THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Fibocom Wireless Inc.** (the "Company"), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Fibocom Wireless Inc.
深圳市廣和通無線股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 00638)

1. 2025 WORK REPORT OF THE BOARD;
2. 2025 DUTY REPORT OF INDEPENDENT DIRECTORS;
3. 2025 PROFIT DISTRIBUTION PLAN;
4. REMUNERATION OF THE COMPANY'S DIRECTORS;
5. RE-APPOINTMENT OF AUDITOR FOR 2026;
6. CHANGE IN REGISTERED CAPITAL, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND CHANGE OF BUSINESS REGISTRATION;
7. REPURCHASE AND CANCELLATION OF PART OF THE RESTRICTED SHARES;
8. PROPOSED GRANT OF A GENERAL MANDATE TO THE BOARD BY THE GENERAL MEETING TO ISSUE H SHARES;
9. PROPOSED GRANT OF A GENERAL MANDATE TO THE BOARD BY THE GENERAL MEETING TO REPURCHASE H SHARES;
AND
10. NOTICE OF ANNUAL GENERAL MEETING

Capitalized terms used on this cover page shall have the same meaning as those defined in this circular. A notice convening the AGM of the Company to be held at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC, at 2:30 p.m., Beijing time, on Monday, May 18, 2026 is set out on pages AGM-1 to AGM-3 of this circular.

The proxy form for H Shareholders for the AGM is published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.fibocom.com.

Any Shareholder(s) entitled to attend and vote at the AGM are entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the AGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it by hand, by post or by facsimile to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be) (i.e. before 2:30 p.m., Beijing time, on Sunday, May 17, 2026). Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment hereof should you so wish.

This circular is prepared in both Chinese and English. In case of any discrepancies between the Chinese and English versions, the Chinese version shall prevail.

April 23, 2026

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

"A Share(s)"	domestic ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are traded in Renminbi and listed on the Shenzhen Stock Exchange
"A Shareholder(s)"	holder(s) of A Shares
"Articles of Association"	the articles of association of Fibocom Wireless Inc.
"Audit Committee"	the audit committee of the Board of the Company
"AGM"	the annual general meeting of the Company to be held at 2:30 p.m., Beijing time, on Monday, May 18, 2026 at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC
"Board"	the Board of Directors of the Company
"Controlling Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	director(s) of the Company
"Independent Director(s)"	independent non-executive Director(s) of the Company
"Company"	Fibocom Wireless Inc. (深圳市廣和通無線股份有限公司), a joint stock company incorporated in the PRC with limited liability on November 11, 1999, the A Shares and H Shares of which are listed on the Shenzhen Stock Exchange (stock code: 300638) and the Main Board of the Hong Kong Stock Exchange (stock code: 0638), respectively
"PRC"	the People's Republic of China
"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會)
"Company Law"	the Company Law of the People's Republic of China

"H Share(s)"	overseas listed foreign ordinary share(s) in the share capital of the Company with nominal value of RMB1.00 each, which are listed and traded on the main board of the Hong Kong Stock Exchange
"H Shareholder(s)"	holders of H Shares
"General Mandate to Issue H Shares"	the proposed grant of a general and unconditional mandate to the Directors to exercise all the powers to allot, issue or otherwise deal with H Shares (including the sale or transfer of any treasury Shares) up to 20% of the total number of issued H Shares (excluding any treasury Shares) as at the date of passing the relevant resolution granting such mandate
"General Mandate to Repurchase H Shares"	the proposed grant of a general mandate to the Board to repurchase not more than 10% of the issued H Shares (excluding any treasury Shares) as at the date of passing the relevant proposed resolution at the AGM
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Hong Kong Stock Exchange" or "Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Hong Kong Listing Rules" or "Listing Rules"	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
"Latest Practicable Date"	April 21, 2026, being the latest practicable date prior to the issue of this circular for the purpose of ascertaining certain information contained herein
"Listing Date"	October 22, 2025, being the date on which the H Shares were listed and began trading on the Main Board of the Hong Kong Stock Exchange
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including A Shares and H Shares

"treasury Share(s)"	has the meaning ascribed thereto under the Hong Kong Listing Rules
"Shareholder(s)"	holder(s) of the Share(s)
"Subsidiary(ies)"	has the meaning ascribed thereto under the Listing Rules
"%"	percent

Words importing the singular number shall, where applicable, include the plural number and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa, and references to person(s) shall include references to corporation(s).

Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Listing Rules or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Listing Rules or any modification thereof, as the case may be.

The Chinese text of this circular shall prevail over the English text in case of any inconsistency.

Fibocom Wireless Inc.

深圳市廣和通無線股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 00638)

Executive Directors:
Mr. Zhang Tianyu *(Chairman of the Board)*
Mr. Ying Lingpeng
Mr. Xu Ning
Ms. Chen Qihua

Independent Non-executive Directors:
Mr. Wang Ning
Ms. Zhao Jing
Mr. Wu Chenggang

Registered Office:
Room 1101, Tower A, Building 6
Shenzhen International
Innovation Valley,
Dashi 1st Road
Xili Community,
Xili Subdistrict,
Nanshan District
Shenzhen, Guangdong
Province, the PRC

Principal Place of Business in Hong Kong:
40/F, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

April 23, 2026

To the Shareholders

Dear Sir or Madam,

1. 2025 WORK REPORT OF THE BOARD;
2. 2025 DUTY REPORT OF INDEPENDENT DIRECTORS;
3. 2025 PROFIT DISTRIBUTION PLAN;
4. REMUNERATION OF THE COMPANY'S DIRECTORS;
5. RE-APPOINTMENT OF AUDITOR FOR 2026;
6. CHANGE IN REGISTERED CAPITAL, AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND CHANGE OF BUSINESS REGISTRATION;
7. REPURCHASE AND CANCELLATION OF PART OF THE RESTRICTED SHARES;
8. PROPOSED GRANT OF A GENERAL MANDATE TO THE BOARD BY THE GENERAL MEETING TO ISSUE H SHARES;
9. PROPOSED GRANT OF A GENERAL MANDATE TO THE BOARD BY THE GENERAL MEETING TO REPURCHASE H SHARES;
AND
10. NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This circular is intended to provide you, as an H Shareholder, with the notice of the AGM and such reasonably necessary information to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM. For details of the resolutions to be proposed at the AGM, please refer to the notice of the AGM accompanying this circular.

