
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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,
AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION,
ADOPTION OF THE NEW AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of the Company to 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. is contained on pages 15 to 25 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 it 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.

Hong Kong, 13 April 2012

* *for identification purposes only*

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Introduction	3
Issue mandate	4
Repurchase mandate	4
Scheme mandate	5
Re-election of directors	6
Amendments to the existing articles of association and adoption of the new amended and restated memorandum and articles of association	7
Annual general meeting	8
Recommendations	8
Appendix I – Explanatory Statement of the Repurchase Mandate	9
Appendix II – Details of Directors subject to Re-election	12
Notice of Annual General Meeting	15

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 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. or, where the context so admits, any adjournment thereof
“Articles”	the existing articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law (2011 Revision) 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”	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”	3 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“Memorandum and Articles of Association”	the existing 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’s 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

LETTER FROM THE BOARD

FIH[®]

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:

CHIN Wai Leung, Samuel (*Chairman*)
CHENG Tien Chong (*Chief Executive Officer*)
CHIH Yu Yang
LEE Jer Sheng

Non-executive Directors:

CHANG Ban Ja, Jimmy
LEE Jin Ming

Independent Non-executive Directors:

LAU Siu Ki
Daniel Joseph MEHAN
CHEN Fung Ming

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

13 April 2012

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,
AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION,
ADOPTION OF THE NEW AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding, inter alia, the Issue Mandate, the Repurchase Mandate, the Scheme Mandate and the re-election of the retiring Directors, the amendments to the Articles and the adoption of the new amended and restated Memorandum and Articles of Association.

* *for identification purposes only*

LETTER FROM THE BOARD

By resolutions approved by the Shareholders entitled to vote at the annual general meeting of the Company, which were passed on 18 May 2011, 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 16 and 17 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.

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.

LETTER FROM THE BOARD

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 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.

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.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,310,460,538 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 146,209,210 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 7,456,669,748 Shares (assuming the number of Shares held by the existing Shareholders remains unchanged). On the basis of the closing price of HK\$5.59 per Share as at the Latest Practicable Date and the Scheme Mandate being exercised in full, the aggregate market value of the 146,209,210 Shares to be allotted and issued pursuant thereto would be approximately HK\$817,309,483. 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, 83,359,374 Shares were allotted and issued to the employees of the Group and 6,151,289 Shares were purchased from the market by the trustee for 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.

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, Messrs. Chin Wai Leung, Samuel and Chang Ban Ja, Jimmy will retire from office by rotation at the Annual General Meeting and Mr. Chin, being eligible, will offer himself for re-election at such meeting whereas Mr. Chang, although being eligible, will not offer himself for re-election at such meeting due to his other business commitment in Hon Hai group. Mr. Chang 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. Cheng Tien Chong was appointed as an executive Director with effect from 1 January 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.

LETTER FROM THE BOARD

AMENDMENTS TO THE EXISTING ARTICLES OF ASSOCIATION AND ADOPTION OF THE NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board has proposed to seek the approval of the Shareholders by way of special resolutions for the amendments to the Articles and the adoption of the new amended and restated Memorandum and Articles of Association (in place of the existing Memorandum and Articles of Association in their entirety) by consolidating the previous amendments made to the Articles pursuant to the resolutions passed by the Shareholders at general meetings and the proposed amendments to the Articles set out in the notice of the Annual General Meeting attached to this circular, so as to bring the constitution of the Company in line with the recent amendments made to the Listing Rules and also serve housekeeping purposes.

The principal effect of the proposed amendments to the Articles is summarized as follows:

- (i) all resolutions at general meetings of the Company shall be decided by poll except for a resolution which relates purely to a procedural or administrative matter as the chairman of the meeting may in good faith allow such resolution to be voted on by a show of hands;
- (ii) subject to certain exceptions, a Director shall not vote on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his/her associates (as the term is defined in the Listing Rules) in aggregate has a material interest nor shall he be counted in the quorum present at the meeting, with the removal of the exception that a Director may vote on such Board resolution provided that he or any of his/her associates is/are not in aggregate beneficially interested in 5% or more in the party with which the Company proposes to enter into a contract or arrangement or other proposal;
- (iii) a physical board meeting shall be held rather than by way of a written resolution to deal with matter in which a substantial shareholder (as the term is defined in the Listing Rules) or a Director has a conflict of interest that the Board has determined to be material;
- (iv) an annual general meeting of the Company shall be called by notice in writing of not less than 21 clear days or such longer minimum notice period as required by the Listing Rules, and an extraordinary general meeting of the Company called for the passing of a special resolution shall be called by 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 general meeting of the Company shall be called by notice in writing of not less than 14 clear days or such longer minimum notice period as required by the Listing Rules; and
- (v) any removal of the Company's auditor prior to the expiration of his term of office shall be subject to the prior approval of the Shareholders at a general meeting of the Company, and the Company shall allow the auditor to attend the meeting and make written and/or verbal representation to the Shareholders at the meeting.

Details of the proposed amendments to the Articles are set out in the notice of the Annual General Meeting attached to this circular.

