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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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**GENERAL MANDATES TO ISSUE SHARES AND  
RESELL TREASURY SHARES AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED AMENDMENTS TO INTERNAL POLICY,  
PROPOSED SHARE CONSOLIDATION,  
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**

**Financial Adviser**



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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 Friday, 16 May 2025 at 11:00 a.m. is set out on pages 43 to 48 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 (or at any adjourned meeting) should you so wish.

For the avoidance of doubt, holders of treasury shares of the Company, if any, shall abstain from voting at the Annual General Meeting.

No gifts or refreshments will be provided at the Annual General Meeting.

Hong Kong, 17 April 2025

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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 ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the adjourned meeting, if any.

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.

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## DEFINITIONS

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

“Annual General Meeting” or “AGM”	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 Friday, 16 May 2025 at 11:00 a.m. or, where the context so admits, any adjournment thereof
“Articles”	the articles of association of the Company in force for the time being
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange up to 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution at the Annual General Meeting
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“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
“Consolidated Share(s)”	the ordinary share(s) of par value of US\$0.40 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“Existing 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 currently in force
“Existing Share(s)”	ordinary share(s) of par value of US\$0.04 each in the existing share capital of the Company before the Share Consolidation becomes effective
“Financial Adviser”	VS Capital Limited, a licensed corporation under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) to carry out Type 6 (advising on corporate finance) regulated activities, which has been appointed by the Company to be the financial adviser to advise the Company in respect of the Share Consolidation
“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
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Government”	The Government of Hong Kong
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“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
“Hon Hai Technology Group”	Hon Hai, its subsidiaries and/or associates (as the case may be)

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Internal Policy”	the procedures for Loaning of Funds of the Company in force for the time being
“Issuance and Resale Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 10% of the total number of issued Shares (excluding Treasury Shares) as at the date of passing of the proposed ordinary resolution at the Annual General Meeting
“Latest Practicable Date”	Friday, 11 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“New M&A”	the fourth amended and restated memorandum of association of the Company and the fourth 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 IV to this circular
“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time

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## DEFINITIONS

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“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares of par value of US\$0.04 each into one (1) Consolidated Share of par value of US\$0.40 each
“Shareholders”	the holders of the Shares
“Shares”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	having the meaning ascribed to it under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time
“Taiwan”	the Republic of China
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

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LETTER FROM THE BOARD

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**FIH® 富智康®**  
**FIH Mobile Limited**  
**富智康集團有限公司**  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2038)**

*Executive Directors:*

CHIH Yu Yang (*Chairman of the Board*)  
LIN Chia-Yi (also known as Charles LIN)  
(*Chief Executive Officer*)  
KUO Wen-Yi

*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

17 April 2025

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND  
RESELL TREASURY SHARES AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED AMENDMENTS TO INTERNAL POLICY,  
PROPOSED SHARE CONSOLIDATION,  
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

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## LETTER FROM THE BOARD

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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 the resolutions to be proposed at the forthcoming Annual General Meeting in relation to (i) the granting to the Directors of the Issuance and Resale Mandate and the Buy-back Mandate; (ii) the re-election of the Directors; (iii) the proposed amendments to the Internal Policy as set out in Appendix III; (iv) the proposed Share Consolidation; and (v) the proposed amendments to the Existing M&A of the Company and the proposed adoption of the New M&A of the Company.

### ISSUANCE AND RESALE MANDATE

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares (including the sale or transfer of Treasury Shares out of the treasury that are held as Treasury Shares of the Company), approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issuance and Resale Mandate to issue new Shares (including the sale or transfer of Treasury Shares out of the treasury that are held as Treasury Shares of the Company). At the Annual General Meeting, ordinary resolution number (5) will be proposed to grant the Issuance and Resale Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares and/or to sell or transfer Treasury Shares not exceeding 10% of the number of issued Shares (excluding Treasury Shares) as at the date of passing of the resolution in relation to the Issuance and Resale Mandate.

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 number (5) and on the basis that no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue new Shares (including the sale or transfer of Treasury Shares out of the treasury that are held as Treasury Shares of the Company) for a maximum of 788,450,000 Shares.

Details of the Issuance and Resale Mandate is set out in resolution number (5) in the notice of the Annual General Meeting set out on pages 43 and 44 of this circular. The Issuance and Resale 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 Issuance and Resale Mandate by passing of an ordinary resolution of the Shareholders in general meeting.



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## LETTER FROM THE BOARD

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The Directors have no present intention to exercise the Issuance and Resale Mandate, if granted to the Directors at the Annual General Meeting.

### **BUY-BACK MANDATE**

By resolutions approved by the Shareholders entitled to vote at the annual general meeting of the Company held on 22 May 2024, 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 (excluding Treasury Shares).

At the Annual General Meeting, ordinary resolution number (6) 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 (excluding Treasury 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**

#### **Two Directors proposed to be Re-elected**

Pursuant to article 112 of the Articles, one-third of the Directors 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. CHIH Yu Yang (“Mr. Chih”) and Dr. KUO Wen-Yi (“Dr. Kuo”), both are executive Directors of the Company, will retire from office by rotation at the Annual General Meeting and they, being eligible, will offer themselves for re-election at the Annual General Meeting.

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## LETTER FROM THE BOARD

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With reference to the Company's nomination policy for directorship (the "Nomination Policy") and the Company's board diversity policy (the "Board Diversity Policy"), the Company's nomination committee has assessed the proposed re-election of Mr. Chih and Dr. Kuo as executive Directors at the Annual General Meeting. In this respect, the work performed by the nomination committee is summarised as follows:

- When considering the proposed re-election of Mr. Chih as an executive Director and the Chairman of the Board, the nomination committee had taken into account (among other things) Mr. Chih's professional background, qualifications, skills, knowledge, ability and experience (particularly more than 45 years of extensive experience in the communication industries; engineering, managerial experience and risk management); the extensive and in-depth knowledge, particularly in engineering/research and development areas, experience and network of Mr. Chih in both the Company and the industry as accumulated by Mr. Chih as an executive Director for more than 15 years; his time commitment and attention and contributions to the Company; his diversity of perspectives appropriate to the requirements of the Company's business; aspects such as personal ethics, integrity and reputation of Mr. Chih which would be important to the overall business culture that the Company would need to maintain in the development and operation of its business.
- When considering the proposed re-election of Dr. Kuo as an executive Director, the nomination committee had taken into account (among other things) Dr. Kuo's professional background, qualifications, skills, knowledge, ability and experience (particularly more than 30 years of extensive experience in wireless communication product research and development, international business development, start-up business, corporate management and risk management), together with those of Dr. Kuo in both the Company and the industry as accumulated by Dr. Kuo as an executive Director; his time commitment and attention and contributions to the Company; his diversity of perspectives appropriate to the requirements of the Company's business; as well as aspects such as personal ethics, integrity and reputation of Dr. Kuo which would be important to the overall business culture that the Company would need to maintain in the development and operation of its business.

The Board (comprising all members other than Mr. Chih and Dr. Kuo) had considered the proposed re-election of Mr. Chih and Dr. Kuo 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, the Board and the nomination committee had unanimously resolved to recommend the proposed re-election of Mr. Chih and Dr. Kuo as directors of the Company to the Company's Shareholders for its consideration at the AGM.

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## LETTER FROM THE BOARD

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### **Recommendation from the Board**

After a comprehensive review of all the skill sets, experience, age and qualifications of Mr. Chih and Dr. Kuo respectively, the Board has believed that Mr. Chih and Dr. Kuo possess the required character, competence, integrity, experience and diversity of perspectives to be re-elected as executive 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. Chih and Dr. Kuo to be re-elected as executive Directors at the Annual General Meeting.

Details of Mr. Chih and Dr. Kuo who are prepared to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

Details of the policies and procedures adopted by the nomination committee in connection with proposed re-election of directors, please refer to pages 182 to 185 of the Company's 2024 corporate governance report (forming part of the Company's 2024 annual report) as issued and published simultaneously upon the issuance and publication of this circular.

### **PROPOSED AMENDMENTS TO INTERNAL POLICY**

It is noted that following the approval by Hon Hai (the Company's ultimate controlling shareholder whose shares are listed on the Taiwan Stock Exchange Corporation) of its relevant procedures in accordance with applicable Taiwan laws and regulations, the Company has correspondingly adopted and subsequently amended and updated its own internal policies following the Shareholders' approvals at its annual general meeting held in 2020 and 2021 respectively.

In light of the recent amendments to Hon Hai's procedures in accordance with the up-to-date relevant laws and regulations in Taiwan, it is proposed that the Company should make corresponding amendments to the Internal Policy, so that all amended procedures could be operated consistently in line with each other within the Hon Hai Technology Group as a whole. Pursuant to the Internal Policy, any amendments thereto shall be submitted to the Shareholders for approval in general meeting, and accordingly, ordinary resolution number (7) will be proposed at the AGM to approve the amendments to the Internal Policy.

A comparison of the existing Internal Policy and the proposed new Internal Policy showing the proposed amendments is set out in Appendix III to this circular.

### **PROPOSED SHARE CONSOLIDATION**

Reference is made to the announcement of the Company dated 10 April 2025.

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of par value of US\$0.04 each be consolidated into one (1) Consolidated Share of par value of US\$0.40 each.

