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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 Foxconn International Holdings 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.

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**FIH**<sup>®</sup>

**Foxconn International Holdings Limited**

**富士康國際控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2038)

**GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,  
MANDATE TO ISSUE NEW SHARES UNDER THE SHARE SCHEME,  
RE-ELECTION OF DIRECTORS,  
PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of the Company to be held at Function Room 1, 3/F., The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 30 May 2013 at 10:00 a.m. is set out on pages 16 to 20 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, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

\* for identification purposes only

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Function Room 1, 3/F., The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 30 May 2013 at 10:00 a.m. or, where the context so admits, any adjournment thereof
“Articles”	the amended and restated articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law of the Cayman Islands
“Company”	Foxconn International Holdings Limited, a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hon Hai”	鴻海精密工業股份有限公司 (Hon Hai Precision Industry Co. Ltd.*), a limited liability company incorporated in Taiwan, the shares of which are listed on the Taiwan Stock Exchange Corporation and the ultimate controlling Shareholder of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the issue mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution approving this issue mandate
“Latest Practicable Date”	15 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

\* for identification purposes only

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“Memorandum and Articles of Association”	the amended and restated memorandum and articles of association of the Company
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing of the resolution approving this repurchase mandate
“Scheme Mandate”	the scheme mandate proposed to be granted to the Directors to allot and issue Shares not exceeding 2% of the issued share capital of the Company as at the date of passing of the resolution approving this scheme mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of US\$0.04 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted on 12 January 2005, as amended from time to time in accordance with the terms contained therein and in compliance with the Listing Rules
“Share Scheme”	the share scheme of the Company adopted on 12 January 2005 and amended by a Shareholders’ resolution and a Board resolution passed on 4 August 2006 and 29 October 2009 respectively. The share scheme will be valid and effective for a period of 10 years until (inclusive of) 2 February 2015
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases as amended from time to time



**Foxconn International Holdings Limited**

**富士康國際控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2038)

*Executive Directors:*

TONG Wen-hsin (*Chairman*)

CHIH Yu Yang (*Chief Executive Officer*)

LEE Jer Sheng

*Non-executive Director:*

LEE Jin Ming

*Independent Non-executive Directors:*

LAU Siu Ki

Daniel Joseph MEHAN

CHEN Fung Ming

*Registered Office:*

Floor 4, Willow House

Cricket Square, P O Box 2804

Grand Cayman KY1-1112

Cayman Islands

*Principal Place of Business*

*in Hong Kong:*

8/F., Peninsula Tower

538 Castle Peak Road

Cheung Sha Wan

Kowloon

Hong Kong

18 April 2013

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES  
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,  
MANDATE TO ISSUE NEW SHARES UNDER THE SHARE SCHEME,  
RE-ELECTION OF DIRECTORS,  
PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**RESPONSIBILITY STATEMENT**

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

\* for identification purposes only

## **LETTER FROM THE BOARD**

### **INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding, among other things, the Issue Mandate, the Repurchase Mandate, the Scheme Mandate and the re-election of the relevant Directors and the proposed change of name of the Company.

By resolutions approved by the Shareholders entitled to vote at the annual general meeting of the Company, which were passed on 31 May 2012, general mandates were given to the Directors to allot, issue and deal with the Shares and to exercise the powers of the Company to repurchase 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. Ordinary resolutions will therefore be proposed at the Annual General Meeting to renew the general mandates to allot, issue and deal with Shares and to repurchase Shares.

Pursuant to the terms of the Share Scheme, any mandates given to the Directors to allot and issue Shares under the Share Scheme will only remain in effect until the conclusion of the forthcoming Annual General Meeting. An ordinary resolution will be proposed at the Annual General Meeting to grant to the Directors a new mandate to allot and issue Shares pursuant to the Share Scheme.