At the AGM, ordinary resolutions will be proposed for the approval of: (1) the resolution on 2025 work report of the Board; (2) the resolution on 2025 duty report of independent directors of the Company; (3) the resolution on 2025 profit distribution plan; (4) the resolution on the remuneration of the Company's directors; (5) the resolution on the re-appointment of auditors for 2026. In addition, special resolutions will be proposed for the approval of: (6) the resolution on the change in registered capital, amendments to the articles of association and change of business registration; (7) the resolution on the repurchase and cancellation of part of the restricted shares; (8) the resolution on the proposed grant of a general mandate to the Board by the general meeting to issue H Shares; (9) the resolution on the proposed grant of a general mandate to the Board by the general meeting to repurchase H Shares.

(1) 2025 Work Report of the Board

In accordance with the provisions of the Company Law, the Listing Rules of the Stock Exchange, other relevant laws and regulations, as well as the Articles of Association, the Board of the Company has prepared the 2025 work report of the Board.

The 2025 work report of the Board is available on the website of the Shenzhen Stock Exchange (www.szse.cn) and CNINFO (www.cninfo.com.cn). An ordinary resolution will be proposed at the AGM for Shareholders to consider and approve the 2025 work report of the Board.

(2) 2025 Duty Report of Independent Directors

In accordance with the provisions of the Company Law, the Listing Rules of the Stock Exchange, other relevant laws and regulations, as well as the Articles of Association, the Board of the Company has prepared the 2025 duty report of independent directors.

The 2025 duty report of independent directors is available on the website of the Shenzhen Stock Exchange (www.szse.cn) and CNINFO (www.cninfo.com.cn). An ordinary resolution will be proposed at the AGM for Shareholders to consider and approve the 2025 duty report of independent directors.

(3) 2025 Profit Distribution Plan

The Company will propose an ordinary resolution at the AGM for Shareholders to consider and approve the 2025 profit distribution plan of the Company, details of which are set out below:

Pursuant to the audit by Grant Thornton Zhitong Certified Public Accountants LLP, in 2025, the Company recorded operating revenue of RMB6,987,612,096.68, net profit of RMB345,867,519.78 and net profit attributable to owners of the parent company of RMB347,040,640.51, of which the net profit of the parent company amounted to RMB495,336,867.29. In compliance with the relevant provisions of the Company Law and the Articles of Association, a statutory surplus reserve of RMB49,533,686.73 has been appropriated at 10%. Together with undistributed profits brought forward from previous years of RMB845,703,838.81, the distributable profits of the parent company as of December 31, 2025 amounted to RMB1,291,507,019.37.

Upon a resolution passed at the twenty-second meeting of the fourth session of the Board, the Company proposed to distribute profits for 2025 by reference to the total share capital of the Company as of the record date determined in the 2025 profit distribution announcement, after deducting the number of Shares repurchased but not yet cancelled, which are held in the A share repurchase account of the Company. The profit distribution plan for the year is set out below:

The Company proposes to pay a cash dividend of RMB2.34 per ten Shares (tax inclusive) to all eligible Shareholders, with no bonus shares to be issued (tax inclusive) and no capitalisation of capital reserve to all Shareholders on the basis of zero new shares. Dividends shall be payable in RMB to A Shareholders and Stock Connect Shareholders, and in Hong Kong dollars to H Shareholders (excluding Stock Connect Shareholders). The amount of dividends payable in Hong Kong dollars shall be converted at the average of the benchmark exchange rates for RMB against Hong Kong dollars published by the People's Bank of China for the five trading days immediately prior to the AGM approving this profit distribution plan.

As of March 31, 2026, the total issued share capital of the Company was 899,265,844 Shares, of which 2,627,960 Shares were repurchased but not yet cancelled. As of the Latest Practicable Date, the share capital base for profit distribution is 896,637,884 Shares, and the estimated total cash dividend for 2025 amounted to RMB209,813,264.86. The estimated total cumulative cash dividend is RMB209,813,264.86.

In the event that the total issued share capital of the Company changes between the date of the AGM and the record date for the implementation of the profit distribution, as a result of any conversion of convertible bonds, share repurchases, vesting of share incentives, listing of new shares issued from refinancing or other reasons, the Company will adjust the total amount of cash dividend in accordance with the principle that the distribution ratio per Share remains unchanged. The chairman of the Board or the Board secretary shall be authorized to determine and handle the specific matters relating to the aforesaid 2025 profit distribution.

The above proposed profit distribution is subject to approval at the AGM. The proposed dividend is expected to be paid within two months after the AGM (i.e., based on information currently available to the Company, it is expected to be no later than July 18, 2026).

Details regarding the closure of register of members of the company and the declaration and payment of the aforesaid dividend will be announced in due course.

