90. The instrument appointing a proxy to vote at a general meeting shall: (a) be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit; and (b) unless the contrary is stated therein, be valid as well for any adjournment or postponement of the meeting as for the meeting to which it relates, provided that the meeting was originally held within 12 months from such date.
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), or if the Company has provided an electronic address in accordance with Article 88(a), 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.
Corporations/ clearing houses acting by representatives at meetings App 3 r.18	92. (a)
App 3 r.19 (amended by a special resolution passed on 20 May 2022)	(b)

Board may fill vacancies/ appoint additional Directors App 3 r.4(2) (amended by special resolutions passed on 8 June 2005 and on 20 May 2022)	95.			
When office of Director to	102.			
be vacated (amended by a special resolution passed on 8 June 2006)		(i)		
		(ii)		
		(iii)		
		(iv)		
		(v)		
		(vi)		
App 3 r.4(3)		(vii)		
Directors may contract with Company	103.	(a)	•••	
		(b)		
Director may not vote where he has a material interest Rule 13.44 (amended by special resolutions passed on 31 May 2012 and on 20 May 2022)		(c)		
Director may vote in respect			(i)	
of certain matters Rule 13.44			(ii)	
(amended by a special resolution passed on 20 May 2022)			(iii)	
			(iv)	
Director may vote on proposals not concerning own appointment		(d)	•••	
Who to decide whether a Director may vote		(e)		

General powers of Company vested in Board	108. (a)
(amended by a special resolution passed on 20 May 2022)	(b)
(amended by a special resolution passed on 20 May 2022)	(c)
Rotation and retirement of Directors App 14 CP A.4.2 (amended by a special resolution passed on 8 June 2005)	112
Power of general meeting to increase or reduce the number of Directors (amended by special resolutions passed on 8 June 2005 and on 20 May 2022)	115
Notice to be given when person proposed for election Rule 13.70	116
Register of Directors and notification of changes to Registrar (amended by a special resolution passed on 20 May 2022)	117
Power to remove Director by ordinary resolution App 3 r.4(3) (amended by special resolutions passed on 8 June 2006 and on 20 May 2022)	118
Directors' resolutions (amended by a special resolution passed on 31 May 2012)	129. A resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 96(c)) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purposes of this Article.

		Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purpose of considering any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules) or a Director has a conflict of interest that the Board has determined to be material.
Appointment of Secretary (amended by a special resolution passed on 20 May 2022)	130.	
Same person not to act in two capacities at once (amended by a special resolution passed on 20 May 2022)	131.	
Custody and use of seal (amended by a special resolution passed on 20 May 2022)	132.	
Power to capitalise (amended by a special resolution passed on 20 May 2022)	138.	
Power to declare dividends (amended by a special resolution passed on 20 May 2022)	140.	
Share premium and reserves (amended by a special resolution passed on 20 May 2022)	144.	
Dividend in specie (amended by a special resolution passed on 20 May 2022)	148.	
Annual returns and filings (amended by a special resolution passed on 20 May 2022)	155.	
Accounts to be kept (amended by a special resolution passed on 20 May 2022)	156.	
Where accounts are to be kept (amended by a special resolution passed on 20 May 2022)	157.	
Inspection by members (amended by a special resolution passed on 20 May 2022)	158.	
Annual profit and loss account and balance sheet	159.	(a)

	1	
Annual report of Directors and balance sheet to be sent to members, etc.	(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.
(amended by a special resolution passed on 20 May 2022)	(c)	To the extent permitted by and subject to due compliance with these Articles, the Act and all applicable rules and regulations, including, without limitation, the Listing rRules—of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 159(b) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, 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 these Articles and the Act, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and 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 these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.
Appointment and remuneration of Auditors App 3 r.17 (amended by a special resolution passed on 20 May 2022)	161	

Removal of Auditors prior to expiration of term of office

App 3
r.17
(added by a special resolution
passed on 31 May 2012 and amended
by a special resolution
passed on 20 May 2022)

161A. The members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove the Auditors at any time before the expiration of their term of office and shall by ordinary resolution at that meeting appoint another Auditor or Auditors in their stead for the remainder of their term. The Company shall send a circular in the manner in which notices may be served by the Company as provided herein, proposing the removal of the Auditors to the members with any written representations from the Auditors, not less than 10 business days before the general meeting. The Company shall allow the Auditors to attend the general meeting and make written and/or verbal representations to the members at the general meeting.

Service of notices

- 163. (a) Except as otherwise provided in these Articles, any 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 these Articles from the Company to any member or other relevant person, shall be in writing and may be given or 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:
 - (i) by serving it personally on the relevant person;
 - (ii) notice or document may be served by the Company and any notices may be served by the Board on any member either personally or in relation to a member, by sending it through the post in a prepaid letter 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, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website at any other address supplied by the member him to the Company for the purpose; or by placing it on the Company's Website provided that the Company has obtained the member's prior

express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the newspapers.

- (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);
- (vi) by publishing it on the Company's Website and/or the website of the 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.

In the case of joint holders of a share, all—a notices 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.

(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 these 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 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.

- (b)(c) Notice of every general meeting shall be given in any manner hereinbefore authorised to:
 - (i) every person shown as a member in the register of members as of the record date for such meeting except that in the case of joint holders the notice shall be sufficient if given to the joint holder first named in the register of members;
 - (ii) every person upon whom the ownership of a share devolves by reason of his being a legal personal representative or a trustee in bankruptcy of a member of record where the member of record but for his death or bankruptcy would be entitled to receive notice of the meeting;
 - (iii) the Exchange; and
 - (iv) such other person to whom such notice is required to be given in accordance with the Listing Rules.

No other person shall be entitled to receive notices of general meetings.

(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 these 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.

Members out of	164.	[Reserved following intentional deletion]
Hong Kong		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 these 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.
When notice deemed to be served	165.	(a)
		(b)
		(c)
		(d) Any notice given by electronic means (including, without limitation, electronic transmission or electronic communication) as provided herein shall be deemed to have been served and delivered on the day following that 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 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.
Service of notice to persons entitled on death, mental	166.	A-Without prejudice to Article 163, a notice or document may be given or issued by the Company to the person or persons
disorder or bankruptcy of a member		entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the
or a memori		post in a prepaid letter addressed 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, at the 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) 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, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
How notice to be signed	169. The signature to any notice <u>or (if applicable) document</u> to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.
Power to wind-up the Company App 3 r-21 (added by a special resolution passed on 20 May 2022) Power to distribute assets in specie	171A. (a) (b) AUnless otherwise provided by the Companies Act, a resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution. 172
following liquidation (amended by a special resolution passed on 20 May 2022)	
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 by advertisement as he—through any means (whether electronically or otherwise) as the liquidator shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the registerto 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 service on the day following that on which the advertisement first appears or the letter is posted in accordance with Article 165.
Indemnities of Directors and officers	175.	(a)
(amended by a special resolution passed on 20 May 2022)		(b)
Financial year (amended by a special resolution passed on 20 May 2022)	176.	
Amendment of Memorandum and Articles App 3 r.16 (amended by a special resolution passed on 20 May 2022)	177.	

FIH Mobile Limited 富智康集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2038)

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

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

Registered Office:
P. O. Box 31119 Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

Head Office: No. 4, Minsheng Street Tucheng District New Taipei City 23679 Taiwan

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 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.