### **ISSUE MANDATE**

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve and grant the Issue Mandate. The Shares which may be allotted and issued pursuant to the Issue Mandate are up to 20% of the issued share capital of the Company on the date of passing of the resolution approving the Issue Mandate. In addition, an ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in resolution numbers (6) and (7) in the notice of the Annual General Meeting set out on pages 17 and 18 of this circular. The Issue 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 by any applicable law to be held; and (c) the date on which the authority given under the ordinary resolution approving the Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

## **LETTER FROM THE BOARD**

### **REPURCHASE MANDATE**

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, approve and grant the Repurchase Mandate. The Shares which may be repurchased pursuant to the Repurchase Mandate are up to 10% of the issued share capital of the Company on the date of passing of the resolution approving the Repurchase Mandate.

The Repurchase 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 by any applicable law to be held; and (c) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

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

### **SCHEME MANDATE**

The Share Scheme was conditionally approved by a resolution of the Shareholders on 1 December 2004 and adopted by the Board on 12 January 2005. The Share Scheme was subsequently amended by a resolution of the Shareholders passed on 4 August 2006 and a resolution of the Board passed on 29 October 2009. The Share Scheme is not subject to the provisions of Chapter 17 of the Listing Rules. The trustee for the Share Scheme (who is a professional institution) may, on behalf of the beneficiaries under the Share Scheme, either subscribe for new Shares at nominal value (the “Subscription”) or purchase Shares from the market (the “Purchase”) in accordance with the terms of the Share Scheme. In accordance with the Share Scheme, the maximum number of Shares which may be granted by the Company under the Share Scheme during the period between one annual general meeting of the Company and the subsequent annual general meeting of the Company must not exceed 2% of the Company’s issued share capital as at the date of the earlier annual general meeting. At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, to approve the Scheme Mandate.

The purpose of the Share Scheme is to attract skilled and experienced personnel, to incentivize them to remain with the Group and to give effect to the Group’s customer-focused corporate culture, and to motivate them to strive for the future development and expansion of the Group by providing them with opportunities to acquire equity interests in the Company.

The Board may propose or determine which employees, directors or other members of senior management of the Group or any third party service providers including any employee of Hon Hai or any of its subsidiaries (other than the Company and its subsidiaries) shall be entitled to receive grants of Shares under the Share Scheme.

## LETTER FROM THE BOARD

The Scheme Mandate will only remain in effect until 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 any applicable law or the Articles to be held; and (c) the date on which the Scheme Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

In accordance with the terms of the Share Scheme, any proposed beneficiary to whom any Share is proposed to be granted through Subscription under the Share Scheme, including such beneficiaries being management members and employees of the Group (but excluding, for the avoidance of doubt, the Directors or any directors of the Company's subsidiaries who will not be entitled under the Share Scheme to receive grants of Shares through Subscription under the Share Scheme) and his/her associates (as the term is defined in the Listing Rules), shall abstain from voting on the relevant resolution granting the Scheme Mandate at the Annual General Meeting. As at the Latest Practicable Date, no such beneficiary has been proposed.

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,448,018,334 Shares of US\$0.04 each. Subject to passing of the ordinary resolution approving the Scheme Mandate and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting and that no Shares will be purchased from the market pursuant to the Share Scheme, exercise in full of the Scheme Mandate will result in up to 2% of the issued share capital of the Company as at the Latest Practicable Date or 148,960,366 Shares being allotted and issued and the interest of each existing Shareholder will be reduced by approximately 1.96% based on the enlarged issued share capital of 7,596,978,700 Shares (assuming the number of Shares held by the existing Shareholders remains unchanged). On the basis of the closing price of HK\$2.68 per Share as at the Latest Practicable Date and the Scheme Mandate being exercised in full, the aggregate market value of the 148,960,366 Shares to be allotted and issued pursuant thereto would be approximately HK\$399,213,781. The Company expects that the costs attributable to the grant of any Shares under the Share Scheme will be accounted for by reference to the market value of such Shares at the time of grant. The Company will give due consideration to any financial impact arising from the grant of Shares under the Share Scheme before exercising the Scheme Mandate. Since the date of the last annual general meeting to the Latest Practicable Date, 135,564,990 Shares were allotted and issued to the employees of the Group under the Share Scheme.