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## LETTER FROM THE BOARD

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### Effects of the proposed Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company was US\$800,000,000 divided into 20,000,000,000 Existing Shares of par value of US\$0.04 each, of which 7,884,500,000 Existing Shares had been issued and were fully paid or credited as fully paid. Assuming no further Existing Shares will be issued, allotted or repurchased from the Latest Practicable Date to the date of the AGM, upon the Share Consolidation becoming effective, the authorised share capital of the Company will become US\$800,000,000 divided into 2,000,000,000 Consolidated Shares of par value of US\$0.40 each, of which 788,450,000 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares not to be allocated to the Shareholders who may otherwise be entitled.

As at the Latest Practicable Date, there were no outstanding share options granted by the Company under its share option scheme adopted on 19 May 2023, and there were 2,592,601 outstanding share awards granted by the Company under its share scheme adopted on 19 May 2023 and subsequently amended by the Board on 7 March 2025, where 1,546,358 share awards and 1,046,243 share awards were granted to two executive directors of the Company, i.e., Mr. CHIH Yu Yang and Mr. LIN Chia-Yi respectively, on 20 September 2024, and will be vested on 20 September 2025. According to the terms of the share scheme, adjustments to the number of Existing Shares under the outstanding share awards will be required upon the Share Consolidation becoming effective. The Company will make further announcement on such adjustments as and when appropriate.

Save as disclosed above, the Company did not have any derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares as at the Latest Practicable Date.

### Conditions of the proposed Share Consolidation

The proposed Share Consolidation is conditional upon the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM to approve the proposed Share Consolidation;

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## LETTER FROM THE BOARD

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- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the proposed Share Consolidation.

Subject to the fulfilment of the above conditions, the Share Consolidation is expected to become effective on Tuesday, 20 May 2025.

As at the Latest Practicable Date, none of the above conditions had been fulfilled.

### **Application for listing of the Consolidated Shares**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares is listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **Arrangement on odd lots trading and matching service**

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Core Pacific-Yamaichi International (H.K.) Limited to provide a matching service, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares during the period from 9:00 a.m. on Tuesday, 3 June 2025 to 4:00 p.m. on Monday, 23 June 2025 (both days inclusive). Any Shareholder who

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## LETTER FROM THE BOARD

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wishes to use this matching service should contact Ms. Wanda Lam of Core Pacific-Yamaichi International (H.K.) Limited at Room 1101, 11/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong, or at the telephone number (852) 2826 0807 during office hours of such period.

Shareholders or potential investors should note that (i) odd lots may be created after the proposed Share Consolidation; (ii) the odd lots matching arrangement does not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots may be sold below market price. Any Shareholder who is in any doubt about the odd lots trading arrangement is recommended to consult its/his/her own professional advisers.

### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders, but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

### **Exchange of share certificates for the Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be on Tuesday, 20 May 2025, Shareholders may, during the period from Tuesday, 20 May 2025 to Wednesday, 25 June 2025 (both days inclusive), submit share certificates for the Existing Shares (in green colour) to the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, during business hours, in exchange, at the expense of the Company, for new share certificates for the Consolidated Shares (in blue colour). Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may be allowed by the Stock Exchange from time to time) for each share certificate for the Existing Shares cancelled or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:10 p.m. on Monday, 23 June 2025, and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will remain valid and effective as documents of title to the Consolidated Shares on the basis of every ten (10) Existing Shares for one (1) Consolidated Share. The new share certificates for the Consolidated Shares will be issued in blue colour in order to distinguish them from the share certificates for the Existing Shares which are in green colour.

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## LETTER FROM THE BOARD

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### **Reasons for the Share Consolidation**

According to the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated in September 2024, taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000. The Share Consolidation will result in a corresponding upward adjustment in the trading price of the Shares and the value of a board lot. Based on the closing price of HK\$0.74 per Share (equivalent to the theoretical closing price of HK\$7.40 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical value of each board lot of the Consolidated Shares will be HK\$7,400.

It is noted that among the factors to consider for investment in a company, investors, in particular institutional and professional investors would compare the company with its peers in the sector, including share price and value of a board lot. As mentioned above, the Share Consolidation will result in a corresponding upward adjustment in the trading price of the Shares and the value of a board lot. Furthermore, the value of each board lot is generally known to inversely correlate to share price volatility. The Share Consolidation increasing the value of each board lot would thereby raise the minimum investment threshold for each board lot and reduce speculation in the Shares and share price volatility. By virtue of the Share Consolidation, the Company looks forward to enhancing its appeal, making investing in the Consolidated Shares more attractive to investors, in particular institutional and professional investors, and broadening the Shareholders’ base of institutional and professional investors.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders save for any fractional Consolidated Shares to which the Shareholders may otherwise be entitled.

In view of the above reasons, the Company considers the Share Consolidation is justifiable notwithstanding the potential costs and impact arising from creation of odd lots to the Shareholders. Accordingly, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

Save for the Share Consolidation, the Company has no intention to carry out other corporate actions or arrangements, in the next 12 months, which may have an effect of undermining or negating the intended purpose of the Share Consolidation.

### **No change in board lot size**

The Existing Shares are currently traded on the Stock Exchange in board lot size of 1,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain at 1,000 Consolidated Shares.



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## LETTER FROM THE BOARD

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Based on the closing price of HK\$0.74 per Existing Share (equivalent to the theoretical closing price of HK\$7.40 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, (i) the value per board lot of 1,000 Existing Shares was HK\$740; and (ii) the value of each board lot of 1,000 Consolidated Shares would be HK\$7,400 assuming that the Share Consolidation becomes effective.

### Expected timetable

Set out below is the expected timetable for the Share Consolidation, which is subject to the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the AGM and the fulfilment of the conditions to the Share Consolidation and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event	Time and date
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the AGM	4:30 p.m. on Friday, 9 May 2025
Closure of register of members for determining the entitlement to attend and vote at the AGM (both dates inclusive)	Monday, 12 May 2025 to Friday, 16 May 2025
Latest date and time for lodging the proxy forms for the AGM	11:00 a.m. on Wednesday, 14 May 2025
Record date for AGM	Friday, 16 May 2025
Expected date and time of the AGM	11:00 a.m. on Friday, 16 May 2025
Publication of announcement of poll results of the AGM	Friday, 16 May 2025



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## LETTER FROM THE BOARD

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**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this circular and therefore the dates are tentative only.**

Effective date of the Share Consolidation ..... Tuesday, 20 May 2025

First day of free exchange of existing share certificates  
for new share certificates of the Consolidated Shares. .... Tuesday, 20 May 2025

Dealings in the Consolidated Shares commence ..... 9:00 a.m. on Tuesday,  
20 May 2025

Original counter for trading in the Existing Shares in  
board lots of 1,000 Existing Shares (in the form of  
existing share certificates) temporarily closes. .... 9:00 a.m. on Tuesday,  
20 May 2025

Temporary counter for trading in the Consolidated  
Shares in board lots of 100 Consolidated Shares  
(in the form of existing share certificates) opens. .... 9:00 a.m. on Tuesday,  
20 May 2025

Original counter for trading in the Consolidated Shares in  
board lots of 1,000 Consolidated Shares (in the form of  
new share certificates for the Consolidated Shares) re-opens. .... 9:00 a.m. on Tuesday,  
3 June 2025

Parallel trading in the Consolidated Shares (in the  
form of new share certificates for the Consolidated Shares  
and existing share certificates) commences ..... 9:00 a.m. on Tuesday,  
3 June 2025

Designated broker starts to stand in the market to  
provide matching services for the sale and purchase  
of odd lots of the Consolidated Shares ..... 9:00 a.m. on Tuesday,  
3 June 2025

Designated broker ceases to stand in the market  
to provide matching services for sale and purchase  
of odd lots of the Consolidated Shares ..... 4:00 p.m. on Monday,  
23 June 2025

Temporary counter for trading Consolidated  
Shares in board lots of 100 Consolidated Shares  
(in the form of existing share certificates) closes ..... 4:10 p.m. on Monday,  
23 June 2025

Parallel trading in Consolidated Shares (in the form  
of new share certificates for the Consolidated Shares  
and existing share certificates) ends ..... 4:10 p.m. on Monday,  
23 June 2025

Last date and time for free exchange of  
existing share certificates for new  
share certificates of the Consolidated Shares ..... Wednesday, 25 June 2025

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## LETTER FROM THE BOARD

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### General

An ordinary resolution is proposed at the AGM to consider and, if thought fit, approve the Share Consolidation. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Share Consolidation and no Shareholders are required to abstain from voting on the resolution to approve the Share Consolidation at the AGM.

**Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon the fulfilment of the conditions set out in the section headed "Conditions of the proposed Share Consolidation" in this circular. Accordingly, the Share Consolidation may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.**

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

In connection with the proposed Share Consolidation, the Board proposes to amend the Existing M&A to reflect, inter alia, the changes in the authorised share capital of the Company from US\$800,000,000 divided into 20,000,000,000 Existing Shares to US\$800,000,000 divided into 2,000,000,000 Consolidated Shares; and to adopt the New M&A reflecting the new authorised share capital of the Company, which will be subject to the approval of the Shareholders by way of a special resolution to be proposed at the AGM and the Share Consolidation becoming effective. Details of the Proposed Amendments are set out in Appendix IV to this circular.

A special resolution is proposed at the AGM to consider and, if thought fit, approve the Proposed Amendments and the proposed adoption of the New M&A. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Proposed Amendments and no Shareholders are required to abstain from voting on the resolution to approve the Proposed Amendments and the proposed adoption of the New M&A at the AGM.