Information on Withholding Income Tax

For A Shareholders

Pursuant to the Notice on Issues Concerning Differentiated Individual Income Tax Policies on Dividends and Bonuses of Listed Companies (Cai Shui [2015] No. 101) (《財政部、國家稅務總局、中國證監會關於上市公司股息紅利差別化個人所得稅政策有關問題的通知》(財稅[2015]101號) jointly issued by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission, for dividends and bonuses derived by individuals from shares of listed companies obtained from the public offering and secondary market: where the shareholding period exceeds one year, such dividend income is temporarily exempt from individual income tax; where the shareholding period is more than one month but not exceeding one year (inclusive), such dividend income is subject to individual income tax at a rate of 10%; and where the shareholding period is within one month (inclusive), such dividend income is subject to individual income tax at a rate of 20%. When a listed company distributes dividends, for individual shareholders whose holding period is within one year (inclusive), the listed company will temporarily not withhold individual income tax. Upon the transfer of the shares by such individuals, the China Securities Depository and Clearing Corporation Limited will calculate the tax payable based on the holding period, and the tax will be withheld and remitted by securities companies and other share custodians from the individuals' capital accounts to the China Securities Depository and Clearing Corporation Limited. The China Securities Depository and Clearing Corporation Limited shall, within five working days of the following month, remit the tax to the listed company, which shall, within the statutory filing period of the month in which the tax is received, declare and pay the tax to the competent tax authorities. For resident enterprise shareholders holding A shares, enterprise income tax on dividends received shall be declared and paid by themselves. For qualified foreign institutional investors (QFII), pursuant to the provisions of Notice on Relevant Issues Concerning the Payment of Dividends, Bonuses and Interests and Withholding the Enterprise Income Tax by Chinese Resident Enterprises to QFIIs (Guo Shui Han [2009] No. 47) (《國家稅務總局關於中國居民企業向QFII支付股息、紅利、利息代扣代繳企業所得稅有關問題的通知》(國稅函2009[47]號)) issued by the State Administration of Taxation, the listed company shall withhold and remit enterprise income tax on a consolidated basis at a rate of 10%. Where QFII shareholders are entitled to treaty benefits in respect of dividend income, they may, after receipt of such dividends, apply directly to the competent tax authorities for a tax refund in accordance with the relevant provisions. Upon verification, the competent tax authorities shall implement the relevant provisions of the applicable tax treaty. For non-PRC resident enterprise shareholders holding A shares other than QFIIs, pursuant to the Announcement of the State Administration of Taxation on Issues Concerning Withholding and Payment of Enterprise Income Tax on Income of Non-resident Enterprises (SAT Announcement [2017] No. 37) (《國家稅務總局關於非居民企業所得稅源泉扣繳有關問題的公告》(國家稅務總局公告2017年第37號)), the Reply of the State Administration of Taxation on Issues Concerning the Levy of Enterprise Income Tax on Dividends of B Shares and Other Shares Derived by Non-resident Enterprises (Guo Shui Han [2009] No. 394) (《國家稅務總局關於非居民企業取得B股等股票股息徵收企業所得稅問題的批覆》(國稅函[2009]394號)), and other relevant regulations, the listed company shall withhold and remit enterprise income tax on a consolidated basis at a rate of 10%. Where non-PRC resident enterprise shareholders are entitled to treaty benefits, the relevant procedures shall be carried out in accordance with the applicable provisions of the relevant tax treaty. Pursuant to the Notice on Tax Policies Concerning the Pilot Programme of the Shenzhen-Hong Kong Stock Market Trading Interconnection Mechanism (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、中國證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)) jointly issued by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission, in respect of dividend income derived by Hong Kong market investors (including enterprises and individuals) from A shares listed on the Shenzhen Stock Exchange, where Hong Kong Securities Clearing Company Limited is not able to provide China Securities Depository and Clearing Corporation Limited with detailed information regarding investors' identities and shareholding periods, the differentiated tax treatment based on the length of shareholding shall not be implemented for the time being. Instead, listed companies shall withhold income tax at a rate of 10% and file the withholding tax returns with the competent tax authorities. For taxpayers who are tax residents of other countries and whose jurisdictions have entered into tax treaties with China providing a dividend withholding tax rate lower than 10%, enterprises or individuals may, either on their own or through the withholding agent, apply to the competent tax authorities of the listed company for treaty benefits. Upon review and approval by the competent tax authorities, a tax refund shall be granted for the difference between the tax already paid and the tax payable calculated at the treaty tax rate.

For H Shareholders

Pursuant to the Notice on Issues Concerning the Administration of Individual Income Tax Following the Abolition of Document Guo Shui Fa [1993] No. 045 (Guo Shui Han [2011] No. 348) (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), overseas resident individual H shareholders may enjoy tax concessions in respect of dividend distributions in accordance with the tax treaties entered into between China and their respective jurisdictions, as well as the tax arrangements between Chinese Mainland and Hong Kong. To simplify tax administration, dividends paid to overseas resident individual H shareholders are generally subject to individual income tax withholding at a rate of 10%. Where the jurisdiction in which an overseas resident individual shareholder is located has not entered into a tax treaty with China, individual income tax shall be withheld at a rate of 20%. Pursuant to the Notice of the State Administration of Taxation on Issues Concerning Withholding and Payment of Enterprise Income Tax on Dividends Distributed by Chinese Resident Enterprises to Overseas H Share Non-resident Enterprise Shareholders (Guo Shui Han [2008] No. 897) (《國家稅務總局關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業 所得稅有關問題的通知》(國稅函[2008]897號)), Chinese resident enterprises shall, when distributing dividends for 2008 and subsequent years to overseas H Share non-resident enterprise shareholders, uniformly withhold and remit enterprise income tax at a rate of 10%. After receiving dividends, overseas non-PRC resident enterprise shareholders may, either on their own, through an authorised agent, or via the withholding agent, apply to the competent tax authorities for treaty benefits, and submit documentation evidencing that they are the beneficial owner as defined under the relevant tax treaty or arrangement. Upon review and approval by the competent tax authorities, a tax refund shall be granted for the difference between the tax already paid and the tax payable calculated at the tax rate specified under the relevant tax treaty or arrangement. Pursuant to the Notice on Tax Policies Concerning the Pilot Programme of the Shanghai-Hong Kong Stock Market Trading Interconnection Mechanism (Cai Shui [2014] No. 81) (《財政部、國家稅務總局、中國證監會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)) and the Notice on Tax Policies Concerning the Pilot Programme of the Shenzhen-Hong Kong Stock Market Trading Interconnection Mechanism (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、中國證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)) jointly issued by the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission, in respect of dividend income derived by mainland individual investors from H shares listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, listed companies shall withhold individual income tax at a rate of 20%. In respect of dividend income derived by mainland securities investment funds from investments in shares listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, individual income tax shall be levied in accordance with the above-mentioned provisions. For dividend income derived by mainland enterprise investors from investments in shares listed on the Hong Kong Stock Exchange through the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect, H share companies shall not withhold dividend income tax, and the tax payable shall be declared and paid by the mainland enterprise investors on their own. In particular, dividend income derived by mainland resident enterprises from continuously holding H shares for 12 months or more shall be exempt from enterprise income tax in accordance with the law. Except as disclosed above, the Directors are not aware of any tax relief available to shareholders by virtue of their holding of the Company's listed securities.

(4) Remuneration of the Company's Directors

Pursuant to the relevant provisions of the Articles of Association and the Remuneration Policy for Directors and Senior Management, the Remuneration and Assessment Committee of the Board, having taken into account the 2025 annual business plan, external operating environment, the Company's operating performance and sustainable development, has determined the remuneration payable to the directors of the Company for 2025 and proposed the directors' remuneration plan for 2026, which has been considered and approved by the Board. Details of the remuneration of each director for 2025 are set out in Chapters 4 and 8 of the 2025 annual report of the Company.