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may be allotted and issued by the Company pursuant to any Subscription under the Share Scheme, representing up to 2% of the issued share capital of the Company as at the date of passing of the resolution approving the Scheme Mandate, subject to the condition that the maximum number of Shares which may be subscribed for or purchased pursuant to the Subscription or the Purchase under the Share Scheme during the period between the Annual General Meeting and the next annual general meeting of the Company must not exceed 2% of the Company's issued share capital as at the date of the Annual General Meeting.



## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

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 will retire from office by rotation at the Annual General Meeting and, being eligible, will offer himself for re-election at such meeting, whereas Mr. LEE Jin Ming, although being eligible, will not offer himself for re-election at such meeting due to his other business commitments with the Hon Hai group. Mr. Lee has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders. Pursuant to article 95 of the Articles, Mr. TONG Wen-hsin was appointed as an executive Director with effect from 26 July 2012 and, being eligible, will offer himself for re-election at the Annual General Meeting.

Details of the Directors who are prepared to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Foxconn International Holdings Limited” to “FIH Mobile Limited” and to adopt “富智康集團有限公司” as the formal Chinese name of the Company (such proposed change of the English name and such proposed adoption of the formal Chinese name are collectively referred to hereinafter as the “Proposed Changes”).

#### 1. Reason for the Proposed Changes

The Foxconn Technology Group (富士康科技集團), being a well-known business name or brand in the computer, communication and consumer electronics industries, refers to collectively Hon Hai, its subsidiaries and affiliates which in turn comprise different groups of companies within the Foxconn Technology Group. The Group constitutes only one group of companies within the Foxconn Technology Group. There have been confusions and enquiries from time to time made by certain governmental and/or regulatory authorities as well as the media and financial analysts worldwide when they have mixed the Company up with the Foxconn Technology Group, or the other member(s) of the Foxconn Technology Group, with reference to “Foxconn” or “富士康”. Accordingly, the Board considers that the Proposed Changes would provide the Company with a more distinctive and clearer identification which could serve to minimize the above-mentioned confusions, enquiries and mix-ups in the future. The Board therefore believes that the Proposed Changes are in the interests of the Company and the Shareholders as a whole.

## **LETTER FROM THE BOARD**

### **2. Conditions for the Proposed Changes**

The Proposed Changes are subject to the satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders at the Annual General Meeting approving the Proposed Changes; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for use by the Company of the proposed English name of “FIH Mobile Limited” and the proposed formal Chinese name of “富智康集團有限公司” and then issuing a certificate of incorporation on change of name in respect thereof (the “Certificate”).

The Proposed Changes will take effect from the date on which the Certificate is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will attend to and complete any and all necessary registration and/or filing procedures with the Companies Registry in Hong Kong in connection therewith.

### **3. Effects of the Proposed Changes**

The Proposed Changes, upon becoming effective, will not, by themselves, affect any of the rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing English name (together with the informal Chinese name of the Company “富士康國際控股有限公司” for identification purposes only) will, after the Proposed Changes having become effective, continue to be admissible in evidence as proof of title to the respective shares in the Company represented by such share certificates and will remain valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new English name and formal Chinese name of the Company.

Moreover, the Proposed Changes, upon becoming effective, will not affect any rights or obligations of the Company.

Upon the Proposed Changes becoming effective, new share certificates of the Company will bear the Company’s new English name and formal Chinese name, and the Chinese stock short name of the Company will also be changed from “富士康國際” to “富智康”. For the avoidance of doubt, after the Proposed Changes have become effective, the English stock short name of the Company would remain unchanged as “FIH”, and the stock code of the Company would remain unchanged as “2038”.

## **ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting is set out on pages 16 to 20 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other things, the granting of the Issue Mandate, the Repurchase Mandate and the Scheme Mandate as well as the re-election of the relevant Directors, and a special resolution will be proposed to approve the proposed change of name of the Company.

## LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not the Shareholders are able to attend the Annual General Meeting, 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, Wan Chai, 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 return of the form of proxy will not preclude the Shareholders from attending and voting at the Annual General Meeting in person if they so wish.