### **ANNUAL GENERAL MEETING**

The notice convening the AGM is set out on pages 43 to 48 of this circular. At the AGM, resolutions will be proposed to approve, among other things, the granting of the Issuance and Resale Mandate, Buy-back Mandate, the re-election of the relevant Directors, the proposed amendments to the Internal Policy, the proposed Share Consolidation, the Proposed Amendments and the adoption of the New M&A.

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## LETTER FROM THE BOARD

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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.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted by a show of hands. Therefore, all the resolutions put to the vote in the AGM will be taken by poll. Treasury Shares, if any, registered in the name of the Company, shall have no voting rights at the AGM. For the avoidance of doubt, Treasury Shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's AGM. The chairman of the AGM will explain the detailed procedures for conducting a poll at the commencement of the AGM.

After the conclusion of the AGM, the poll results will be published on the respective websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company (<https://www.fihmobile.com>).

### RECOMMENDATIONS

The Board considers that: (a) the granting of the Issuance and Resale Mandate; (b) the granting of the Buy-back Mandate; (c) the re-election of the relevant Directors; (d) the proposed amendments to the Internal Policy; (e) the proposed Share Consolidation; and (f) the Proposed Amendments and 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**  
*Chairman of the Board*

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 and the Company did not hold any Treasury Shares. 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 (excluding any Treasury Shares) could be bought back by the Company during the period from 16 May 2025, 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 2024.

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.

## **GENERAL**

The Company confirms that the explanatory statement set out in this Appendix I contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the proposed share repurchase has unusual features.

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as Treasury Shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

For any Treasury Shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

- (i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS;
- (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the relevant record date for the dividend or distributions; and
- (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

**SHARE PRICES**

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

<b>Month</b>	<b>Share Prices (per Share)</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
2024		
April	0.89	0.485
May	0.97	0.75
June	1.02	0.75
July	0.93	0.79
August	0.85	0.70
September	0.91	0.73
October	1.03	0.85
November	1.04	0.80
December	0.96	0.85
2025		
January	0.92	0.78
February	0.97	0.78
March	0.97	0.87
April (up to the Latest Practicable Date)	0.91	0.68

**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 34.93% 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 0.63% of the total number of issued Shares in which the relevant Directors namely Mr. CHIH Yu Yang, Mr. LIN Chia-Yi (also known as Charles LIN) and Dr. KUO Wen-Yi were interested, as well as approximately 0.00009% of the total number of issued Shares held by the trustee, namely Core Pacific – Yamaichi International (H.K.) Nominees Limited, a direct wholly-owned subsidiary of Core Pacific – Yamaichi International (H.K.) Limited which in turn is a licensed corporation under the SFO to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities (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 27.70%, 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**

No Share has been bought-back by the Company in the preceding six months (whether on the Stock Exchange or otherwise) immediately preceding the Latest Practicable Date.



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

**CHIH Yu Yang** (Mr.), Chinese (Taiwan) and aged 66, executive director and Chairman of the Board of the Company. Mr. Chih joined the Company as an executive director in August 2009 and acted as the chief executive officer of the Company during the period from July 2012 to June 2024 and acted as the acting chairman of the Board during the period from January 2017 to June 2024 respectively. He is also the chairman of the corporate governance committee of the Company. Mr. Chih is an executive director and the chief executive officer of Mobile Drive Netherlands B.V. (a joint venture incorporated in the Netherlands indirectly 50%-owned by the Company). He is the chairman of FIH Co., Ltd., a director of Chiun Mai Communication Systems, Inc. (“CMCS”) and Transluck Holding Limited (formerly known as Transworld Holdings Limited), and also a non-executive director of Bharat FIH Limited (formerly known as Rising Stars Mobile India Private Limited and then Bharat FIH Private Limited) (“BFIH”), all being subsidiaries of the Company. Mr. Chih was the chairman of CMCS during the period from August 2018 to February 2024 and the chairman of BFIH during the period from November 2021 to January 2024 and a director of Evenwell Digitech Inc. from September 2009 to February 2024, all being subsidiaries of the Company. He was also a director of iCare Diagnostics International Co. Ltd. (a start-up company incorporated in Taiwan) from September 2020 to August 2023. Mr. Chih joined the Group in 2005 when the Group acquired CMCS. Before joining the Group, Mr. Chih was the founder of CMCS since its establishment in 2001. Moreover, he is a director of a subsidiary and an associate of Hon Hai, being the Company’s ultimate controlling shareholder. He has more than 45 years of extensive experience in the communication industries and also possesses experience in risk management. From 1997 to 2000, Mr. Chih was the vice president and general manager of Communication B.U. in Acer Communications and Multimedia, Inc. (now known as BenQ) where he was responsible for BenQ’s cellular phone business. Prior to that, he held various engineering and managerial positions in companies including ITT Corporation, GTE Corporation and Rockwell Semiconductor Systems. Mr. Chih obtained a Bachelor of Science degree in Electrical Engineering from National Tsing Hua University in Taiwan in 1980.

Save as disclosed in this Appendix: (a) Mr. Chih 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. Chih did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years up to the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Chih is interested in 42,185,102 shares in the Company and in a total of 501 shares in the Company’s associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) (namely CMCS and BFIH), comprising a personal interest in: (a) 40,638,744 shares; (b) share awards of a total of 1,546,358 shares granted by the Company under the Company’s share scheme resulting in him being interested as a beneficiary of a trust interested in the Company’s shares, will be vested on 20 September 2025; (c) 500 shares in



CMCS; and (d) 1 share in BFIH as nominee shareholder on behalf of Wonderful Stars Pte. Ltd. (an indirectly wholly-owned subsidiary of the Company) without any beneficial interest. Save as disclosed above, Mr. Chih does not have any other interest in the shares, underlying shares and/or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Mr. Chih 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 20 May 2022, the current appointment term of Mr. Chih has commenced from 20 May 2022, ending upon the conclusion of the Annual General Meeting of the Company at which (among other things) his next re- election is considered in accordance with the Articles.

Mr. Chih is entitled to annual emoluments consisting of basic salary of US\$220,000 and a discretionary bonus to be determined by the Board from time to time with reference to the Company's performance, his duties and responsibilities with the Company, his contribution to the Company and the prevailing market practice. For the financial year ended 31 December 2024, the total amount of Mr. Chih's emoluments in his capacities as the chairman of the Board and an executive Director was approximately US\$865,000.

Save as disclosed above, in relation to the re-election of Mr. Chih as an executive Director, 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.

**Dr. KUO Wen-Yi** (Mr.), Chinese American and aged 59, was appointed as an executive director of the Company on 29 June 2018. He is also a member of the corporate governance committee of the Company. Dr. Kuo joined the Group in December 2014 and is currently the vice president of the Group. Dr. Kuo is a director of Nextpert Inc. (a subsidiary of the Company incorporated in Taiwan) and ICI Cayman Limited and a supervisor of 深圳市富宏訊科技有限公司 (Shenzhen Fu Hong Xun Technology Co., Ltd., for identification purposes only) and a supervisor of 益富可視精密工業(深圳)有限公司 (InFocus Precision Industry (Shenzhen) Co., Ltd., for identification purposes only) respectively, all being wholly-owned subsidiaries of the Company. Dr. Kuo has more than 30 years of extensive experiences in wireless communication product research and development, international business development, start-up business, corporate management and risk management. Before joining the Company in December 2014, Dr. Kuo was the founder and the chief executive officer of BandRich Inc. (“BandRich”) from March 2006 to December 2014. The core businesses of BandRich were product development and sales of 3.5G (also known as High Speed Downlink Packet Access (HSDPA)) and 4G LTE (the Fourth Generation of Mobile Phone Mobile Communication Technology Standards Long-Term Evolution) wireless routers and communication modules for home, vehicle and outdoor applications. BandRich partnered with the world’s dominant wireless infrastructure suppliers Ericsson and Alcatel-Lucent and sold products to worldwide operators. From April 2003 to February 2006, Dr. Kuo was the senior director (department head) of Compal Electronics Inc. (a listed company in Taiwan) and was in charge of the business in 3G (the Third Generation of Wireless Mobile Telecommunications Technology) mobile phone. From May 2000 to July 2002, Dr. Kuo was the co-founder and the chief technology officer of Wiscom Technologies (“Wiscom”) in New Jersey, U.S. Wiscom was focusing on development of 3G mobile phone baseband chip. Wiscom’s intellectual property rights were later acquired by Intel Corporation. From April 1999 to May 2000, Dr. Kuo was the principal technical staff member of AT&T Labs, engaged in 3G WCDMA (Wideband Code Division Multiple Access) system researches. From January 1995 to April 1999, Dr. Kuo worked in Bell Laboratories of Lucent Technologies on CDMA (Code Division Multiple Access) and WCDMA research and development on network infrastructures. Dr. Kuo is the inventor of 42 U.S. wireless communications patents. He received the IEEE (Institute of Electrical and Electronics Engineers) Leonard G. Abraham Prize in 2001. He was an adjunct professor at New Jersey Institute of Technology in 1998. Dr. Kuo received a Bachelor Degree of Science in Communications Engineering from National Chiao Tung University, Taiwan in 1987, a Master Degree of Science in Electrical Engineering from National Taiwan University in 1989, and a Doctoral Degree of Philosophy in Electrical Engineering from Purdue University, U.S. in 1994.

Save as disclosed in this Appendix: (a) Dr. Kuo 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) Dr. Kuo did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years up to the Latest Practicable Date.

