



# 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)

### FORM OF PROXY

**FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING OF FOXCONN INTERNATIONAL HOLDINGS LIMITED TO 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. AND AT ANY ADJOURNMENT THEREOF.**

I/We<sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares of US\$0.04 each in the share capital of Foxconn International Holdings Limited (the "Company"), hereby appoint the chairman of the extraordinary general meeting (the "Chairman") or \_\_\_\_\_<sup>(name)</sup> of \_\_\_\_\_<sup>(address)</sup>

as my/our proxy<sup>(Note 3)</sup> to attend and vote for me/us on my/our behalf at the extraordinary general meeting (the "EGM") 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, 13 September 2012 at 10:00 a.m. and at any adjournment thereof, and to exercise all rights conferred on my/our proxy under law, regulation and the articles of association of the Company in respect of the resolution set out in the notice of the EGM as indicated below, and if no such indication is given, as my/our proxy thinks fit.

Please mark "✓" in the appropriate box to indicate how you wish your proxy to vote<sup>(Note 4)</sup>:

| Ordinary Resolution <sup>(Note 11)</sup>   | For | Against |
|--|-----|---------|
| To approve the Sub-contracting Income Transaction, the Supplemental Agreement and the Proposed Annual Caps (each term as defined in the circular of the Company dated 15 August 2012). |     |         |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012

Signature<sup>(Note 5)</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "the chairman of the extraordinary general meeting (the "Chairman") or" and insert the full name and address of the proxy desired in the space provided. A member entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PUT A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PUT A "✓" IN THE BOX MARKED "AGAINST".** Failure to complete either box in respect of the resolution will entitle your proxy to cast your vote or abstain at his/her discretion in respect of the resolution. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the EGM other than that referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorised in writing.
- In the case of joint registered holders of any share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited at 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 the EGM or adjourned meeting (as the case may be).
- The proxy need not be a member of the Company but must attend the EGM in person to represent you.
- Completion and return of this form of proxy will not preclude you from attending in person and voting at the EGM if you so wish. In such event, this form of proxy will be deemed to have been revoked.
- The Company reserves the right (at its absolute discretion) to treat any incorrectly-completed proxy form in the same manner as being valid when such incorrectness is not material in the Company's opinion.
- The ordinary resolution herein is in summary form. The full text of the ordinary resolution is set out in the notice of the EGM.

\* for identification purposes only