### RECOMMENDATIONS

The Board considers that (a) the granting of the Issue Mandate and the Repurchase Mandate; (b) the granting of the Scheme Mandate; (c) the re-election of the relevant Directors; and (d) the proposed change of name of the Company to be proposed at the Annual General Meeting 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 Annual General Meeting.

Yours faithfully  
For and on behalf of the Board  
**TONG Wen-hsin**  
*Chairman*

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Repurchase Mandate.

**LISTING RULES**

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

**SHAREHOLDERS' APPROVAL**

The Listing Rules provide that all on-market share repurchases 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 repurchases.

**SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,448,018,334 Shares of US\$0.04 each. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares will be issued, purchased or repurchased prior to the Annual General Meeting, exercise in full of the Repurchase Mandate can result in up to 744,801,833 Shares being repurchased by the Company during the period from 30 May 2013, 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 to be held by applicable laws or the Articles; and (iii) the date upon which the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

**REASONS FOR REPURCHASE**

The Directors believe that it is in the interests of the Company and its Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. This will effectively alleviate the extra burden of the Share Scheme and the Share Option Scheme on the Company's financial results.

**FUNDING OF REPURCHASE**

Repurchase 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 Memorandum and Articles of Association.

Any repurchase 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 repurchase or, if authorised by the Memorandum and Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the repurchase, 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 Memorandum and Articles of Association and subject to the Companies Law, out of capital.

The Directors consider that the exercise in full of the Repurchase Mandate to repurchase 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 2012. However, no repurchase 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 repurchases are in the best interests of the Company notwithstanding such material adverse impact.

### SHARE PRICES

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

Month	Share Prices (per Share)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
April	5.70	3.65
May	3.84	3.05
June	3.46	2.80
July	2.84	2.22
August	3.03	2.29
September	2.84	2.38
October	3.35	2.52
November	4.20	2.69
December	4.03	3.62
2013		
January	3.94	3.03
February	3.41	3.02
March	3.38	2.73
April (up to the Latest Practicable Date)	2.98	2.65

### THE TAKEOVERS CODE

If as a result of a repurchase 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.

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 68.22% of the total issued share capital of the Company as at such date. In the event that the Company exercises the Repurchase Mandate in full, assuming that the number of the issued Shares of the Company remains at 7,448,018,334 Shares and 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 75.80%. The Directors are not aware of any consequence that would give rise to an obligation on the part of Hon Hai to make a mandatory offer under rule 26 of the Takeovers Code. However, the public float requirement under rule 8.08 of the Listing Rules may be breached. The Directors have no present intention to repurchase Shares to an extent which will result in the number of Shares held by the public being reduced to less than 25%.

#### **DIRECTORS AND THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their 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 Repurchase Mandate is approved by the Shareholders.

No connected person (as the term is defined in the Listing Rules) has notified the Company that he 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 Repurchase Mandate is approved by the Shareholders.

#### **UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange, so far as the same may be applicable, to exercise the power of the Company conferred to it under the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands.

#### **REPURCHASE MADE BY THE COMPANY**

No Share has been repurchased by the Company in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

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

1. **TONG Wen-hsin**, aged 47, is now the Chairman and an executive Director of the Company. He has over 21 years of experience in the investment banking, finance and information technology fields as well as general management experience. He joined the Company as director of investments and investor relations in July 2004 and has been a member of the Company's senior management team since then. During the period from May to December 2012, he was the head overseeing and supervising the respective functions and responsibilities of different departments of the Company, including its investment management, investor relations, accounting/tax, finance, legal and compliance, company secretarial and internal audit services departments. Mr. Tong was appointed as an executive Director and the Chairman of the Company effective 26 July 2012 and 1 January 2013 respectively. He is also a director of certain subsidiaries of the Company, namely Chi Mei Communication Systems, Inc., Evenwell Holdings Limited, FIH Co., Ltd., FIH RadioShack (Asia) Retail Holdings Limited, First Honest Enterprises Limited, Foxconn (Nanjing) Communications Co., Ltd., Fu Hong Enterprises Limited, Success World Holdings Limited and Wide-Ranging Investments Limited respectively. Further, he is the statutory auditor of a subsidiary of the Company, namely FIH Technology Korea Ltd. Mr. Tong also serves as a director of Ways Technical Corp., Ltd. which is a limited company incorporated in Taiwan and whose shares are traded on the Taiwan OTC Exchange. Before joining the Company, Mr. Tong worked at ABN AMRO Rothschild, where he was a director of the equity capital markets department, responsible for the underwriting of various equity and equity-linked issues of Asian corporate clients. Prior to that, he worked in the equity capital markets department of Jardine Fleming and Robert Fleming in Hong Kong and London, as well as in the marketing and sales departments of International Business Machines Corporation in Taiwan. Mr. Tong holds a MBA degree from London Business School, United Kingdom, which he obtained in 1995.