As at the Latest Practicable Date, Dr. Kuo was interested in 700,000 Shares (entirely held by his spouse) in the Company and 1,861 shares (13 shares of which were held by his spouse) in 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, Dr. Kuo did not have any interest in the shares and/or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Pursuant to the letter of appointment entered into between Dr. Kuo 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 20 May 2022, the current appointment term of Dr. Kuo has commenced from 20 May 2022, ending upon the conclusion of the annual general meeting of the Company at which (among other things) his next re-election is considered in accordance with the Articles.

Dr. Kuo is entitled to annual emoluments consisting of basic salary of US\$393,000 and a discretionary bonus to be determined by the Board from time to time with reference to the Company's performance, his duties and responsibilities with the Company, his contribution to the Company and the prevailing market practice. For the financial year ended 31 December 2024, the total amount of Dr. Kuo's emoluments in his capacity as an executive Director was approximately US\$667,000.

Save as disclosed above, in relation to the re-election of Dr. Kuo as an executive Director, 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 is a comparison between the existing Internal Policy and the proposed new Internal Policy showing the proposed amendments (for the sake of completeness, as to any provisions of the existing Internal Policies which shall remain unchanged, please refer to Appendices IV and V to the Company's circular dated 17 April 2020 and Appendices III to the Company's circular dated 21 April 2021):

## PROCEDURES FOR LOANING OF FUNDS

Procedures for Loaning of Funds  
Comparison Table showing the proposed amendments

修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p><b>第一條 法規依據</b> <b>Article 1 (Statutory Basis)</b></p> <p>本作業程序係依母公司上市所在地之「公開發行公司資金貸與及背書保證處理準則」及母公司之「資金貸與他人作業程序」第二條規定訂定之。</p> <p>This Procedure is enacted according to “Regulations Governing Loaning of Funds and Making of Endorsement/Guarantees by Public Companies” (“Regulation”) enforced in Parent Company’s list location and the Article 2 of “Procedures for Loaning of Funds” of the Parent Company.</p>	<p><b>第一條法規依據</b> <b>Article 1 (Statutory Basis)</b></p> <p>本作業程序係依母公司上市所在地之「公開發行公司資金貸與及背書保證處理準則」及母公司之「資金貸與他人作業程序」第二條規定訂定之。</p> <p>This Procedure is enacted <del>according</del><u>pursuant</u> to <u>the</u> “Regulations Governing Loaning of Funds and Making of Endorsements/Guarantees by Public Companies” (“<del>Regulation</del>”) enforced in Parent Company’s listing location and <u>the</u> Article 2 of “Procedures for Loaning of Funds” of the Parent Company.</p>
<p><b>第二條 本程序之適用範圍</b> <b>Article 2 (Precedence)</b></p> <p>一、本公司辦理資金貸與他人,應依本作業程序規定辦理。但其他法令另有規定者,從其規定。</p> <p>1. The Company shall comply with this Procedure when loaning funds to others, unless any act or regulation provides otherwise.</p>	<p><b>第二條本程序之適用範圍</b> <b>Article 2 (Precedence)</b></p> <p>一、本公司辦理資金貸與他人,應依本作業程序規定辦理。但其他法令另有規定者,從其規定。</p> <p>1. The <u>loaning of funds by the Company to any entity</u> shall <del>empty</del><u>be done in accordance with the provisions of this Procedure</u><del>when loaning funds to others,</del> unless <del>any act</del><u>the law or regulation</u> <del>regulations</del> provides otherwise.</p>

*Note:* For better understanding and easy reference, additions/revisions are underlined, whereas deletions are shown as “marked up”.

修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p>二、本公司直接及間接持有表決權之股份超過百分之五十之子公司,擬將資金貸與他人者,應依處理準則規定及本公司作業程序,訂定該子公司之資金貸與他人作業程序,惟若處理準則或本作業程序之規定與該子公司所在地之法令有相衝突者,得優先適用當地法令規定。</p> <p>2. The subsidiaries company, that the Company directly or indirectly holds over fifty percent (50%) of the voting shares, shall follow the Regulation and the Company's Procedure to implement its own Procedures for Loaning of Funds before loaning of funds to others. If the Regulation or the Company's Procedure is in conflict with the laws of subsidiaries company's listing location, the local laws and regulations shall govern.</p>	<p>二、本公司直接及間接持有表決權之股份超過百分之五十之子公司,擬將資金貸與他人者,應依處理準則規定及本公司作業程序,訂定該子公司之資金貸與他人作業程序,惟若處理準則或本作業程序之規定與該子公司所在地之法令有相衝突者,得優先適用當地法令規定。</p> <p>2. The subsidiaries company, that the Company directly or indirectly holds over fifty percent (50%) of the voting shares, shall follow the Regulation and the Company's Procedure to implement its own Procedures for Loaning of Funds before loaning of funds to others. If the Regulation or the Company's Procedure is in conflict with the laws of subsidiaries company's listing location, the local laws and regulations shall govern.</p>
<p><b>第三條 定義</b> <b>Article 3 (Definition)</b></p> <p>一、本作業程序所稱「母公司」,係指鴻海精密工業股份有限公司。</p> <p>1. The term "Parent Company" hereunder means Hon Hai Precision Industry Co., Ltd.</p> <p>二、本程序所稱「國外公司」,係指中華民國(不包括大陸地區)境外之公司。</p> <p>2. The term "Foreign Company" hereunder means a company registered outside R.O.C. (not including Mainland China).</p> <p>三、本作業程序所稱「事實發生日」,係指簽約日、付款日、董事會決議日或其他足資確定資金貸與對象及金額之日等日期孰前者。</p> <p>3. The term "Date of Occurrence" hereunder means the date of contract signing, date of payment, dates of Boards of Directors resolutions, or other date that can confirm the counterparty and monetary amount of the loan of funds, whichever date is earlier.</p>	<p><b>第三條定義</b> <b>Article 3 (Definition)</b></p> <p>一、本作業程序所稱「母公司」,係指鴻海精密工業股份有限公司。</p> <p>1. The term "Parent Company" hereunder <del>means</del><u>refers to</u> Hon Hai Precision Industry Co., Ltd.</p> <p>二、本程序所稱「國外公司」,係指中華民國(不包括大陸地區)境外之公司。</p> <p>2. The term "Foreign Company" hereunder means a company <del>registered</del><u>registered</u> outside <del>R.O.C.</del><u>the Republic of China</u>. (not including Mainland China).</p> <p>三、本作業程序所稱「事實發生日」,係指簽約日、付款日、董事會決議日或其他足資確定資金貸與對象及金額之日等日期孰前者。</p> <p>3. The term "Date of Occurrence <u>of the Fact</u>" hereunder <del>means</del><u>refers to the</u> <u>signature date, of contract signing, date of the payment, date, the</u> dates of <del>Boards of Directors</del><u>the</u> resolutions, <u>of the</u> <del>boards of directors</del>, or other date that can confirm the <del>counterparty</del><u>prospective borrower</u> and <del>monetary amount of the loan of funds</del> <u>amount</u>, whichever date is earlier.</p>

修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p><b>第四條 資金貸與對象</b> <b>Article 4 (Receivers of Loans)</b></p> <p>一、本公司資金除有下列各款情形外,不得貸與股東或任何他人:</p> <p>1. Except for the situations described as below, the Company cannot loan funds to shareholders or any others.</p> <p>(一) 與本公司有業務往來之公司或行號。</p> <p>(1) Companies or organizations that have business relationship with the Company.</p> <p>(二) 有短期融通資金必要之公司或行號。融資金額不得超過本公司淨值之百分之四十。</p> <p>(2) Companies or organizations that need Short-Term financing, provided that the Financing Amount shall not exceed forty percent (40%) of the Company's net worth.</p> <p>二、前項所稱短期,係指一年。但公司之營業週期長於一年者,以營業週期為準。</p> <p>2. The term "Short-Term" mentioned in the preceding subparagraph means a period of one year. In the event that the business cycle is longer than one year, the business cycle shall prevail.</p>	<p><b>第四條資金貸與對象</b> <b>Article 4 (<del>Receivers of Loans</del>)-(Entities to Which the Company may Loan Funds)</b></p> <p>一、本公司資金除有下列各款情形外,不得貸與股東或任何他人:</p> <p>1. <del>Except for the situations described as below, the</del>The Company <del>cannot</del>shall <u>not loan its funds to any of its shareholders or any other person except under any of the following circumstances:</u></p> <p>(一) 與本公司有業務往來之公司或行號。</p> <p>(1) <del>Companies—Where an inter-company or organizations that have</del>inter-firm business relationship <del>with the Company.transaction calls for a loan agreement; or</del></p> <p>(二) 有短期融通資金必要之公司或行號。融資金額不得超過本公司淨值之百分之四十。</p> <p>(2) <del>Companies or organizations that need Short-Term</del>Where an inter-company or inter-firm short-term financing facility is necessary, provided that <del>the</del>such Financing Amount shall not exceed forty percent (40%) of the Company's net worth.</p> <p>二、前項所稱短期,係指一年。但公司之營業週期長於一年者,以營業週期為準。</p> <p>2. The term "Short-Term" <del>mentioned in the preceding subparagraph</del>has <u>used hereunder</u> means a time period of one (1) year. <del>In Where the event that the business</del>Company's operating cycle is <del>longer than exceeds</del> one year, the <del>business</del>term of "Short-Term" means <u>one (1) operating cycle shall prevail.</u></p>

