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## **Foxconn International Holdings Limited**

**富士康國際控股有限公司\***

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

(Stock Code: 2038)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “Meeting”) of Foxconn International Holdings Limited (the “Company”) will be held at Pacific Room III, 9/F., Towers Wing, The Royal Pacific Hotel and Towers, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 18 May 2011 at 9:00 a.m., for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the contents of the equity transfer agreement dated 18 March 2011 (the “Agreement”) entered into between Grand Champion Trading Limited (“Grand Champion”) as the vendor and Prime Rich Holdings Limited (“Prime Rich”) as the purchaser, for the sale and purchase of the entire equity interest of 富士康精密電子（太原）有限公司 (Foxconn Precision Electronics (Taiyuan) Co., Ltd.\*); and all transactions contemplated in and under the Agreement (a copy of which is tabled at the Meeting and marked “A” for the purpose of identification), be and are hereby approved in all respects; and
- (b) any one director of the Company or any two directors of the Company, if affixation of the Company’s common seal is necessary, be and is/are hereby authorised for and on behalf of the Company, amongst other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents, instruments, agreements or deeds, and

to do or authorise doing all such acts, matters or things as he/they may in his/their discretion consider necessary, expedient, desirable or incidental to give effect to and implement the terms of the Agreement and in connection with the matters or transactions contemplated in and under the Agreement.”

By Order of the Board  
**Foxconn International Holdings Limited**  
**Chin Wai Leung, Samuel**  
*Chairman and Chief Executive Officer*

Hong Kong, 28 April 2011

*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:*

1. The register of members of the Company will be closed from Monday, 16 May 2011 to Wednesday, 18 May 2011, both days inclusive, during which period no transfer of shares of the Company (the “Shares”) can be registered. Members who intend to attend and vote at the Meeting must deliver all the transfer documents together with the relevant share certificates to the Company’s branch share registrar 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, no later than 4:30 p.m. on Friday, 13 May 2011.
2. Any member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
3. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible. Completion and return of the form of proxy will not prevent you from attending and voting in person at the Meeting or any adjourned meeting thereof if you so wish. In the event that you attend the Meeting after having returned the completed form of proxy, your form of proxy will be deemed to have been revoked.

4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney, must be lodged with the Company's branch share registrar 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 fixed for holding of the Meeting or any adjourned meeting thereof.
5. Where there are joint holders of a Share of the Company, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such holders be present at the Meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such Share.
6. The ordinary resolution set out above will be determined by way of poll.
7. In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), Hon Hai Precision Industry Co. Ltd., the ultimate controlling shareholder of the Company, its subsidiaries and associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolution.

*As at the date of this notice, the executive directors of the Company are Messrs. Chin Wai Leung, Samuel 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 Ms. Gou Hsiao Ling 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*