Save as disclosed in this Appendix, he did not hold any directorship in listed public companies in the past three years up to the Latest Practicable Date.

Pursuant to the letter of appointment entered into between Mr. Tong and the Company, Mr. Tong's appointment is for a term of three years ending on 25 July 2015, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Save as disclosed in this Appendix, Mr. Tong does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Tong was interested in 1,403,305 Shares (including 1,346,063 Shares which are issuable upon exercise of share options granted under the Share Option Scheme) and 48,059 shares 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, Mr. Tong did not have any interest in the Shares within the meaning of Part XV of the SFO.



Mr. Tong is entitled to annual emoluments consisting of basic salary of HK\$1,440,000 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 2012, Mr. Tong was appointed as an executive Director with effect from 26 July 2012, and the total amount of Mr. Tong's emoluments in his capacity as an executive Director was approximately US\$113,000.

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

2. **CHIH Yu Yang**, aged 54, joined the Company as an executive Director in August 2009. He was appointed as the chief executive officer of the Company and the chairman of the corporate governance committee of the Company effective 26 July 2012. Mr. Chih is the chairman and chief executive officer of Chi Mei Communication Systems, Inc. ("CMCS") in Taiwan, a subsidiary of the Company which is the primary mobile handset design services arm of the Group. Mr. Chih joined the Group in 2005 when the Group acquired CMCS. Prior to that, Mr. Chih was the founder of CMCS since its establishment in 2001. He is also a director of certain other subsidiaries of the Company, namely Evenwell Digitech Inc., Execustar International Limited, FIH Technology Korea Ltd., Greater Success Investments Limited and Transworld Holdings Limited respectively. He has 33 years of extensive experience in the communication industries. From 1997 to 2001, Mr. Chih was the vice president and general manager of Communication B.U. in BenQ (formerly Acer Communication and Multimedia, Inc.) 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, he did not hold any directorship in listed public companies in the past three years up to the Latest Practicable Date.

Pursuant to the letter of appointment entered into between Mr. Chih and the Company, Mr. Chih's appointment is for a term of three years ending on 27 August 2015, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Save as disclosed in this Appendix, Mr. Chih does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Chih was interested in 3,786,396 Shares, 318,198 shares in Hon Hai (an associated corporation of the Company within the meaning of Part XV of the SFO) and 1,000 shares in CMCS (an associated corporation of the



Company within the meaning of Part XV of the SFO). Save as disclosed above, as at the Latest Practicable Date, Mr. Chih did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chih is entitled to annual emoluments consisting of basic salary of NT\$3,600,000 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 2012, the total amount of Mr. Chih's emoluments in his capacity as an executive Director was approximately US\$397,000.

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



**Foxconn International Holdings Limited**

**富士康國際控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 2038)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of Foxconn International Holdings Limited (the “**Company**”) will be held at Function Room 1, 3/F., The Mira Hong Kong, 118 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 30 May 2013 at 10:00 a.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2012 together with the reports of the directors and the independent auditors thereon.
- (2) To re-elect Mr. TONG Wen-hsin as director and authorise the board of directors of the Company to fix his remuneration.
- (3) To re-elect Mr. CHIH Yu Yang as director and authorise the board of directors of the Company to fix his remuneration.
- (4) To re-appoint auditors and authorise the board of directors of the Company to fix their remuneration.