修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p>三、第四條第一項第二款所稱融資金額,係指本公司短期融通資金之累計餘額。</p> <p>3. The term “Financing Amount” mentioned in this Article 4.1 (2) means the aggregated Short Term borrowing amount.</p> <p>四、本公司直接及間接持有表決權股份百分之百之國外公司間,從事資金貸與,及本公司直接及間接持有表決權股份百分之百之國外公司貸與本公司,不受第四條第一項第二款之限制。</p> <p>4. The restriction in this Article 4.1 (2) shall not apply to inter-company loans of funds between Foreign Companies in which the Company holds, directly or indirectly, one hundred percent (100%) of the voting shares, nor to loans of funds to the Company by any Foreign Company in which the Company holds, directly or indirectly, one hundred percent (100%) of the voting shares.</p>	<p>三、第四條第一項第二款所稱融資金額,係指本公司短期融通資金之累計餘額。</p> <p>3. The term “Financing Amount” <del>mentioned in this Article 4.1.</del> (2) means the <u>aggregated accumulated balance of Short-Term borrowing amount financing by the Company.</u></p> <p>四、本公司直接及間接持有表決權股份百分之百之國外公司間,從事資金貸與,及本公司直接及間接持有表決權股份百分之百之國外公司貸與本公司,不受第四條第一項第二款之限制。</p> <p>4. <del>The restriction in this Article 4.1 (2) shall not apply to be applicable when</del> <u>(1) the inter-company loans of funds between Foreign Companies in which the Company holds, directly or indirectly, one hundred percent (100%) of the voting shares, nor to loans of funds to the Company by any rights, or</u> <u>(2) the Foreign Company in, which the Company holds, directly or indirectly, one hundred percent (100%) of the voting shares</u> <u>rights, loans funds to the Company.</u></p>



修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p><b>第五條 資金貸與總額及個別對象之限額</b>  <b>Article 5 (Aggregate Loan Amount and Limited Quota for Each Receiver)</b></p> <p>一、資金貸與總額:</p> <p>1. Aggregate Loan Amount:</p> <p>本公司資金貸與他人之總額以不超過本公司淨值百分之五十為限,其中:  The aggregate amount of loans to others shall not exceed fifty percent (50%) of the Company's net worth, and:</p> <p>(一) 就與本公司有業務往來之公司或行號,資金貸與總額以不超過本公司淨值百分之十為限。</p> <p>(1) The aggregate amount of loans to companies that have business relationship with the Company shall not exceed ten percent (10%) of the Company's net worth.</p> <p>(二) 就有短期融通資金必要之公司或行號,資金貸與總額以不超過本公司淨值百分之四十為限。</p> <p>(2) The aggregate amount of loans to companies that need Short-Term financing shall not exceed forty percent (40%) of the Company's net worth.</p>	<p><b>第五條 資金貸與總額及個別對象之限額</b>  <b>Article 5 (the Maximum Amount Permitted for the Aggregate Loan Amount of Loans and Limited Quota for Each Receiver to a Single Borrower)</b></p> <p>一、資金貸與總額:</p> <p>1. Aggregate <del>Loan</del> Amount <u>of Loans</u>:</p> <p>本公司資金貸與他人之總額以不超過本公司淨值百分之五十為限,其中:  The <u>Company shall not grant loans in the aggregate to an</u> <del>amount of loans to others shall not exceed</del> <u>exceeding</u> fifty percent (50%) of the Company's net worth, and:</p> <p>(一) 就與本公司有業務往來之公司或行號,資金貸與總額以不超過本公司淨值百分之十為限。</p> <p>(1) <del>The aggregate</del> <u>Where funds are lent to a company or firm whom the Company has business relationship with, the accumulated</u> <del>amount of loans to companies that have a business relationship with the Company</del> <u>such loans shall not</u> exceed ten percent (10%) of the Company's net worth.</p> <p>(二) 就有短期融通資金必要之公司或行號,資金貸與總額以不超過本公司淨值百分之四十為限。</p> <p>(2) <del>The aggregate amount of loans</del> <u>Where funds are lent to companies that need a company or a firm with a Short-Term financing need, the accumulated amount of such loans shall not</u> exceed forty percent (40%) of the Company's net worth.</p>



修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p>二、資金貸與個別對象之限額:</p> <p>2. Loan Amount for Each Borrower:</p> <p>(一) 就與本公司有業務往來之公司或行號,個別對象之資金貸與金額以不超過雙方間業務往來金額為限。 所稱業務往來金額係指雙方最近一年內或未來一年內可預估之實際進、銷貨金額之孰高者,且不得超過本公司淨值百分之十。</p> <p>(1) The amount of loans to each company or organization that has business relationship with the Company shall not exceed the Aggregate Transaction Amount of the Company with such company or organization. The term “Aggregated Transaction Amount” means the actual or foreseeable purchases or sales amount within this year or the subsequent year, whichever is higher, and shall not exceed ten percent (10%) of the Company’s net worth.</p> <p>(二) 就有短期融通資金必要之公司或行號,個別對象之資金貸與金額以不超過本公司淨值百分之十為限。</p> <p>(2) The amount of loans to each company or organization that needs Short-Term financing shall not exceed ten percent (10%) of the Company’s net worth.</p>	<p>二、資金貸與個別對象之限額:</p> <p>2. <del>Loan—</del><u>The Maximum Amount for Each</u><del>Permitted to a Single Borrower:</del></p> <p>(一) 就與本公司有業務往來之公司或行號,個別對象之資金貸與金額以不超過雙方間業務往來金額為限。 所稱業務往來金額係指雙方最近一年度內或未來一年內可預估之實際進、銷貨金額之孰高者,且不得超過本公司淨值百分之十。</p> <p>(1) <del>The maximum amount of loans a loan granted by the Company to each a company or organization that firm whom the Company has business relationship with the Company—</del>shall not exceed the Aggregate Transaction Amount <del>of between the Company with and such company or organization borrower.</del> The term “Aggregated Transaction Amount” <del>means</del><u>refers to</u> the actual <del>or foreseeable amount of purchases or sales amount between the Company and such borrower within the most recent this year or the subsequent year, whichever is higher;—and.</del> Meanwhile the <u>Aggregated Transaction Amount</u> shall not exceed ten percent (10%) of the Company’s net worth.</p> <p>(二) 就有短期融通資金必要之公司或行號,個別對象之資金貸與金額以不超過本公司淨值百分之十為限。</p> <p>(2) <del>The maximum amount of loans a loan granted by the Company to each a company or organization that needs</del><u>firm who is in need of</u> Short-Term financing shall not exceed ten percent (10%) of the Company’s net worth.</p>

修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p>三、本公司直接及間接持有表決權股份百分之百之國外公司間,從事資金貸與時,其金額得不受前二項規定之限制,惟其總額以不超過本公司淨值百分之六十為限,個別對象限額以不超過本公司淨值百分之三十為限。</p> <p>3. Lending funds to Foreign Companies that the Company directly or indirectly holds one hundred percent (100%) of the voting shares shall not be restricted by the previous two paragraphs, provided that the aggregate amount of loans shall not exceed sixty percent (60%) of the Company's net worth, and the individual amount of loans for each company shall not exceed thirty percent (30%) of the Company's net worth.</p> <p>四、本公司直接及間接持有表決權股份百分之百國外公司貸與本公司,其總額以不超過本公司淨值之百分之六十為限;個別對象限額以不超過本公司淨值百分之三十為限。</p> <p>4. The aggregate amount of lending funds from the Foreign Companies, that the Company directly or indirectly holds one hundred percent (100%) of the voting shares, to the Company shall not exceed sixty percent (60%) of the Company's net worth, and the individual amount of loans from each of such Foreign Company to the Company shall not exceed thirty percent (30%) of the Company's net worth.</p> <p>五、前述淨值以最近期經會計師查核簽證或核閱之財務報表所載數據為準。</p> <p>5. The above net worth shall be in accordance with the contents of the latest certified financial statement.</p>	<p>三、本公司直接及間接持有表決權股份百分之百之國外公司間,從事資金貸與時,其金額得不受前二項規定之限制,惟其總額以不超過本公司淨值百分之六十為限,個別對象限額以不超過本公司淨值百分之三十為限。</p> <p>3. Lending funds to Foreign Companies that the Company directly or indirectly holds one hundred percent (100%) of the voting shares shall not be restricted by the previous two paragraphs, provided that the <u>aggregate accumulated</u> amount of loans shall not exceed sixty percent (60%) of the Company's net worth, and the individual amount of loans for each company shall not exceed thirty percent (30%) of the Company's net worth.</p> <p>四、本公司直接及間接持有表決權股份百分之百國外公司貸與本公司, <u>其金額得</u>不受本條第一項及第二項規定之限制;惟其總額以不超過本公司淨值之百分之六十為限;個別對象限額以不超過本公司淨值百分之三十為限。</p> <p>4. <del>The aggregate amount of lending</del> <u>Lending</u> funds from the Foreign Companies, that the Company directly or indirectly holds one hundred percent (100%) of the voting shares, to the Company <u>shall not be restricted by the first and second paragraphs of this Article, provided that the accumulated amount of loans</u> shall not exceed sixty percent (60%) of the Company's net worth, and the individual amount of loans from each of such Foreign Company to the Company shall not exceed thirty percent (30%) of the Company's net worth.</p> <p>五、前述淨值以最近期經會計師查核簽證或核閱之財務報表所載數據為準。</p> <p>5. The above net worth shall be <del>in accordance with the contents of governed by</del> the latest <del>certified</del> financial statement.</p>