The remuneration arrangements for the directors of the Company for 2026 are as follows:

1. Directors holding executive management positions in the Company shall receive remuneration commensurate with their respective roles and shall not be entitled to additional director's fees. Their remuneration shall comprise basic salary, performance-based remuneration and medium to long-term incentive income (to be determined based on the actual conditions of the Company). As a general principle, performance-based remuneration shall account for not less than 50% of the aggregate of basic salary and performance-based remuneration.

2. Independent directors of the Company shall be entitled to a director's fee of RMB100,000 before taxation.

3. All reasonable expenses incurred by directors in attending meetings of the Board, general meetings and in discharging their duties pursuant to the Company Law and the Articles of Association of Fibocom Wireless Inc., including travelling and office expenses, shall be reimbursed by the Company at cost.

4. Remuneration payable to directors is inclusive of individual income tax, which shall be withheld and settled by the Company in accordance with applicable tax laws and regulations.

An ordinary resolution will be proposed at the AGM for Shareholders to consider and approve the confirmation of directors' remuneration for 2025 and the remuneration plan for 2026.

(5) Re-appointment of Auditor for 2026

Grant Thornton Zhitong Certified Public Accountants LLP ("**Grant Thornton**") has maintained a fair and objective approach in conducting an independent audit in connection with the Company's 2025 annual report, and has duly completed all relevant audit work for the Company's 2025 annual report in a timely manner.

In accordance with the relevant provisions of the Articles of Association and the audit requirements of the Company, the Board intends to re-appoint Grant Thornton Zhitong Certified Public Accountants LLP as the auditors of the Company for 2026 to provide financial reporting and internal control audit services for the Company in 2026.

The pricing principles for audit fee are based on the Company's business scale, the industry in which it operates and the complexity of accounting treatment, and are determined by the number of auditors required to audit the annual report of the Company and the amount of work involved. It is estimated that the aggregate audit fees for the 2026 financial report audit and the internal control audit shall not exceed RMB3.5 million. The Board shall propose to the general meeting to authorize the chairman of the Board and his/her authorized persons to decide the remuneration of the auditor in accordance with industry standards and the actual circumstances of the Company's audit work.

The aforesaid resolution was duly considered and approved at the Board meeting held on March 30, 2026 and is now submitted to the AGM for consideration and approval by way of an ordinary resolution.

(6) Change in Registered Capital, Amendments to the Articles of Association and Change of Business Registration

Pursuant to the provisions of the Company Law, the Guidelines for the Articles of Association of Listed Companies (CSRC Announcement [2025] No. 6) and other relevant laws and regulations, the Company proposes to make a change to its registered capital, amend the Articles of Association of the Company and complete the relevant change of business registration.

On December 29, 2025, the Company completed the cancellation of certain restricted A Shares granted to some incentive recipients in accordance with the rules of the 2021 Stock Option and Restricted Stock Incentive Plan, the 2022 Restricted Share Incentive Plan and the 2023 Restricted Share Incentive Plan (for the definitions of relevant terms, see the Company's prospectus dated October 14, 2025) (the "**Cancellation**"). Following the Cancellation, the total share capital of the Company has decreased from 900,533,742 Shares to 899,265,844 Shares, and the registered capital of the Company has decreased from RMB900,533,742 to RMB899,265,844.

In view of the aforesaid changes to the Company's total share capital and registered capital, and in accordance with the requirements of relevant laws, regulations and regulatory documents, it is proposed to amend certain provisions of the Articles of Association. Details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

On March 30, 2026, the Board of the Company considered and approved, among other things, a resolution on proposing amendments to the Articles of Association of the Company. The aforesaid Articles of Association shall take effect on the date of adoption by the general meeting. Pending such adoption, the existing Articles of Association shall remain in full force and effect.

The resolutions regarding the change in registered capital and the amendment to the Articles of Association shall take effect only after being approved by the shareholders by way of a special resolution at the AGM. Upon the approval of the aforesaid resolutions at the AGM, the Company will apply to the relevant registration authority for the completion of the relevant change registration procedures. The Chairman of the Company and his/her authorized representative(s) shall be authorized to undertake the relevant business registration matters.

The Company's legal advisers in respect of Hong Kong law and PRC law have respectively confirmed that the proposed amendments to the Articles of Association are in compliance with the Hong Kong Listing Rules and the applicable laws of the PRC. The Company confirms that the proposed amendments to the Articles of Association are not unusual for a company incorporated in the PRC and listed on the Stock Exchange.

(7) Repurchase and Cancellation of Part of the Restricted Shares

Reference is made to the Company's overseas regulatory announcement dated March 30, 2026 in relation to, among other things, the repurchase and cancellation of certain restricted shares. Pursuant to the provisions of the 2023 Restricted Share Incentive Plan (Draft) of the Company, as the Company-level performance assessment conditions for the third vesting period under the 2023 Restricted Share Incentive Plan (the "**2023 Share Incentive Plan**") have not been met, accordingly a total of 682,800 restricted Shares granted to 196 incentive participants are not eligible for vesting. Such Shares will be repurchased and cancelled by the Company at the grant price plus interest based on the one-year deposit interest rate of financial institutions. For details, please refer to Appendix II to this circular.

The aforesaid resolution was duly considered and approved at the Board meeting held on March 30, 2026 and is now submitted to the AGM for consideration and approval by way of a special resolution.

(8) Proposed Grant of a General Mandate to the Board by the General Meeting to Issue H Shares

Pursuant to the provisions of the Articles of Association, the Hong Kong Listing Rules and laws and regulations, in order to meet the needs of the Company's development and flexibly seize market opportunities, it is hereby proposed that the Shareholders, by way of a special resolution at the AGM, grant to the Board an unconditional general mandate to separately or concurrently issue, allot and deal with the new Shares (including the sale or transfer of any treasury Shares) in an aggregate amount not exceeding 20% of the total number of the issued H Shares (excluding treasury Shares) of the Company as at the date of approved of this resolution at the AGM, based on the Board's assessment of market conditions and the needs of the Company. When exercising the aforesaid general mandate for the issuance of H shares, the Board may formulate and implement specific issuance plans, including but not limited to the type of new shares to be issued, the pricing method and/or issue price (including the price range), the issuance quantity, the target subscribers, the use of the raised funds, the timing of issuance, the issuance period, the specific subscription method, the priority subscription ratio for existing shareholders, and other specific matters related to the issuance. The term of the mandate shall commence on the date on which this resolution is approved by the AGM and expire on the earlier of the date of the convening of the 2026 annual general meeting of the Company ("**2026 AGM**") or the date on which the mandate is revoked or modified by a resolution passed by any general meeting of the Company. For details of the specific mandate, please refer to Appendix III to this circular.

