



**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 shareholders of Foxconn International Holdings Limited (“**Company**”) will be held at Beijing Suite II, 3/F., The Marco Polo Prince, Harbour City, 23 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Thursday, 8 June 2006 at 10:00 a.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements for the year ended 31 December 2005 together with the reports of the directors and the auditors thereon.
- (2) To re-elect directors and authorise the board of directors of the Company to fix their remuneration.
- (3) 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 modification the following ordinary resolutions:

**ORDINARY RESOLUTIONS**

(4) **“THAT:**

- (a) subject to resolution number 4(b) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to purchase shares of the Company (“**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 (“**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 4(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 purpose 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.”

(5) **“THAT:**

- (a) subject to resolution number 5(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 convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such power, 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 5(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 convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such power 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 number 5(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 (4) 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).”

(6) “**THAT** subject to the passing of the resolutions numbers (4) and (5) above, the general mandate granted to the Directors to allot, issue and deal with any additional Shares pursuant to resolution number (5) 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 (4) 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.”

(7) “**THAT:**

(a) subject to resolution number 7(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 7(a) above shall not exceed the aggregate of 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 (4) set out in the notice convening this Meeting.”

(8) “**THAT:**

(a) the existing scheme limit under the share option scheme of the Company adopted on 12 January 2005 (“**Share Option Scheme**”) be refreshed so that the total number of Shares to be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme and any other share option scheme(s) of the Company (excluding option previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme or any other share option scheme(s) of the Company) may not exceed 10 percent of the total number of Shares in issue as at the date of passing of this resolution (“**Refreshed Share Option Mandate**”) and that the directors of the Company be and are

hereby authorised, subject to compliance with the Listing Rules as amended from time to time, to grant options under the Share Option Scheme up to the Refreshed Share Option Mandate and to exercise all the powers of the Company to allot, issue and deal with Shares pursuant to the exercise of such options; and

- (b) the Directors or duly authorised committee thereof be and are hereby authorised to take all such steps to implement this resolution and to execute all documents and deeds as may be necessary or appropriate in relation thereto.”

### **SPECIAL RESOLUTION**

- (9) **“THAT**, the existing articles of association of the Company be and are hereby amended in the following manner:
- (a) by deleting the words “a special resolution” in the first sentence of article 102(vii) and replacing therefor the words “an ordinary resolution”; and
- (b) by deleting the words “special resolution” in the first sentence of article 118(a) and replacing therefor the words “ordinary resolution”.

By order of the Board  
**Chin Wai Leung, Samuel**  
*Chairman and Chief Executive Officer*

Hong Kong, 27 April 2006

*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

*Notes:*

- (a) The register of members of the Company will be closed from Monday, 5 June 2006 to Thursday, 8 June 2006, both days inclusive, during which period no transfer of Shares of the Company can be registered.
- (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) 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 Annual General Meeting or any adjourned meeting.
- (d) With reference to resolution number (2) above, Messrs. Chin Wai Leung, Samuel and Chang Ban Ja, Jimmy and Miss Gou Hsiao Ling will retire by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting. Details of the above Directors are set out in Appendix II to the circular dated 27 April 2006.

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

*\* for identification only*

Please also refer to the published version of this announcement in The Standard.