修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p><b>第六條 資金貸與辦理程序</b>  <b>Article 6 (Procedures for Making Loans)</b></p> <p>一、核決權限</p> <p>1. Approval Authorization</p> <p>(一) 本公司辦理資金貸與事項,應經董事會決議後辦理,不得授權其他人決定。</p> <p>(1) The proposed loans to others shall be approved by the Board of Directors, and cannot be authorized by any others.</p> <p>(二) 適用本作業程序之子公司,辦理資金貸與事項,由該子公司董事會決議之。</p> <p>(2) The subsidiary, which shall comply with the Procedure, cannot make loaning of funds unless such proposal is submitted to and approved by its Board of Directors.</p>	<p><b>第六條 資金貸與辦理程序</b>  <b>Article 6 (Procedures for Making Loans)</b></p> <p>一、核決權限</p> <p>1. Approval Authorization</p> <p>(一) 本公司辦理資金貸與事項,應經董事會決議後辦理,不得授權其他人決定。</p> <p>(1) <del>The proposed loans to others</del><u>Any lending of the Company's fund</u> shall be <del>approved</del><u>executed only after approval</u> by the Board of Directors, and <del>cannot</del><u>no delegation shall be authorized by</u> <u>made to</u> any <del>others</del><u>person in this regard</u>.</p> <p>(二) 適用本作業程序之子公司,辦理資金貸與事項,由該子公司董事會決議之。</p> <p>(2) The subsidiary, which shall comply with the Procedure, cannot make loaning of funds unless such proposal is submitted to and approved by its Board of Directors.</p>

修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p>(三) 本公司與子公司間之資金貸與,應依前項規定提董事會決議,並得授權董事對同一貸與對象於董事會決議之一定額度及不超過一年之期間內分次撥貸或循環動用。</p> <p>前項所稱一定額度,除符合第四條第四項規定者外,本公司對單一企業之資金貸與之授權額度不得超過本公司最近期財務報表淨值百分之十。</p> <p>(3) Loaning funds to the Company or its subsidiaries shall be approved by Board of Directors in accordance with the preceding paragraph, and Board of Directors may authorize a Director to drawdown the Facility multiply or revolvingly for such single borrower within the specific amount approved by the Board of Directors within one-year period. Except for this Article 4.4, the term “Facility” mentioned above for each borrower shall not exceed ten percent (10%) of the Company’s net worth as stated in its latest financial statement.</p>	<p>(三) 本公司與子公司間之資金貸與,應依前項規定提董事會決議,並得授權董事對同一貸與對象於董事會決議之一定額度及不超過一年之期間內分次撥貸或循環動用。</p> <p>前項所稱一定額度,除符合第四條第四項規定者外,本公司對單一企業之資金貸與之授權額度不得超過本公司最近期財務報表淨值百分之十。</p> <p>(3) <del>Loaning funds to</del>When a fund lending is contemplated <del>the Company or its</del> <u>between the Company and the subsidiaries</u> <del>shall be approved by of the Company,</del> an approval from the Board of Directors <del>in accordance with the preceding paragraph</del> <u>shall be obtained,</u> and <u>a Board of Directors may authorize a Director to drawdown the Facility multiply or revolvingly for such single borrower</u> <u>may be authorized to handle the matter within the specific amount of fund lending to the same party approved by the Board of Directors and the lending is authorized in installment or revolver within one-year period.</u> Except <del>for</del> <u>this provided in</u> Article 4.4, the term <del>“Facility” mentioned above for</del> <u>authorized amount of loans by the Company to</u> each borrower shall not exceed ten percent (10%) of the Company’s net worth as stated in its <del>latest</del> <u>most recent</u> financial statement.</p>

修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p>二、徵信及額度核定 本公司辦理資金貸與事項,就借款人之借款用途、資金貸與之原因及必要性、擔保條件及對本公司之營運風險、財務狀況、股東權益之影響等,應詳細評估。 對於徵信資料及評估後,擬同意貸放案件,經辦人員應填具徵信報告及審核意見,逐級呈報董事會核准。</p> <p>2. Credit and Quota Assessment The Company shall assess carefully and completely in borrower's purpose, reason and necessity of such loan, security conditions and the impacts on operation risks, financial status and shareholder's equity of the Company when loaning funds. After the assessments, the personnel in charge shall prepare and submit a report with a review opinion to the Board of Directors through internal process to have approvals on such loans.</p> <p>三、本公司辦理資金貸與應建立備查簿,登載資金貸與相關重要事項。</p> <p>3. The Company shall prepare a memorandum book to record related important information of loans.</p>	<p>二、徵信及額度核定 本公司辦理資金貸與事項,就借款人之借款用途、資金貸與之原因及必要性、擔保條件及對本公司之營運風險、財務狀況、股東權益之影響等,應詳細評估。 對於徵信資料及評估後,擬同意貸放案件,經辦人員應填具徵信報告及審核意見,逐級呈報董事會核准。</p> <p>2. <u>Credit and Quota Assessment and Limit</u> <u>The Company shall assess carefully conduct a detailed and completely inthorough assessment on</u> borrower's purpose, reason and necessity of such loan, security conditions <u>and, as well as the impacts on operation risks towards operating risk, financial statusposition and shareholder'sshareholders' equity of the Company when loaning funds.</u> <u>After the assessmentBased on each assessment,</u> the personnel in charge shall prepare and submit a report with a review opinion to the Board of Directors through internal process<u>to have approvals for its approval on such loansloan application.</u></p> <p>三、本公司辦理資金貸與應建立備查簿,登載資金貸與相關重要事項。</p> <p>3. The Company shall prepare a memorandum book to record related important information of loans.</p>
<p><b>第七條 資金貸與期限及計息方式</b> <b>Article 7 (Period of Loans and Interest Calculations)</b></p> <p>一、貸與期限:</p> <p>(一) 每筆資金貸與期限以一年以內為原則,但公司之營業週期長於一年者,以營業週期為準。</p>	<p><b>第七條 資金貸與期限及計息方式</b> <b>Article 7 (<u>PeriodDuration of Loans and Calculation of Interest-Calculations</u>)</b></p> <p>一、貸與期限:</p> <p>1. <u>Duration of Loans:</u></p> <p>(一) 每筆資金貸與期限以一年以內為原則,但公司之營業週期長於一年者,以營業週期為準。</p> <p>(1) <u>The term of each loan provided by the Company shall not exceed one (1) year from the loan release date in principle. Where the Company's operating cycle is longer than one (1) year, the term of operating cycle shall prevail.</u></p>

修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p>(二) 本公司直接及間接持有表決權股份百分之百之國外公司間,從事資金貸與時,其貸與期限得不受前項規定之限制,惟最長期限不超過五年。</p> <p>1. Period of Loans</p> <p>(1) The period of each loan shall be no more than one year in principle. In the event that the business cycle is longer than one year, the business cycle shall prevail.</p> <p>(2) Loaning funds to Foreign Companies that the Company directly or indirectly holds one hundred percent (100%) of the voting shares shall not be restricted by the previous paragraphs, provided that the tenor of loans shall not exceed five years.</p> <p>二、計息方式: 資金貸與利率應參酌本公司於金融機構之存、借款利率水準,訂定之。</p> <p>2. Interest Calculation The loan interest rate shall refer to the interest rate of deposit and loan that the Company has or makes at financial institutions.</p>	<p>(二) 本公司直接及間接持有表決權股份百分之百之國外公司間,及本公司直接及間接持有表決權股份百分之百之國外公司對本公司從事資金貸與時,得於屆期前經董事會通過展延貸與期限,至多得展延五次,每次至多一年,展延期間屆至時仍應以實際金流方式償還。其貸與期限得不受前項規定之限制,惟最長期限不超過五年。</p> <p><del>1. Period of Loans</del></p> <p><del>(1) The period of each loan shall be no more than one year in principle. In the event that the business cycle is longer than one year, the business cycle shall prevail.</del></p> <p>(2) <u>Loaning Funds lending to a Foreign Companies Company in which that the Company directly or indirectly holds one hundred percent (100%) of the voting shares rights, and funds lending to the Company by Foreign Companies in which the Company directly or indirectly holds one hundred percent (100%) of the voting shares, the Board of Directors may approve an extension of the loan period before maturity, for a maximum of five times, with each extension not exceeding one year. After expiry of extension, repayment shall still be made through actual funding flows. shall not be restricted by the previous paragraphs, provided that the tenor of loans shall not exceed 5 years.</u></p> <p>二、計息方式: 資金貸與利率應參酌本公司於金融機構之存、借款利率水準,訂定之。</p> <p>2. <u>Interest Calculation of Interest:</u> The loan interest rate shall <del>refer</del><u>be</u> determined with the reference to the interest rate of deposit and loan that the Company has <del>or makes at</del><u>been granted by the</u> financial institutions.</p>



