



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
AND CLOSURE OF REGISTER OF MEMBERS**

(A) NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of shareholders of Foxconn International Holdings Limited (the “Company”) will be held at 2, 2nd Donghuan Road, 10th Yousong Industrial District, Longhua, Baoan, Shenzhen City, Guangdong Province, the People’s Republic of China, on Wednesday, 28 November 2007 at 2:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “THAT

- (i) the terms of the second supplemental agreement to framework materials and components supply agreement (the “Supplemental Purchase Agreement”) (a copy of which is tabled at the meeting and marked “A” for identification purpose) dated 24 October 2007 entered into among the Company, Hon Hai Precision Industry Company Limited (“Hon Hai”), Innolux Display Corporation (“Innolux”) and Foxconn Technology Company Limited (“Foxconn Technology”) be and are hereby approved in all respects;
- (ii) the transactions from 1 January 2008 to 31 December 2010 contemplated under the framework materials and components supply agreement entered into among the Company, Hon Hai, Innolux and Foxconn Technology on 19 January 2005 (as amended by a supplemental agreement dated 28 February 2006 entered into among the same parties) and to be further amended by the Supplemental Purchase Agreement (the “Purchase Transaction”) be and are hereby approved in all respects;
- (iii) the annual caps as set out in the circular of the Company dated 9 November 2007 in respect of the Purchase Transaction for the three years ending 31 December 2010 be and are hereby approved in all respects; and

- (iv) any one director of the Company, or any two directors of the Company if affixation of the Company's common seal is necessary, be and is/are hereby authorised to execute all such other documents, instruments or agreements and to do all such acts or things which he may in his discretion consider necessary or incidental in connection with the matters contemplated under the Supplemental Purchase Agreement and/or the Purchase Transaction."

2. **"THAT**

- (i) the terms of the second supplemental agreement to framework product sales agreement (the "Supplemental Product Sales Agreement") (a copy of which is tabled at the meeting and marked "B" for identification purpose) dated 24 October 2007 entered into among the Company, Hon Hai and Innolux be and are hereby approved in all respects;
- (ii) the transactions from 1 January 2008 to 31 December 2010 (the "Product Sales Transaction") contemplated under the framework product sales agreement entered into among the Company, Hon Hai and Innolux on 18 January 2005 (as amended by a supplemental agreement dated 28 February 2006 entered into among the same parties) and to be further amended by the Supplemental Product Sales Agreement be and are hereby approved in all respects;
- (iii) the annual caps as set out in the circular of the Company dated 9 November 2007 in respect of the Product Sales Transaction for the three years ending 31 December 2010 be and are hereby approved in all respects; and
- (iv) any one director of the Company, or any two directors of the Company if affixation of the Company's common seal is necessary, be and is/are hereby authorised to execute all such other documents, instruments or agreements and to do all such acts or things which he may in his discretion consider necessary or incidental in connection with the matters contemplated under the Supplemental Product Sales Agreement and/or the Product Sales Transaction."

3. **"THAT**

- (i) the terms of the second supplemental agreement to general services agreement (the "Supplemental General Services Expense Agreement") (a copy of which is tabled at the meeting and marked "C" for identification purpose) dated 24 October 2007 entered into between the Company and Hon Hai be and are hereby approved in all respects;
- (ii) the transactions from 1 January 2008 to 31 December 2010 contemplated under the general services agreement entered into between the Company and Hon Hai on 18 January 2005 (as amended by a supplemental agreement dated 12 January 2006 between the same parties) and to be further amended by the Supplemental General Services Expense Agreement (the "General Services Expense Transaction") be and are hereby approved in all respects;

- (iii) the annual caps as set out in the circular of the Company dated 9 November 2007 in respect of the General Services Expense Transaction for the three years ending 31 December 2010 be and are hereby approved in all respects; and
- (iv) any one director of the Company, or any two directors of the Company if affixation of the Company's common seal is necessary, be and is/are hereby authorised to execute all such other documents, instruments or agreements and to do all such acts or things which he may in his discretion consider necessary or incidental in connection with the matters contemplated under the Supplemental General Services Expense Agreement and/or the General Services Expense Transaction."

4. **"THAT**

- (i) the terms of and the transactions (the "Consolidated Services and Sub-contracting Expense Transaction") contemplated under the framework consolidated services and sub-contracting agreement dated 24 October 2007 (the "Consolidated Services and Sub-contracting Expense Agreement") (a copy of which is tabled at the meeting and marked "D" for identification purpose) entered into among the Company, Hon Hai, PCE Industry Inc. and Sutech Industry Inc. be and are hereby approved in all respects;
- (ii) the annual caps as set out in the circular of the Company dated 9 November 2007 in respect of the Consolidated Services and Sub-contracting Expense Transaction for the three years ending 31 December 2010 be and are hereby approved in all respects; and
- (iii) 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 to execute all such other documents, instruments or agreements and to do all such acts or things which he may in his discretion consider necessary or incidental in connection with the matters contemplated under the Consolidated Services and Sub-contracting Expense Agreement and/or the Consolidated Services and Sub-contracting Expense Transaction."

Notes:

- (a) The register of members of the Company will be closed from Friday, 23 November 2007 to Wednesday, 28 November 2007, both days inclusive, during which period no transfer of shares of the Company ("Shares") can be registered.
- (b) Any member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.

- (c) The instrument appointing a proxy and 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 Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th 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.
- (d) In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"), Hon Hai, 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 resolutions.
- (e) The ordinary resolutions set out above will be determined by way of poll.

(B) NOTICE OF CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 23 November 2007 to Wednesday, 28 November 2007, both days inclusive, during which period no transfer of Shares will be registered. In order to determine who are entitled to attend the Company's extraordinary general meeting to be held on Wednesday, 28 November 2007, 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 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:00 p.m. on Thursday, 22 November 2007.

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

Hong Kong, 9 November 2007

Registered Office:

Scotia Centre, 4th Floor
P.O. Box 2804, George Town
Grand Cayman
Cayman Islands

Principal Place of Business in Hong Kong:

16th Floor, Phase 1
Fountain Set Building
3A Hung Cheung Road
Tuen Mun, New Territories
Hong Kong

As at the date of this notice, the executive directors are Messrs. Chin Wai Leung, Samuel and Dai Feng Shuh, the non-executive directors are Messrs. Chang Ban Ja, Jimmy, Lee Jin Ming and Lu Fang Ming and Miss Gou Hsiao Ling and the independent non-executive directors are Messrs. Lau Siu Ki, Mao Yu Lang and Daniel J. Mehan.

* *for identification purpose only*