

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, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

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)

**GENERAL MANDATES
TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,
MANDATE TO ISSUE NEW SHARES UNDER THE SHARE SCHEME,
REFRESHMENT OF 10% LIMIT ON GRANT OF OPTIONS
UNDER THE SHARE OPTION SCHEME,
AMENDMENTS TO ARTICLES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of the Company to 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. is contained on pages 16 to 20 of this circular.

Whether or not you are able to attend the Annual General Meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon to 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, as soon as possible and in any event not less than 48 hours before the time 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, 27 April 2006

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Introduction	3
Issue mandate	4
Repurchase mandate	4
Scheme mandate	5
Refreshment of the share option mandate	6
Amendments to the articles	7
Re-election of directors	7
Annual general meeting	8
Right to demand a poll	8
Recommendations	9
Appendix I – Explanatory Statement of the Repurchase Mandate	10
Appendix II – Details of Directors	13
Notice of Annual General Meeting	16

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 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. or, where the context so admits, any adjournment thereof
“Articles”	the articles of the association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law (2004 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 Company Limited, 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
“Hon Hai Group”	Hon Hai and its subsidiaries (unless otherwise stated herein shall exclude the Company and its subsidiaries)
“Hong Kong”	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”	21 April 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“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 on which the Scheme Mandate is approved by the Shareholders
“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 Mandate”	the limit imposed under Rule 9.1 of the Share Option Scheme on the maximum number of Shares issuable upon the exercise of all options which may be granted under the Share Option Scheme and any other share option scheme(s) of the Company, being 10% of the Shares in issue as at 3 February 2005
“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
“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



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 and Chief Executive Officer)

DAI Feng Shuh *(Chief Operating Officer)*

Non-executive Directors:

CHANG Ban Ja, Jimmy

GOU Hsiao Ling

LEE Jin Ming

LU Fang Ming

Independent non-executive Directors:

LAU Siu Ki

Edward Fredrick PENSEL

MAO Yu Lang

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

27 April 2006

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,
REFRESHMENT OF 10% LIMIT ON GRANT OF OPTIONS
UNDER THE SHARE OPTION SCHEME,
AMENDMENTS TO ARTICLES,
RE-ELECTION OF DIRECTORS
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, the refreshment of Share Option Mandate, the proposed amendments to the Articles and the re-election of Directors.

* for identification only

LETTER FROM THE BOARD

By resolutions approved by Shareholders entitled to vote at the annual general meeting of the Company, which were passed on 8 June 2005, 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 or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares purchased under the Repurchase Mandate, if granted.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in resolutions 5 and 6 in the notice of the Annual General Meeting set out on pages 17 to 18 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 the laws of the Cayman Islands 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.

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 the laws of the Cayman Islands 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.

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 a resolution of the Board on 12 January 2005. The Share Scheme is not subject to the provisions of Chapter 17 of the Listing Rules. The trustee for the Share Scheme (“Trustee”) may, on behalf of the beneficiaries under the Share Scheme, either subscribe for new Shares at nominal value (“Subscription”) or purchase Shares from the market in accordance with the terms of the Share Scheme (“Purchase”). In accordance with the Share Scheme, the maximum number of Shares which may be subscribed or purchased pursuant to Subscriptions or pursuant to any Purchases 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 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) it is varied or revoked by an ordinary resolution of the Shareholders in general meeting.

In accordance with the terms of the Share Scheme, any Shareholder who is entitled to receive grants through Subscription under the Share Scheme, including such Shareholders 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), shall abstain from voting on the relevant resolution granting the Scheme Mandate at the Annual General Meeting. The Scheme Mandate shall be passed by the Shareholders by a way of poll.

Details of the Share Scheme have been stated in the prospectus of the Company dated 24 January 2005.

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,958,056,025 Shares of US\$0.04 each. Subject to the 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 proposed Scheme Mandate will result in, up to 2% or 139,161,120 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 7,097,217,145 Shares (assuming the number of Shares held by the Shareholder remain unchanged). On the basis of the closing price of HK\$16.85 per Share as at the Latest Practicable Date and the Scheme Mandate being exercised in full, the aggregate market value of the 139,161,120 Shares to be allotted and issued pursuant thereto would be approximately HK\$2,344,864,872. 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.

LETTER FROM THE BOARD

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 on which the Scheme Mandate is approved by the Shareholders, subject to the condition that the maximum number of shares which may be subscribed or purchased pursuant to Subscriptions or pursuant to any 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.