修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p>第八條 已貸與金額之後續控管措施、逾期債權處理程序</p> <p><b>Article 8 (Loan Control Measures and Non-conforming Loans Operational Procedures)</b></p> <p>一、貸款撥放後,應經常注意借款人及保證人之財務、業務及信用狀況等,如有提供擔保品者,並應注意其擔保價值有無變動情形。</p> <p>1. Upon the drawing of loans, the Company shall monitor the financial, sales and credit status of borrowers and guarantees. If collateral is provided, the value variation of such collateral shall be carefully monitored.</p> <p>二、因情事變更,致貸與對象不符處理準則規定或餘額超限時,應訂定改善計畫,將相關改善計畫送各董事,並依計劃時程完成改善。</p> <p>2. In the event that the borrower's status does not meet the requirements described under this Procedure or the amount exceeds the limitation because of change of circumstances, the Company shall propose an improvement plan to each director and complete the improvement in a timely manner.</p> <p>三、在借貸期限屆滿前,應通知借款人屆期清償本息。借款人於貸款到期償還借款時,應先計算應付之利息,連同本金一併清償。</p> <p>3. Prior to the maturity of the loan period, the Company shall notify the borrower to pay off the loan and interest accrued. The borrower who is to have the loan repaid on the due date shall calculate the interests payable and repay the loan and interest accrued simultaneously.</p>	<p>第八條 已貸與金額之後續控管措施、逾期債權處理程序</p> <p><b>Article 8 (<del>Loan—Control</del><u>Subsequent Measures for Loan Management and Non-conforming Loans Operational Procedures for Handling Delinquent Creditor's Rights</u>)</b></p> <p>一、貸款撥放後,應經常注意借款人及保證人之財務、業務及信用狀況等,如有提供擔保品者,並應注意其擔保價值有無變動情形。</p> <p>1. Upon the drawing of loans, the Company shall monitor the financial, sales and credit status of borrowers and guarantors. If <u>any</u> collateral is provided <u>by the borrower or guarantor</u>, the value variation of such collateral shall be carefully monitored.</p> <p>二、因情事變更,致貸與對象不符本處理準則程序規定或餘額超限時,應訂定改善計畫計畫,將相關改善計畫計畫送各董事,並依計劃時程完成改善。</p> <p>2. <del>In the event that the</del> <u>Shall a</u> borrower's status <del>does not meet the requirements described under</del> <u>no longer satisfy the</u> criteria set forth in this Procedure or the <del>amount</del><u>loan balance</u> exceeds the <del>limitation</del><u>limit</u> due to <del>change</del><u>changes</u> of circumstances, <del>the Company</del> <u>a corrective plan</u> shall <del>propose an improvement plan</del> <u>be submitted</u> to each <u>board</u> director and <del>complete the improvement in a timely manner</del> <u>the proposed correction actions shall be implemented within the period specified in such plan.</u></p> <p>三、在借貸期限屆滿前,應通知借款人屆期清償本息。借款人於貸款到期償還借款時,應先計算應付之利息,連同本金一併清償。</p> <p>3. Prior to the <u>loan</u> maturity <del>of the loan period</del><u>date</u>, the Company shall notify the borrower to pay off the <u>loan principal and accrued interest</u> <del>accrued by the maturity date</del>. The borrower <del>who is to have the loan repaid on the due date</del> <u>shall fully repay the loan and interest accrued simultaneously</u> <u>by the maturity date.</u></p>

修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p>四、 借款人未能按期償還本息時,除事先提出請求,並經董事會同意展延者外,本公司得要求借款人立即償還所有借款或就其所提供之擔保品或保證人,依法逕行處分及追償。</p> <p>4. Borrower who is unable to have the loan repaid on the due date, except for filing a prior application for the approval of the board of directors for extension, shall immediately pay off the loan upon the Company's request or the Company may dispose its collateral or guarantee as permitted by applicable laws and demand payment.</p>	<p>四、 借款人未能按期償還本息時,除已依前條規定事先提出請求,並經董事會同意展延者外,本公司得應要求借款人立即償還所有借款或就其所提供之擔保品或保證人,依法逕行處分及追償。</p> <p>4. <del>Borrower</del><u>The borrower</u> who is unable to <del>have</del><u>repay</u> the loan <del>repaid</del><u>on the due</u><del>maturity</del> date, except <del>for</del><u>in cases where an extension has been</u><del>filing a prior application for the approval</del><u>by</u> of the Board of Directors <del>for extension pursuant to the preceding article</del>, shall immediately pay off the loan upon the Company's request or the Company <u>shall</u> <del>may</del> dispose its collateral <del>or guarantee</del> as permitted by applicable laws and demand payment from its <u>guarantor</u>.</p>
<p>第九條 內部稽核 Article 9 (Internal Audit)</p> <p>內部稽核人員應至少每季稽核資金貸與他人作業程序及其執行情形,並作成書面紀錄,如發現重大違規情事,應立即以書面通知各董事。</p> <p>The internal auditors of the Company shall audit the procedures and implementation for loans no less than quarterly and prepare written records. They shall notify each director in writing of any material violation found.</p>	<p>第九條 內部稽核 Article 9 (Internal Audit)</p> <p>內部稽核人員應至少每季稽核資金貸與他人作業程序及其執行情形,並作成書面紀錄,如發現重大違規情事,應立即以書面通知各董事。</p> <p><del>The internal</del><u>Internal</u> auditors of the Company shall <del>audit</del><u>perform</u> auditing on the <u>operational procedures for lending funds and the implementation for loans no less than quarterly</u> of the procedures at least every quarter and prepare written <del>records</del><u>auditing reports</u>. They <del>shall</del><u>shall</u> there be any violation found, a written report is required to notify each <u>board</u> director <del>in writing of any material violation found</del>.</p>



修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p><b>第十條 資訊回報</b> <b>Article 10 (Information Report)</b></p> <p>一、本公司應於每月十日前向母公司回報本公司上月份資金貸與餘額。</p> <p>1. The Company shall report the previous month's balance of loans to the Parent Company by the 10th day of each month.</p> <p>二、本公司資金貸與達下列標準之一者,應於事實發生日之即日起算二日內向母公司回報:</p> <p>2. The Company whose balance of loans reaches one of the following levels shall report such event to the Parent Company within two days commencing immediately from the Date of Occurrence:</p> <p>(一) 資金貸與他人之餘額達本公司最近期財務報表淨值百分之二十以上。</p> <p>(1) The aggregate balance of loans reaches twenty percent of the Company's net worth as stated in its latest financial report.</p> <p>(二) 對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以上。</p> <p>(2) The balance of loans for a single company reaches ten percent of the Company's net worth as stated in its latest financial report.</p> <p>(三) 新增資金貸與金額達新台幣一千萬元以上或其等值之外幣,且達本公司最近期財務報表淨值百分之二以上。</p> <p>(3) The newly made loans amount is equivalent to or more than ten million dollars in NTD and reaches two percent of the Company's net worth stated in its latest financial report.</p>	<p><b>第十條 資訊回報</b> <b>Article 10 (Information Report)</b></p> <p>一、本公司應於每月十日前向母公司回報本公司上月份資金貸與餘額。</p> <p>1. The Company shall report <del>theits</del> previous month's balance of loans to the Parent Company by the 10th day of each month.</p> <p>二、本公司資金貸與達下列標準之一者,應於事實發生日之即日起算二日內向母公司回報:</p> <p>2. The Company whose balance of loans reaches one of the following levels shall report such event to the Parent Company within two days commencing immediately from the Date of Occurrence <u>of the Fact</u>:</p> <p>(一) 資金貸與他人之餘額達本公司最近期財務報表淨值百分之二十以上。</p> <p>(1) The aggregate balance of loans <u>to others by the Company</u> reaches twenty percent <u>(20%)</u> of the Company's net worth as stated in its latest financial <del>report</del> <u>statement</u>.</p> <p>(二) 對單一企業資金貸與餘額達本公司最近期財務報表淨值百分之十以上。</p> <p>(2) The balance of loans <del>for</del> <u>by the Company to</u> a single company reaches ten percent <u>(10%)</u> of the Company's net worth as stated in its latest financial <del>reports</del> <u>statement</u>.</p> <p>(三) 新增資金貸與金額達新台幣新臺幣一千萬元以上或其等值之外幣,且達本公司最近期財務報表淨值百分之二以上。</p> <p>(3) The <del>newly made</del> <u>amount of new loans amount is equivalent to of funds by the Company</u> reaches more than ten million dollars in NTD or its equivalent in <u>foreign currency</u>, and reaches two percent <u>(2%)</u> of the Company's net worth as <u>stated in its latest financial</u> <del>report</del> <u>statement</u>.</p>

修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p>三、本公司應評估資金貸與情形並提列適足之備抵壞帳,且於財務報告中適當揭露有關資訊,並提供相關資料予簽證會計師執行必要之查核程序。</p> <p>3. The Company shall evaluate the status of loans and reserve sufficient bad debts provision and shall disclose adequate information in the financial statement and provide certified public accountants related information for such accountants' implementation of necessary audit procedures.</p>	<p>三、本公司應評估資金貸與情形並提列適足之備抵壞帳,且於財務報告中適當揭露有關資訊,並提供相關資料予簽證會計師執行必要之查核程序。</p> <p>3. The Company shall evaluate <del>the status of its loans activities</del> and reserve sufficient <u>allowance for</u> bad debts <del>provision</del>, and <del>shall adequately</del> disclose <u>adequate relevant</u> information in <del>the</del> <u>its financial statement reports</u>, and provide certified public accountants <del>related with relevant</del> information for <del>such accountants' implementation</del> <u>execution</u> of necessary audit procedures.</p>
<p><b>第十一條 罰則</b> <b>Article 11 (Penalties)</b></p> <p>一、本公司之經理人及主辦人員違反本作業程序時,依照本公司人事管理辦法與員工手冊提報考核,依其情節輕重處罰。</p> <p>1. Any manager or person of the Company who violates this Procedure shall be penalized in accordance with the Company's personnel regulations based on the degree of such violation.</p> <p>二、本公司之負責人違反第四條第一項規定時,應與借用人連帶負返還責任,如本公司受有損害者,亦應由其負損害賠償責任。</p> <p>2. When a responsible person of the Company violates this Article 4.1, such responsible person shall be jointly and severally liable with the borrower for repayment; if the Company suffers any damages, the responsible person shall also be liable for such damages.</p>	<p><b>第十一條 罰則</b> <b>Article 11 (Penalties)</b></p> <p>一、本公司之經理人及主辦人員違反本作業程序時,依照本公司人事管理辦法與員工手冊提報考核,依其情節輕重處罰。</p> <p>1. <del>Any manager</del> <u>Managers</u> or <del>person</del> <u>personnel-in-charge</u> of the Company who violates this Procedure shall be penalized <u>based on the severity of violation</u> in accordance with the Company's personnel <del>regulations</del> <u>management and employee handbook</u> based on the degree of such violation.</p> <p>二、本公司之負責人違反第四條第一項規定時,應與借用人連帶負返還責任,如本公司受有損害者,亦應由其負損害賠償責任。</p> <p>2. When a responsible person of the Company violates this Article 4.1, such responsible person shall be jointly and severally liable with the borrower for repayment; if the Company suffers any damages, the responsible person shall also be liable for such damages.</p>