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

**ORDINARY RESOLUTIONS**

- (5) “**THAT:**
  - (a) subject to resolution number (5)(b) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to purchase shares of the Company (the “**Shares**”) subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of Shares which may be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in resolution number (5)(a) above shall not exceed 10 percent of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution, and the said approval shall be limited accordingly; and

\* for identification purposes only

## NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; and
- (ii) the revocation or variation of the authority given to the Directors under this resolution by the 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 or any applicable laws of the Cayman Islands to be held.”

(6) “**THAT:**

- (a) subject to resolution number (6)(c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements, options (including bonds, warrants 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, subject to and in accordance with all applicable laws and requirements of the Listing Rules, be and is hereby generally and unconditionally approved;
- (b) the approval in resolution number (6)(a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants 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 nominal amount of additional Shares allotted, issued, dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with, by the Directors pursuant to the approval in resolution numbers (6)(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, shall not exceed 20 percent of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and

## NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution:
  - (i) “**Relevant Period**” shall have the same meaning as assigned to it under resolution number (5)(c) set out in the notice convening this meeting; and
  - (ii) “**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).”
- (7) “**THAT** subject to the passing of the resolution numbers (5) and (6) above, the general mandate granted to the Directors to allot, issue and deal with any additional Shares pursuant to resolution number (6) above be and is hereby extended by the addition thereto of the total nominal amount of Shares which may be purchased by the Company under the authority granted pursuant to resolution number (5) above, provided that such amount of Shares so purchased shall not exceed 10 percent of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”
- (8) “**THAT:**
  - (a) subject to resolution number (8)(b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional Shares to be issued under the share scheme adopted by the Company on 12 January 2005 (as amended from time to time) be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of additional Shares allotted, issued or dealt with by the Directors pursuant to the approval in resolution number (8)(a) above shall not exceed 2 percent of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and
  - (c) for the purposes of this resolution, “**Relevant Period**” shall have the same meaning as assigned to it under resolution number (5)(c) set out in the notice convening this meeting.”

## NOTICE OF ANNUAL GENERAL MEETING

### SPECIAL RESOLUTION

(9) “**THAT:**

- (a) subject to and conditional upon the Registrar of Companies in the Cayman Islands granting approval for use by the Company of the English name of “FIH Mobile Limited” and the formal Chinese name of “富智康集團有限公司” and then issuing a certificate of incorporation on change of name in respect thereof, the English name of the Company be changed from “Foxconn International Holdings Limited” to “FIH Mobile Limited” and “富智康集團有限公司” be adopted as the formal Chinese name of the Company (such proposed change of the English name and such proposed adoption of the formal Chinese name are collectively referred to hereinafter as the “Proposed Changes”); and
- (b) any one of the directors of the Company be and is hereby authorised for and on behalf of the Company to do any and all such acts and things and execute and deliver any and all documents and make any and all arrangements as he may in his absolute discretion consider necessary or expedient in connection with or for the purposes of any of the Proposed Changes, including without limitation to attend to and complete any and all necessary registrations and/or filings in connection with or for the purposes of any of the Proposed Changes.”

By Order of the Board  
**TONG Wen-hsin**  
*Chairman*

Hong Kong, 18 April 2013

*Registered Office:*

Floor 4, Willow House  
Cricket Square, P O Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*  
8/F., Peninsula Tower  
538 Castle Peak Road  
Cheung Sha Wan  
Kowloon  
Hong Kong

*Notes:*

- (a) The register of members of the Company will be closed from Tuesday, 28 May 2013 to Thursday, 30 May 2013, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the Annual General Meeting, 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 Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Monday, 27 May 2013.
- (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 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.

## NOTICE OF ANNUAL GENERAL MEETING

- (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, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjourned meeting.
- (d) With reference to resolution numbers (2) and (3) above, Messrs. TONG Wen-hsin and CHIH Yu Yang, being eligible, will offer themselves for re-election as Directors at the Annual General Meeting. Details of the above Directors are set out in Appendix II to the circular dated 18 April 2013.