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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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary 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, 13 September 2012 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (i) the terms of the fourth supplemental agreement to the framework sub-contracting agreement (the “Supplemental Agreement”) (a copy of which is tabled at the meeting and marked “A” for identification purposes) dated 26 July 2012 entered into between the Company and Hon Hai Precision Industry Co. Ltd.* (“Hon Hai”) and the Company’s execution and delivery of the Supplemental Agreement be and are hereby approved in all respects;
- (ii) the transactions contemplated under the framework sub-contracting agreement entered into between the Company and Hon Hai on 18 January 2005 as amended by the respective supplemental agreements dated 12 January 2006, 24 October 2007 and 19 November 2010 and further amended by the Supplemental Agreement (the “Sub-contracting Income Transaction”) and the Company’s entering into and implementation of the Sub-contracting Income Transaction be and are hereby approved in all respects;
- (iii) the annual caps as set out in the circular of the Company dated 15 August 2012 in respect of the Sub-contracting Income Transaction for each of the two years ending 31 December 2013 be and are hereby approved in all respects; and
- (iv) any one director of the Company, or any two directors of the Company if affixation of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and deliver (and affix the Company’s common seal to, if necessary) all such other documents, instruments or agreements and to do all such

* *for identification purposes only*

other acts or things which he/they may in his/their absolute discretion consider necessary or desirable in connection with or incidental to any of the matters contemplated under the Supplemental Agreement and/or the Sub-contracting Income Transaction and/or the said annual caps.”

The consolidation of the above four items into one ordinary resolution set out above is effected because all such four items are interdependent and linked with each other forming one significant proposal. By way of consolidation, the passing of the ordinary resolution set out above at the said extraordinary general meeting shall in effect constitute the approval by the Company’s shareholders (other than Hon Hai and its associates as referred to in Note (d) below) of all of the said four items and not only some of them.

By Order of the Board
Chin Wai Leung, Samuel
Chairman

Hong Kong, 15 August 2012

Registered Office:
Scotia Centre, 4th Floor
P.O. Box 2804, George Town
Grand Cayman
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, 11 September 2012 to Thursday, 13 September 2012, both days inclusive, during which period no transfer of shares of the Company (“Shares”) can be registered. In order to be entitled to attend and vote at the extraordinary 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, 10 September 2012.
- (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 to 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.
- (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 extraordinary general meeting or any adjourned meeting.
- (d) In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), Hon Hai, the ultimate controlling shareholder of the Company, and its associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolution.
- (e) The ordinary resolution set out above will be determined by way of poll.

As at the date of this announcement, the executive directors of the Company are Messrs. Chin Wai Leung, Samuel and Chih Yu Yang and Tong Wen-hsin and Dr. Lee Jer Sheng, the non-executive director of the Company is Mr. Lee Jin Ming and the independent non-executive directors of the Company are Messrs. Lau Siu Ki and Chen Fung Ming and Dr. Daniel Joseph Mehan.