The aforesaid resolution was duly considered and approved at the Board meeting held on March 30, 2026 and is now submitted to the AGM for consideration and approval by way of a special resolution.

(9) Proposed Grant of a General Mandate to the Board by the General Meeting to Repurchase H Shares

To safeguard the value of the Company and the interests of its shareholders, and to enable the Company to repurchase its Shares in a timely and flexible manner, the resolution on the proposed grant of a general mandate to the Board to repurchase H Shares will be submitted as a special resolution for consideration and approval by the shareholders at the AGM. The details thereof are set out below.

It is proposed that the Board of the Company be authorised to determine to repurchase on the Stock Exchange and cancel, or to hold as treasury shares, such number of H Shares of the Company which does not exceed 10% of the total number of issued H Shares of the Company (excluding treasury Shares) as at the date of approval of this resolution by the AGM.

It is proposed that the Board be authorised to administer all relevant matters in respect of the repurchase of H Shares. The Board may formulate, adjust or terminate the detailed plan for such share repurchase pursuant to applicable laws and regulations, including (without limitation) the repurchase price, the number of Shares to be repurchased, the timing and period of repurchase, and be fully authorised to handle all matters relating to the repurchase and cancellation of H Shares or their holding as treasury Shares. The term of the mandate shall commence on the date on which this resolution is approved by the Shareholders at the AGM and expire on the earlier of the date of the convening of the Company's 2026 AGM or the date on which the mandate is revoked or modified by a resolution passed by any general meeting of the Company.

An explanatory statement in relation to the proposed grant of the General Mandate to Repurchase H Shares is set out in Appendix IV to this circular.

THE AGM

The AGM will be held at 2:30 p.m., Beijing time, on Monday, May 18, 2026 at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC. The notice of the AGM is set out on pages AGM-1 to AGM-3 of this circular. As of the Latest Practicable Date, the executive Directors, Mr. Zhang Tianyu, Mr. Ying Lingpeng together with Xinyu Guanghe Chuanghong Entrepreneurship Investment Partnership Enterprise (Limited Partnership) (新餘市廣和創虹創業投資合夥企業(有限合夥)), an enterprise controlled by Mr. Ying Lingpeng, and Mr. Xu Ning, held 281,512,495 A Shares, 25,526,106 A Shares, 19,281,816 A Shares and 149,881 A Shares, respectively. Since the remuneration plans in respect Mr. Zhang Tianyu, Mr. Ying Lingpeng and Mr. Xu Ning form part of Resolution 4 ("Resolution on the Remuneration of the Company's Directors") to be considered and, if thought fit, approved at the AGM, such aforesaid persons shall abstain from voting on Resolution 4 at the AGM. As Mr. Xu Ning, Mr. Chen Shijiang (who held 252,597 A Shares) and Ms. Wang Hongyan (who held 237,605 A Shares) held restricted shares under the 2023 Restricted Share Incentive Plan of the Company, which are related to Resolution 7 ("Resolution on the Repurchase and Cancellation of Part of Restricted Shares") to be considered at the AGM, such aforesaid persons shall abstain from voting on Resolution 7 at the AGM. For the avoidance of doubt, no treasury Shares are held by the Company. Save as disclosed above, no Shareholder is required to abstain from voting on the matters to be resolved at the AGM.

The proxy form for H Shareholders for the AGM is published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.fibocom.com. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. If you intend to appoint a proxy to attend the AGM and vote on your behalf, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return it, by hand, by post or by facsimile, to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders only) as soon as possible and in any event not later than 24 hours before the time appointed for the holding of the AGM (i.e. before 2:30 p.m., Beijing time, on Sunday, May 17, 2026). Completion and return of the proxy form will not preclude you from attending and voting at the AGM in person should you so wish.

CLOSURE OF REGISTER OF MEMBERS

In order to determine the H Shareholders who are entitled to attend the AGM, the register of members of the Company will be closed from Wednesday, May 13, 2026 to Monday, May 18, 2026 (both days inclusive), during which period no transfer of Shares will be registered. For holders of H Shares who has lodged the duly completed transfer documents accompanied by the relevant share certificates with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 4:30 p.m. on Tuesday, May 12, 2026, the transferee but not the transferor shall be regarded as the holder of the relevant H Shares and will be entitled to attend and vote at AGM. H Shareholders whose names are recorded in the register of members of the Company on Monday, May 18, 2026 will be entitled to attend the AGM.

GENERAL

The English translation of the appendices to this circular is for Shareholders' reference only. In case there is any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

VOTING BY POLL

Pursuant to the Hong Kong Listing Rules, all the votes at general meetings must be taken by poll (except where the chairman of the meeting permits a resolution which relates solely to a procedural or administrative matter to be voted on by show of hands). The chairman of the AGM shall request each of the resolutions set out in the notice of the AGM to be voted on by poll. Results of the poll voting will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.fibocom.com after the AGM.

RECOMMENDATIONS

The Board considers that the resolutions set out in the notice of AGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favor of the resolutions.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The information contained herein with regard to the Company has been provided by the Directors, and the Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any declaration or statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Fibocom Wireless Inc.
Zhang Tianyu
Chairman

COMPARISON TABLE OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF FIBOCOM WIRELESS INC.

Details of the proposed amendments to the Articles of Association of Fibocom Wireless Inc. are as follows:

No.	Before the amendment	After the amendment
1.	Article 6 The registered capital of the Company is RMB900,533,742.	Article 6 The registered capital of the Company is RMB**899,265,844**.
2.	Article 21 The total number of shares of the Company is 900,533,742 shares, all of which are ordinary shares, including 765,453,542 ordinary A Shares (representing 85% of the total share capital of the Company) and 135,080,200 ordinary H Shares (representing 15% of the total share capital of the Company).	Article 21 The total number of shares of the Company is **899,265,844** shares, all of which are ordinary shares, including **764,185,644** ordinary A Shares (representing **84.98%** of the total share capital of the Company) and 135,080,200 ordinary H Shares (representing **15.02%** of the total share capital of the Company).

Save for the aforesaid Amendments, the other articles and provisions of the Articles of Association remain unchanged. The English version of the Articles of Association is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.

