

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of Foxconn International Holdings Limited (the “**Company**”) will be held at Camomile Room, Lower Level 2, Kowloon Shangri-La Hotel, 64 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong on Thursday, 31 May 2012 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 2011 together with the reports of the directors and the independent auditor thereon.
- (2) To re-elect Mr. Chin Wai Leung, Samuel as director and authorise the board of directors of the Company to fix his remuneration.
- (3) To re-elect Mr. Cheng Tien Chong 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
- (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

(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.”

### SPECIAL RESOLUTIONS

- (9) “**THAT** the articles of association of the Company be and is hereby amended in the following manner:

- (a) Article 2 (Definition of “electronic”)

By adding the following words after the words “or substituted therefor” at the end of such definition – “, provided that Section 8 of the Electronic Transactions Law (2003 Revision), as amended from time to time, of the Cayman Islands shall not apply to these Articles to the extent that it may impose obligations or requirements in addition to those set out in these Articles”.

After the passing of this resolution approving the above amendment, the amended definition of “electronic” contained in Article 2 shall read as follows:

““electronic” shall have the meaning given to it in the Electronic Transactions Law 2000 of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor, provided that Section 8 of the Electronic Transactions Law (2003 Revision), as amended from time to time, of the Cayman Islands shall not apply to these Articles to the extent that it may impose obligations or requirements in addition to those set out in these Articles.”

- (b) Article 69(a)

By amending “not less than 21 days’ notice in writing” and “not less than 14 days’ notice in writing” as “a notice in writing of not less than 21 clear days or such longer minimum notice period as required by the Listing Rules” and “a notice in writing of not less than 14 clear days or such longer minimum notice period as required by the Listing Rules”, respectively.

After the passing of this resolution approving the above amendments, the amended Article 69(a) shall read as follows:

“An annual general meeting and any extraordinary general meeting called for the passing of a special resolution shall be called by a notice in writing of not less than 21 clear days or such longer minimum notice period as required by the Listing Rules and any other extraordinary general meeting shall be called by a notice in writing of not less than 14 clear days or such longer minimum notice period as required by the Listing Rules. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day on which it is given, and shall specify the time, place, and agenda of the meeting, particulars

of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 71) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

(c) Article 69(b)

By adding the words “, to the extent permitted by the Listing Rules” between the words “..... that referred to in paragraph (a) hereof” and “it shall be deemed to have been duly called .....”.

After the passing of this resolution approving the above amendment, the amended Article 69(b) shall read as follows:

“Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in paragraph (a) hereof, to the extent permitted by the Listing Rules, it shall be deemed to have been duly called if it is so agreed:

- (i) in the case of a meeting called as an annual general meeting, by all the members of the Company entitled to attend and vote thereat or their proxies; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.”

(d) Article 76

By:

- (i) replacing the words “on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded or otherwise required under the Listing Rules” with the words “by way of poll except where the Chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. For the purposes of this Article, procedural and administrative matters are those that (a) are not on the agenda of the meeting or in any supplementary circular that may be issued by the Company to its members; and (b) relate to the Chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views”;

- (ii) adding the words “Where a resolution can be so voted on by a show of hands, prior to or upon the declaration of the result of the show of hands,” before the words “A poll may be demanded by”;
- (iii) deleting paragraph (a) in its entirety and renumbering paragraphs (b), (c) and (d) as paragraphs (a), (b) and (c) respectively; and
- (iv) replacing the words “Unless a poll is so required or demanded and, in the latter case, not withdrawn” with the words “Where a resolution is voted on by a show of hands”.

After the passing of this resolution approving the above amendments, the amended Article 76 shall read as follows:

“At any general meeting a resolution put to the vote of the meeting shall be decided by way of poll except where the Chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. For the purposes of this Article, procedural and administrative matters are those that (a) are not on the agenda of the meeting or in any supplementary circular that may be issued by the Company to its members; and (b) relate to the Chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.

Where a resolution can be so voted on by a show of hands, prior to or upon the declaration of the result of the show of hands, a poll may be demanded by:

- (a) at least five members present in person or by proxy and entitled to vote; or
- (b) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (c) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Where a resolution is voted on by a show of hands, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company’s book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.”