修訂前 Before Amendments	修訂後 After Amendments <sup>(Note)</sup>
<p><b>第十二條 其他事項</b> <b>Article 12 (Miscellaneous)</b></p> <p>一、本作業程序,經董事會核定通過後,提報股東會同意實施,修正時亦同。</p> <p>1. After being reviewed and approved by the Board of Directors, this Procedure shall be submitted to the shareholders' meeting for approval. Any amendment is subject to the same procedures.</p> <p>二、如本公司為單一法人股東組織之公司,本作業程序經董事會核定通過後實施,修正時亦同,不適用前項規定。</p> <p>2. If the Company is organized by single corporate shareholder, this Procedure shall be reviewed and approved by the Board of Directors. Any amendment is subject to the same procedures.</p>	<p><b>第十二條 其他事項</b> <b>Article 12 (Miscellaneous)</b></p> <p>一、本作業程序,經董事會核定通過後,提報股東會同意<u>後</u>實施,修正時亦同。</p> <p>1. <del>After being</del><u>This Procedure shall be</u> reviewed and approved by the Board of Directors, <del>this Procedure shall be submitted to</del> <u>and</u> the shareholders' meeting <del>for approval</del>. Any amendment is subject to the same procedures.</p> <p>二、如本公司為單一法人股東組織之公司,<u>且依本公司所在地公司相關法令得由董事會代行股東會職權者</u>,本作業程序經董事會核定通過後實施,修正時亦同,不適用前項規定。</p> <p>2. If the Company is <del>organized</del><u>downed</u> by <del>single</del><u>sole</u> corporate shareholder <u>and relevant corporate laws of its country of incorporation prescribe that the powers of a shareholders' meeting can be exercised by the Board of Directors,</u> this Procedure shall be reviewed and approved by the Board of Directors. Any amendment is subject to the same procedures. <u>The provisions of the preceding paragraph do not apply in this case.</u></p>

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 fourth 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)
<b>Cover pages of the New M&amp;A</b>		
N/A		<b><u>FOURTH THIRD-AMENDED AND RESTATED</u></b> <b>MEMORANDUM AND ARTICLES OF ASSOCIATION</b> OF <b>FIH MOBILE LIMITED</b> 富智康集團有限公司 (adopted by a special resolution passed on <u>16 May 2025</u> and effective on <u>20 May 2025</u> <del>22 May 2024</del> )
<b>New Memorandum</b>		
N/A		<b><u>FOURTH THIRD-AMENDED AND RESTATED</u></b> <b>MEMORANDUM OF ASSOCIATION</b> OF <b>FIH MOBILE LIMITED</b> 富智康集團有限公司 (adopted by a special resolution passed on <u>16 May 2025</u> and effective on <u>20 May 2025</u> <del>22 May 2024</del> )
N/A	5.	The share capital of the Company is US\$800,000,000 divided into <u>2,000,000,000</u> <del>20,000,000,000</del> shares of a <del>nominal</del> <u>par</u> value of US\$ <u>0.40004</u> each.
<b>New Articles</b>		
N/A		<b><u>FOURTH THIRD-AMENDED AND RESTATED</u></b> <b>ARTICLES OF ASSOCIATION</b> OF <b>FIH MOBILE LIMITED</b> 富智康集團有限公司 (adopted by a special resolution passed on <u>16 May 2025</u> and effective on <u>20 May 2025</u> <del>22 May 2024</del> )
Capital	3.	The <u>share</u> capital of the Company <del>at the date of the adoption of these Articles</del> is US\$800,000,000 divided into <u>2,000,000,000</u> <del>20,000,000,000</del> shares of a <u>par</u> value of US\$ <u>0.40004</u> each.

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## NOTICE OF ANNUAL GENERAL MEETING

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**FIH Mobile Limited**  
**富智康集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2038)**

**NOTICE 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 Friday, 16 May 2025 at 11:00 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 2024 together with the reports of the directors and the independent auditor thereon.
- (2) To re-elect Mr. CHIH Yu Yang as director and authorise the board of directors of the Company to fix his remuneration.
- (3) To re-elect Dr. KUO Wen-Yi as director and authorise the board of directors of the Company to fix his remuneration.
- (4) 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 resolutions:

### **ORDINARY RESOLUTIONS**

- (5) “**THAT:**
  - (a) subject to resolution number (5)(c) 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 allot, issue and deal with additional shares of the Company (the “**Shares**”) (including any sale or transfer of treasury shares (the “**Treasury Shares**”), which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) out of treasury), to allot, issue or grant securities of the Company (including bonds and debentures or other securities exchangeable for or convertible into Shares) and rights of exchange or conversion and to make or grant offers or agreements which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Listing Rules, be and is hereby generally and unconditionally approved;

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- (b) the approval in resolution number (5)(a) above shall authorise the Directors during the Relevant Period to make or grant offers or agreements (including bonds and debentures or other securities exchangeable for or convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of additional Shares or securities of the Company allotted, issued, dealt with or granted or agreed conditionally or unconditionally to be allotted, issued, dealt with or granted, by the Directors pursuant to the approval in resolution numbers (5)(a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) any option scheme or similar arrangement for the time being adopted for the granting or issuance of Shares or rights to acquire Shares, or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force for the time being, shall not exceed 10 percent of the total number of issued Shares (excluding Treasury Shares, if any) on the date of passing of this resolution; and
- (d) 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.”

**“Rights Issue”** means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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(6) **“THAT:**

- (a) subject to resolution number (6)(b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back Shares, to determine whether such Shares bought back shall be held as Treasury Shares by the Company or otherwise be cancelled, subject to and in accordance with the applicable laws and the requirements of 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 (excluding Treasury Shares, if any) on the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

**“Relevant Period”** shall have the same meaning as assigned to it under resolution number 5(d) set out in the notice convening this meeting.”

- (7) **“THAT** the proposed amendments (as set out in Appendix III to the circular of the Company dated 17 April 2025) to the Company’s Procedures for Loaning of Funds be and are hereby approved and adopted in all respects with immediate effect.”
- (8) **“THAT** subject to and conditional upon the satisfaction of the conditions set out in the letter from the board under the heading “Conditions of the proposed Share Consolidation” in the circular of the Company dated 17 April 2025 (the **“Circular”**), with effect from the second business day immediately following the date on which this resolution is passed by the Shareholders, being a day on which the Shares of the Company are traded on the Stock Exchange:
  - (a) every ten (10) issued and unissued existing shares of par value of US\$0.04 each in the share capital in the Company (the **“Existing Share(s)”**) be consolidated into one (1) consolidated share of par value of US\$0.40 each (the **“Consolidated Share(s)”**) (the **“Share Consolidation”**), and such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company;

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- (b) immediately following the Share Consolidation becoming effective, the authorised share capital of the Company will be changed from US\$800,000,000 divided into 20,000,000,000 Existing Shares of par value of US\$0.04 each to US\$800,000,000 divided into 2,000,000,000 Consolidated Shares of par value of US\$0.40 each;
- (c) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
- (d) any one of the Directors be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.”

### SPECIAL RESOLUTION

- (9) “**THAT** subject to and conditional on the Share Consolidation becoming effective:
  - (a) the existing third amended and restated memorandum and articles of association of the Company be and are hereby amended in the manner as set out in the Circular;
  - (b) the fourth 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, be and are 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 third amended and restated memorandum and articles of association of the Company in their entirety, with effect upon the Share Consolidation becoming effective; and



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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) any one of the Directors, be and is hereby authorised to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the aforesaid amendments to the existing third amended and restated memorandum and articles of association of the Company and/or the adoption of the fourth amended and restated memorandum and articles of association of the Company.”

By Order of the Board

**CHIH Yu Yang**

*Chairman of the Board*

Hong Kong, 17 April 2025

*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

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (a) The register of members of the Company will be closed from Monday, 12 May 2025 to Friday, 16 May 2025, 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 Friday, 9 May 2025.
- (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 (3) above, Mr. CHIH Yu Yang and Dr. KUO Wen-Yi, being eligible, will offer themselves for re-election as Directors at the AGM, and details of the above Directors are set out in Appendix II to the circular of the Company dated 17 April 2025.
- (e) With reference to resolution number (7) above proposing the amendments to the Company's Procedures for Loaning of Funds at the Annual General Meeting, details of the proposed amendments are set out in Appendix III to the circular of the Company dated 17 April 2025.
- (f) With reference to resolution number (9) above proposing the amendments to the Company's existing memorandum and articles of association, details of the proposed amendments are set out in Appendix IV to the circular of the Company dated 17 April 2025.
- (g) The ordinary and special resolutions set out above will be determined by way of poll.
- (h) 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 ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the date, time and place of the adjourned meeting, if any.

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.

- (i) No gifts or refreshments will be provided at the AGM.