I. REPURCHASE AND CANCELLATION

1. Reasons, quantity, price, total amount and source of funds for the repurchase and cancellation

Pursuant to the provisions of the Company's 2023 Restricted Share Incentive Plan (Draft), as the Company's performance assessment criteria for the third vesting period under the 2023 Equity Incentive Plan were not met, the restricted shares eligible for vesting in the relevant assessment year in respect of all grantees shall not be vested. Such shares shall be repurchased and cancelled by the Company at the original grant price plus interest at the 1-year fixed deposit rate offered by financial institutions.

<table>
<tr>
<td>The third vesting period under the 2023 Equity Incentive Plan</td>
<td>The Company's performance assessment requirement is that the revenue growth rate for 2025 shall be no less than 112.52%, based on the revenue in 2022.

The corresponding company-level vesting factor is determined based on the current period performance completion rate (R) as follows:
<table>
<tr><td>Company-level actual completion rate R</td><td>R≥100%</td><td>100%>R≥90%</td><td>90%>R≥80%</td><td>80%>R≥70%</td><td>R<70%</td></tr>
<tr><td>Company-level vesting factor</td><td>1.0</td><td>0.9</td><td>0.8</td><td>0.7</td><td>0</td></tr>
</table>
Note: a. Current period performance completion rate (R) refers to the current period revenue completion rate

b. Current period revenue completion rate = Actual growth rate of current period revenue/Target growth rate of current period revenue

If the Company's performance assessment completion rate is 70% or above, the actual annual vesting quota of each grantee shall be calculated as follows: Company-level factor × Individual vesting ratio × Individual planned annual vesting quota.</td>
<td>The Company's revenue in 2022 amounted to RMB5,646,415,531.98, and the revenue in 2025 amounted to RMB6,987,612,096.68, representing a growth rate of 23.75%. Accordingly, the Company-level actual completion rate R is 21.11%, and the Company-level factor is 0.

None of the restricted shares eligible for vesting in the relevant performance year for all grantees shall be vested. Such shares shall be repurchased and cancelled by the Company collectively at the grant price plus interest at the 1-year fixed deposit rate offered by financial institutions.</td>
</tr>
</table>

A total of 196 grantees are involved in this repurchase and cancellation, with the aggregate number of restricted shares proposed to be repurchased and cancelled amounting to 682,800.00 shares. The repurchase price of the restricted shares under the Company's 2023 Equity Incentive Plan is RMB10.40 per share.

2. Number of A Shares repurchased and cancelled

The Company proposes to repurchase and cancel a total of 682,800 restricted shares, representing approximately 0.08% of the Company's total issued share capital immediately prior to such repurchase and cancellation.

3. Total Repurchase Funds and Source of Funds

The total funds to be used by the Company for the repurchase of such restricted shares amount to RMB7,101,120.00 (excluding bank interest), which shall be funded from the Company's own funds. The details are set out in the table below:

Equity Incentive Plan	Repurchase Price (RMB per share)	Repurchase Quantity (shares)	Amount of Registered Capital Reduction (RMB)	Repurchase Amount (RMB) (excluding interest)
2023 Equity Incentive Plan	10.40	682,800.00	682,800.00	7,101,120.00

In the event that the Company actually undertakes profit distribution, capital reserve conversion to share capital, share bonus issues, share splits, rights issues, share consolidations or other similar transactions prior to cancellation, the Company shall adjust the repurchase price in accordance with the provisions of the 2023 Restricted Share Incentive Plan (Draft), and the funds proposed for the repurchase of such restricted shares shall be adjusted accordingly.

II. SHARE CAPITAL UPON COMPLETION OF REPURCHASE AND CANCELLATION

A total of 682,800 A Shares will be repurchased and cancelled under the Restricted Share Incentive Plan. Upon completion of the restricted Share repurchase and cancellation procedures, the total number of shares of the Company will be reduced from 899,265,844 shares to 898,583,044 shares. The share capital of the Company immediately before and after the repurchase and cancellation (upon completion) is set out below:

Type of Share	After the Change		Change	After the Change	
	Number of Shares (shares)	Share Proportion (%)	Number of Shares (shares)	Number of Shares (shares)	Share Proportion (%)
I. RMB Ordinary Shares (A Shares)	764,185,644	84.98%	-682,800.00	763,502,844.00	84.97%
1. Restricted Shares	233,736,960	25.99%	-682,800.00	233,054,160.00	25.94%
2. Unrestricted Shares	530,448,684	58.99%	–	530,448,684	59.03%
II. Overseas Listed Foreign Shares (H Shares)	135,080,200	15.02%	–	135,080,200	15.03%
Total	899,265,844	100.00%	-682,800.00	898,583,044.00	100.00%

The repurchase and cancellation will not result in any change in the controlling shareholder of the Company. The shareholding structure of the Company will continue to comply with the relevant requirements under the Listing Rules of the Shenzhen Stock Exchange and the Hong Kong Stock Exchange.

III. IMPACT OF THE REPURCHASE AND CANCELLATION ON THE COMPANY'S OPERATING PERFORMANCE

The repurchase and cancellation of part of the restricted shares will not have a material impact on the Company's financial position and operating results, nor will it affect the diligence and performance of the Company's management team. The management team will continue to earnestly perform its duties and strive to create value for shareholders.

Pursuant to the provisions of the Articles of Association, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and laws and regulations, in order to meet the needs of the Company's development and flexibly seize market opportunities, it is hereby proposed that the Shareholders, by way of a special resolution at the AGM, grant to the Board a unconditional general mandate to separately or concurrently issue, allot and deal with the new shares (including the sale or transfer of any treasury shares) in an aggregate amount not exceeding 20% of the total number of the Company's issued H Shares (excluding treasury shares) as at the date this resolution is approved by the AGM, based on the Board's assessment of market conditions and the needs of the Company (the aforementioned mandate is hereinafter referred to as the "**General Mandate to Issue H Shares**"). It is also proposed that the Board be authorised to amend the Articles of Association correspondingly as it deems appropriate to reflect the impact of any allotment, or issuance of shares or similar rights, on the new share capital or structure. Specific details of the mandate include but are not limited to:

(I) Determine the method of issuance, including but not limited to one-off or multiple allotments, issuance of, and dealing with the new Shares and Similar Rights, as well as other methods permitted by the Articles of Association, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and laws and regulations.

(II) Subject to the regulations of the Listing Rules, formulate and implement specific issuance plans, including but not limited to the types, pricing methods and/or issue prices (including price ranges), quantity to be issued, target subscribers, use of the proceeds raised of the new shares to be issued, timing and duration of issuance, specific subscription procedures, the priority subscription ratio for existing shareholders, and other specific matters related to the issuance.