(e) Article 77

By:

- (i) replacing the whole paragraph (a) of Article 77 with the words “A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is earlier. The result of the poll shall be deemed to be the resolution passed at the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”.

The existing Article 77(a) is set out as follows:

“If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 78) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is earlier.”

- (ii) deleting paragraph (b) of Article 77 in its entirety which provides that “The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.”.

After the passing of this resolution approving the above amendments, the amended Article 77 shall read as follows:

“A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs. The result of the poll shall be deemed to be the resolution passed at the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”

(f) Article 78

By deleting Article 78 in its entirety and replacing the same with the words “Reserved following intentional deletion”.

The existing Article 78 is set out as follows:

“Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”



(g) Article 79

By replacing the words “whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is required or demanded,” with the words “the Chairman of the meeting”.

After the passing of this resolution approving the above amendment, the amended Article 79 shall read as follows:

“In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.”

(h) Article 103(c)

By deleting Article 103(c)(iii) in its entirety and renumbering the existing Article 103(c)(iv) and (v) as Article 103(c)(iii) and (iv) respectively.

After the passing of this resolution approving the above amendments, the amended Article 103(c) shall read as follows:

“(c) A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or any other proposal whatsoever in which he or any of his Associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

(i) the giving of any security or indemnity either:

(aa) to the Director or any of his Associates in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;

(bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his Associates has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his Associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;



- (iii) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
  - (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his Associates may benefit;
  - (bb) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his Associates as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (iv) any contract or arrangement in which the Director or any of his Associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

(i) Article 129

By adding the words “Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purpose of considering any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules) or a Director has a conflict of interest that the Board has determined to be material” at the end of Article 129.

After the passing of this resolution approving the above amendment, the amended Article 129 shall read as follows:

“A resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 96(c)) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purpose of considering any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules) or a Director has a conflict of interest that the Board has determined to be material.”

(j) Article 161A

By adding the following new Article 161A after Article 161:

“161A Removal of Auditors prior to expiration of term of office

The Company shall not remove the Auditors before the end of the Auditors' term of office without first obtaining members' approval at a general meeting. The Company shall send a circular proposing the removal of the Auditors to the members with any written representations from the Auditors, not less than 10 business days before the general meeting. The Company shall allow the Auditors to attend the general meeting and make written and/or verbal representations to the members at the general meeting.”

The consolidation into one special resolution number (9) to approve the proposed amendments to a number of articles contained in the existing articles of association of the Company is effected because all such proposed amendments serve to bring the existing articles of association of the Company in line with the recent amendments to the Listing Rules and also serve housekeeping purposes and are not therefore controversial as a whole. By way of consolidation, the passing of the special resolution number (9) at the said Annual General Meeting shall in effect constitute the approval by the Company's shareholders of all of such proposed amendments and not only some of them.

- (10) “**THAT** subject to the passing of the resolution number (9) above, the amended and restated memorandum and articles of association of the Company consolidating all of the proposed amendments set out in the resolution number (9) above and all previous amendments made pursuant to the resolutions passed by the members of the Company at general meetings and in the form produced to the meeting (a copy of which has been tabled at the meeting and marked “A” for the purpose of identification) be and are hereby approved and adopted as the new amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of all the existing memorandum and articles of association of the Company with immediate effect.”

By Order of the Board  
**Chin Wai Leung, Samuel**  
*Chairman*

Hong Kong, 13 April 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, 29 May 2012 to Thursday, 31 May 2012, both days inclusive, during which period no transfer of Shares of the Company can 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 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 not later than 4:30 p.m. on Monday, 28 May 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, in the event of a poll, 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 Annual General Meeting or any adjourned meeting.
- (d) With reference to resolution numbers (2) and (3) above, Messrs. Chin Wai Leung, Samuel and Cheng Tien Chong, 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 13 April 2012.

*As at the date of this notice, the executive directors of the Company are Messrs. Chin Wai Leung, Samuel and Cheng Tien Chong and Chih Yu Yang and Dr. Lee Jer Sheng, the non-executive directors of the Company are Messrs. Chang Ban Ja, Jimmy and 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.*

\* *for identification purposes only*