LETTER FROM THE BOARD

The Company's legal advisers have confirmed that the proposed amendments to the Articles are in compliance with the requirements of the Listing Rules and the Cayman Islands laws. The Company also confirms that there is nothing unusual about the proposed amendments to the Articles for a company listed in Hong Kong.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 15 to 25 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate, the Repurchase Mandate and the Scheme Mandate, the re-election of the retiring Directors, the amendments to the Articles and the adoption of the new amended and restated Memorandum and Articles of Association.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 proxy form will not prevent 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 retiring Directors; (d) the amendments to the Articles; and (e) the adoption of the new amended and restated Memorandum and Articles of Association to be proposed at the Annual General Meeting are in the interests of the Company and the Shareholders. Accordingly, the Board recommends you to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully
For and on behalf of the Board
Chin Wai Leung, Samuel
Chairman

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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 7,310,460,538 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 731,046,053 Shares being repurchased by the Company during the period from 31 May 2012, 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 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 new amended and restated Memorandum and Articles of Association.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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 authorized by the new amended and restated 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 authorized by the new amended and restated 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 2011. 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>
2011		
April	4.86	4.54
May	4.62	3.85
June	4.49	3.20
July	3.74	3.36
August	4.02	3.21
September	4.20	3.50
October	5.62	3.67
November	5.68	4.78
December	5.22	4.54
2012		
January	5.37	4.66
February	6.00	5.09
March	5.85	5.25
April (up to the Latest Practicable Date)	5.70	5.50

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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 69.50% 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 issued Shares of the Company remains at 7,310,460,538 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 77.23%. 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 retiring Directors proposed to be re-elected at the Annual General Meeting:

1. **Chin Wai Leung, Samuel**, aged 61, joined the Company as the Chairman and Chief Executive Officer in July 2003. Mr. Chin relinquished his position as the Chief Executive Officer effective 1 January 2012 and remains as the Chairman. Mr. Chin joined Hon Hai and its subsidiaries (“Hon Hai Group”) in 2000, and had been one of the principal managers responsible for the handset manufacturing services business of the Hon Hai Group since July 2000, which is now wholly-owned and operated by the Company. He is also a director of Success World Holdings Limited, Foxconn Oy and FIH Co., Ltd. respectively, being subsidiaries of the Company. Before joining the Company, Mr. Chin held senior executive positions in EFA Corporation, Atari Corporation and Commodore Electronics Limited with responsibilities ranging from sales and marketing, global procurement, manufacturing, pricing, purchasing, contract negotiation, accounting and finance. With over 27 years of marketing, sales and operational experience in the global computer and electronics industries, he has worked in an international environment. Mr. Chin was awarded a Juris Doctor degree from the University of Pennsylvania Law School in 1976 and a Bachelor of Science degree in Economics from Wharton School, University of Pennsylvania, US in 1973.

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. Chin and the Company, Mr. Chin’s appointment is for a term of three years ending on 22 September 2012, 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. Chin 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. Chin was interested in 19,652,200 Shares and 791,551 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. Chin did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Chin is entitled to annual emoluments consisting of basic salary of USD0.3 million 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 2011, the total amount of Mr. Chin’s emoluments was approximately USD2.35 million.

In relation to the re-election of Mr. Chin as Director, 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. **Cheng Tien Chong**, aged 59, joined the Company as an executive Director and Chief Executive Officer effective 1 January 2012. Mr. Cheng joined the Foxconn Technology Group (comprising Hon Hai and its subsidiaries, including the Company) in 2007 and has been working as corporate executive vice president principally responsible for formulating, driving and implementing business initiatives and strategies and presiding over and leading organisations and operations. He is also a director of certain subsidiaries of the Company, namely Foxconn Communication Technology Corp., Wide-Ranging Investments Limited, Evenwell Holdings Limited and FIH Co., Ltd. respectively. Before joining the Foxconn Technology Group, from 1997 to 2007, he was the president of the Asia region for Texas Instruments Incorporated. From 1992 to 1997, Mr. Cheng was the president of China Hewlett-Packard. Prior to that, Mr. Cheng held various senior executive positions with Hewlett-Packard Intercontinental, Hewlett-Packard Asia and Hewlett-Packard Taiwan respectively. Mr. Cheng has over 29 years of extensive management, marketing, sales and operational experience in the global electronics and engineering industries with multinational companies and has achieved a top ranking and good reputation in the industries. Mr. Cheng received a Bachelor of Science degree in Electronics Engineering from National Chiao Tung University, Taiwan in 1974 and a Master of Business Administration degree from Santa Clara University, USA in 1991.

Mr. Cheng resigned as a director of Zhen Ding Technology Holding Limited (formerly known as Foxconn Advanced Technology Limited, the shares of which are listed on the Taiwan Stock Exchange Corporation on 26 December 2011) with effect from 7 June 2011.

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. Cheng and the Company, Mr. Cheng's appointment is for a term of three years ending on 31 December 2014, 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. Cheng 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. Cheng was interested in 616,000 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. Cheng did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Cheng is entitled to annual emoluments consisting of basic salary of NTD3.5 million 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. Mr. Cheng was appointed as an executive Director with effect from 1 January 2012. No Director's emolument was paid or payable to Mr. Cheng for the financial year ended 31 December 2011.

In relation to the re-election of Mr. Cheng as Director, 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.

NOTICE OF ANNUAL GENERAL MEETING

FIH[®]

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 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;

* *for identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

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.”

NOTICE OF ANNUAL GENERAL 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

NOTICE OF ANNUAL GENERAL MEETING

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”;

NOTICE OF ANNUAL GENERAL MEETING

- (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.

NOTICE OF ANNUAL GENERAL MEETING

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."

NOTICE OF ANNUAL GENERAL MEETING

(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;

NOTICE OF ANNUAL GENERAL MEETING

- (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:

NOTICE OF ANNUAL GENERAL MEETING

“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.

NOTICE OF ANNUAL GENERAL MEETING

- (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.