(III) Engage intermediary institutions in relation to the issuance, approve all the acts and execute all the deeds, documents and other related matters as necessary, appropriate, desirable or related to the issuance, and publish announcements related to the issuance; consider, approve and execute issuance-related agreements on behalf of the Company, including but not limited to placing agreements, underwriting agreements and engagement agreements with intermediary institutions.

(IV) Consider, approve and execute on behalf of the Company the issuance-related statutory documents which are required to be submitted to the relevant regulatory authorities, perform the relevant approval procedures in accordance with the requirements of the regulatory authorities and the listing places of the Company, complete all necessary filing, registration and reporting procedures with the relevant government departments in the Company's listing places and/or any other regions or jurisdictions (if applicable), etc.

(V) Amend the relevant agreements or statutory documents as stated in paragraphs (III) and (IV) above based on the requirements of the regulatory authorities within and outside China.

(VI) Affix the Company's stamp to the issuance-related agreements and statutory documents.

(VII) Arrange for opening of the relevant bank accounts for the Company.

(VIII) After new Shares are issued, approve the increase in the Company's registered capital and make all appropriate and necessary amendments to relevant contents in the Articles of Association regarding total share capital, shareholding structure and so on, and comply with registration, filing and other statutory procedures as required by the laws both within and outside China to implement the issuance of the relevant Shares and increase in the registered capital of the Company.

(IX) The Board may delegate the Company's chairman or other persons authorised by the Board to handle and execute all the specific matters related to the issuance on behalf of the Company in accordance with the relevant laws, regulations, regulatory documents and requirements of the regulatory authorities which are necessary or desirable for the issuance of H Shares under the general mandate.

The abovementioned mandate shall not exceed the relevant period otherwise than in the circumstance where the Board has already entered into or granted offering proposals, agreements, options, warrants, convertible bonds or Similar Rights for the issuance of H Shares within the relevant period, and that the Company, if applicable, has also obtained relevant approvals, permits or registrations from the regulatory authorities within the effective period of the mandate, and that it is likely for such offering proposals, agreements, options, warrants, convertible bonds or Similar Rights to be carried on or continued to be implemented beyond the relevant period. The relevant period shall commence from the date of passing the relevant resolution at the AGM and end on the earliest of the following two dates:

(I) the date of the Company's 2026 AGM;

(II) the date on which any general meeting of the Company passes a resolution to revoke or amend the mandate described in this resolution.

As of the Latest Practicable Date, the total number of issued Shares of the Company was 135,080,200 H Shares, and the Company did not hold any H Shares in treasury. Upon the passing of the resolution approving the grant of the general mandate for the issue of H Shares at the AGM, and assuming no further shares will be issued prior to the AGM, the Company will be authorised to allot, issue or deal with up to 27,016,040 H Shares (including the sale or transfer of any treasury shares) pursuant to the General Mandate to Issue H Shares and the relevant laws and regulations.

The above resolution is hereby tabled to the Shareholders for consideration.

The following is an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with information reasonably necessary to enable such Shareholders to make an informed decision on whether to vote for or against the special resolutions to approve the grant of the General Mandate to Repurchase H Shares.

1. NUMBER OF SHARES PROPOSED TO BE REPURCHASED

As at the Latest Practicable Date, the total number of issued H Shares of the Company was 135,080,200, and the Company did not hold any H Shares in treasury.

Subject to the passing of the special resolutions in respect of the grant of the General Mandate to Repurchase H Shares, and on the basis that the total number of issued H Shares (excluding any treasury Shares), being 135,080,200 H Shares, as at the Latest Practicable Date will remain unchanged on the date of the AGM during the period in which the General Mandate to Repurchase H Shares remains in force, the Directors will be authorised to repurchase up to 13,508,020 H Shares under the General Mandate to Repurchase H Shares, representing 10% of the total issued H Shares (excluding any treasury Shares).

2. REASONS FOR SHARE REPURCHASE

In order to maintain the value of the Company and rights and interests of the Shareholders, and to allow the Company to repurchase Shares in a timely and flexible manner, it is proposed that the Board shall be granted the General Mandate to Repurchase H Shares. The repurchase of the H Shares will only be exercised when the Directors believe such repurchase will benefit the Company and the Shareholders as a whole.

3. SOURCE OF FUNDS

In repurchasing the H Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the PRC, as the case may be. The Directors propose that the repurchase of the H Shares, if and when effected, would be appropriately financed by the self-raised funds of Company.

4. IMPACT ON WORKING CAPITAL

As compared with the financial position of the Company as at December 31, 2025 (being the date to which the latest audited accounts of the Company were made up), the Directors consider that there will not be a material adverse impact on the working capital or the gearing position of the Company in the event that the General Mandate to Repurchase H Shares were to be exercised in full at any time during the proposed repurchase period.

5. MARKET PRICES OF SHARES

The highest and lowest prices at which the H Shares were traded on the Hong Kong Stock Exchange, during each month from the listing date to the Latest Practicable Date were as follows:

	H Shares	
	Highest	**Lowest**
	HKD	*HKD*
2025		
October	21.60	17.26
November	20.66	14.66
December	19.77	15.21
2026		
January	18.28	14.67
February	15.30	13.85
March	14.86	11.60
April (up to the Latest Practicable Date)	14.06	11.87

6. GENERAL

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined under the Listing Rules) have any present intention, in the event that the proposed grant of the General Mandate to Repurchase H Shares are approved by the Shareholders, to sell any Shares to the Company.

The Company has not been notified by any core connected persons (as defined under the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the proposed grant of the General Mandate to Repurchase H Shares are approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases of the H Shares pursuant to the General Mandate to Repurchase H Shares as well as in accordance with the Listing Rules and the applicable laws and regulations of the PRC.

Neither the explanatory statement nor the General Mandate to Repurchase H Shares has any unusual features.

Following the repurchase of H Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares, depending on, among other things, market conditions and its capital management needs at the relevant time of the repurchase, which may vary depending on the circumstances.

In respect of any treasury shares deposited in the Central Clearing and Settlement System ("**CCASS**") pending resale on the Stock Exchange, the Company shall: (i) procure that its broker will not give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company in respect of such treasury shares deposited in CCASS; and (ii) in the case of any dividend or distribution, withdraw such treasury shares from CCASS and, prior to the record date for such dividend or distribution, either re-register such shares in the name of the Company as treasury shares or cancel such shares, or take any other measures to ensure that the Company will not exercise any shareholders' rights or receive any entitlements in respect of such shares, which, if registered in the name of the Company as treasury shares, would otherwise be suspended under relevant laws.

7. TAKEOVERS CODE

If on exercise of the powers to repurchase the H Shares pursuant to the General Mandate to Repurchase H Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge, information and belief of the Directors, the controlling shareholder Mr. Zhang Tianyu controlled or was entitled to exercise control over the voting rights in respect of 281,512,495 A Shares, representing approximately 31.30% of the total issued share capital of the Company. Mr. Zhang Tianyu is the controlling shareholder of the Company. In the event that the Directors should exercise the General Mandate to Repurchase H Shares in full and assuming the total issued share capital of the Company remains unchanged, the aforesaid Shares held by the controlling shareholder in the Company will increase to approximately 31.78% (if it does not participate in the relevant repurchases).

Pursuant to the Takeovers Code, if the control or entitlement to control on the voting rights of the Company's Shares, including both A Shares and H Shares, by the controlling shareholder increases by 2 percent or more within a 12-month-period because of, among other things, their increase in holding in the Company's Shares and/or the implementation of the above-mentioned General Mandate to Repurchase H Shares which causes changes in total share capital of the Company, it will trigger the obligation of the controlling shareholder to make a mandatory offer under the Takeovers Code. The Board of the Company has confirmed that it has no intention to exercise the above-mentioned General Mandate to Repurchase H Shares in the event that will trigger the controlling shareholder to make a mandatory offer under the Takeovers Code. At present, the Company has not yet formulated any detailed repurchase plan for H Shares. Subject to the consideration and approval of the relevant resolutions at the AGM, the Company will consider whether to proceed with the repurchase of H Shares, as and when appropriate.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company had repurchased a total of 1,267,898 A Shares by a way of private placement in the six months immediately preceding the Latest Practicable Date:

Repurchase of A Shares

Date of repurchase	Number of shares repurchased	Purchase price per share	
		Highest	Lowest
		(RMB/share)	*(RMB/share)*
December 2025			
December 30, 2025	1,267,898	10.40	9.04
Total	1,267,898	–	–

Save as set forth above, the Company had not purchased any Shares (whether on the Hong Kong Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

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Fibocom Wireless Inc.

深圳市廣和通無線股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 00638)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2025 annual general meeting (the "**AGM**") of Fibocom Wireless Inc. (the "**Company**") will be held at 2:30 p.m., Beijing time, on Monday, May 18, 2026 at Conference Room, Floor 10, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC to consider, and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on 2025 work report of the Board of the Company;

2. To consider and approve the resolution on 2025 duty report of independent directors of the Company;

3. To consider and approve the resolution on 2025 profit distribution plan of the Company;

4. To consider and approve the resolution on the remuneration of the Company's directors;

5. To consider and approve the resolution on the re-appointment of auditors for 2026;

SPECIAL RESOLUTIONS

6. To consider and approve the resolution on the change in registered capital, amendments to the articles of association and change of business registration;

7. To consider and approve the resolution on the repurchase and cancellation of part of the restricted shares;

8. To consider and approve the resolution on the proposed grant of a general mandate to the Board by the general meeting to issue H shares;

9. To consider and approve the resolution on the proposed grant of a general mandate to the Board by the general meeting to repurchase H shares.

By order of the Board
Fibocom Wireless Inc.
Zhang Tianyu
Chairman

The PRC, April 23, 2026

As of the date of this notice, the Board of the Company comprises Mr. Zhang Tianyu, Mr. Ying Lingpeng, Mr. Xu Ning and Ms. Chen Qihua as executive directors, Mr. Wang Ning, Ms. Zhao Jing and Mr. Wu Chenggang as independent non-executive directors.

Notes:

1. Pursuant to the Rule 13.39(4) of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), voting on all resolutions at an annual general meeting shall be by way of poll. The poll results of the AGM will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.fibocom.com) in accordance with the requirements of the Listing Rules. For the avoidance of doubt, holders of treasury shares of the Company, if any, shall abstain from voting at the AGM.

2. The record date for determining the entitlement of the shareholders of the Company (the "**Shareholders**") to attend and vote at the AGM will be on Monday, May 18, 2026. For the purpose of determining the entitlement of the Shareholders to attend and vote at the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen' Road East, Wanchai, Hong Kong (for H Shareholders), no later than 4:30 p.m., Beijing time, on Tuesday, May 12, 2026.

3. Any Shareholder who is entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not be a Shareholder. If the Shareholder appoints more than one proxy, his/her proxies may only vote by poll.

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorized in writing. If the Shareholder is a legal entity, then the relevant appointing document must be either under seal or under the hand of its director or attorney duly authorized. If the instrument appointing a proxy is signed by a person duly authorized by the Shareholder, the powers of attorney or other instruments of authorization shall be notarized. For H Shareholders, the aforementioned documents must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen' Road East, Wanchai, Hong Kong as soon as possible but in any event by not later than 24 hours before the time fixed for holding of the AGM (i.e. not later than 2:30 p.m., Beijing time, on Sunday, May 17, 2026) or any adjournment or postponement thereof. Completion and return of the form(s) of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned or postponed meeting(s) if you so wish.

5. Shareholders shall produce their identification documents when attending the AGM.

6. If a proxy attends the AGM on behalf of a Shareholder, he/she should produce his/her identification document and the power of attorney or other documents signed by the appointer or his/her attorney, which specifies the date of its issuance. If a representative of a corporate Shareholder attends the AGM, such representative shall produce his/her identification document and the notarized copy of the resolution passed by the board of directors or other authority or notarized copy of any authorization documents issued by such corporate Shareholder.

7. The H share registrar of the Company in Hong Kong is Computershare Hong Kong Investor Services Limited and its address is as follows:

   Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen' Road East, Wanchai, Hong Kong

8. The registered office of the Company:

   Room 1101, Tower A, Building 6, Shenzhen International Innovation Valley, Dashi 1st Road, Xili Community, Xili Subdistrict, Nanshan District, Shenzhen, Guangdong Province, the PRC
   Tel: 0755-26520587
   Email: zqb@fibocom.com
   Contact person: Chen Shijiang (陳仕江)

9. Miscellaneous

   The AGM is expected to be held for no more than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.