REFRESHMENT OF THE SHARE OPTION MANDATE

Pursuant to the Share Option Scheme adopted by the Company on 12 January 2005, the total number of Shares which may be issued upon exercise of all options that may be granted under the Share Option Scheme and any other option scheme involving the issue or grant of options over Shares or other securities by the Company or any of its subsidiaries shall not in aggregate exceed 683,940,002 (that is, the Share Option Mandate), representing 10% of the issued capital of 6,839,400,025 Shares as at 3 February 2005 (being the date on which dealings in the Shares first commenced on the Stock Exchange), unless approval from the Shareholders has been obtained by the Company in accordance with the Share Option Scheme. Apart from the Share Option Scheme, the Company had no other share option scheme as at the Latest Practicable Date. The Company may refresh the Share Option Mandate by ordinary resolution of the Shareholders at general meeting provided that:

- (i) the Share Option Mandate so refreshed shall not exceed 10% of the total number of issued Shares as at the date on which refreshment of the Share Option Mandate is approved by the Shareholders; and
- (ii) options previously granted under the Share Option Scheme (including options exercised, outstanding, cancelled, or lapsed in accordance with the terms of the Share Option Scheme) or any other share option schemes of the Company shall not be counted for the purpose of calculating the total number of Shares which may be issued pursuant to the refreshed Share Option Mandate.

Notwithstanding the foregoing, the aggregate number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time ("Option Scheme Overall Limit").

The Share Option Mandate comprised of 683,940,002 Shares. As at the Latest Practicable Date, options in respect of 435,599,000 Shares were granted under the Share Option Scheme, of which options in respect of 309,000 Shares have been lapsed. No options were exercised during the year. As at the Latest Practicable Date, the Share Option Mandate which remained unused by the Company amounted to 248,341,002 Shares, representing approximately 36.31% of the Share Option Mandate.

The primary purpose of the Share Option Scheme is to attract and retain skilled and experienced personnel and to incentivize and motivate them to strive for the future development and expansion of the Group. In the light of the Group's continued expansion, the Board considers that it is important to be able

LETTER FROM THE BOARD

to continue to use the Share Option Scheme as a means of attracting and retaining skilled and experienced employees and therefore, proposes to refresh the Share Option Mandate. The Directors consider that the refreshment of the Share Option Mandate is in the interests of the Company and the Shareholders.

As at the Latest Practicable Date, there were 6,958,056,025 Shares in issue. Assuming no further issue or repurchase of Shares prior to the Annual General Meeting or on the date of the Annual General Meeting, upon refreshment of the Share Option Mandate by the Shareholders at the Annual General Meeting, the Company may grant options entitling the holders thereof to subscribe for up to a maximum of 695,805,602 Shares, representing 10% of the issued share capital of the Company as at the date of the Annual General Meeting (“Refreshed Share Option Mandate”). No options may be granted if this results in the number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceeding the Option Scheme Overall Limit. On the basis of 6,958,056,025 in issue as at the Latest Practicable Date, the Option Scheme Overall Limit represents 2,087,416,807 Shares.

The refreshment of the Share Option Mandate is conditional upon:

- (i) the passing of an ordinary resolution to approve the refreshment of the Share Option Mandate by the Shareholders at the Annual General Meeting; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares, representing 10% of the Shares in issue as at the date of the refreshment of the Share Option Mandate, being the date of the Annual General Meeting, which may fall to be issued upon the exercise of options under the Share Option Scheme of the Company.

Application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares, representing 10% of the Shares in issue as at the date of the refreshment of the Share Option Mandate, being the date of the Annual General Meeting, which may fall to be issued upon the exercise of options under the Share Option Scheme of the Company.

AMENDMENTS TO THE ARTICLES

Certain minor housekeeping amendments to the Articles will be proposed at the Annual General Meeting. Details of the amendments are set out in resolution 9 in the notice of the Annual General Meeting set out on page 19 of this circular.

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 and Miss Gou Hsiao Ling will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

LETTER FROM THE BOARD

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.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 16 to 20 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, the Scheme Mandate, the refreshment of Share Option Mandate and the re-election of Directors. In addition, a special resolution will be proposed to approve the amendments to the Articles.

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 46th 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.

RIGHT TO DEMAND A POLL

Article 76 of the Articles sets out the procedures by which Shareholders may demand a poll, and provides that, at any general meeting a resolution put to the vote of the meeting shall be decided 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. A poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) at least five Members present in person or by proxy and entitled to vote; 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 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
- (d) 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.

LETTER FROM THE BOARD

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 refreshment of the Share Option Mandate; (d) the amendments to the Articles; and (e) the re-election of the Directors 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 and Chief Executive Officer

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

The following is the explanatory statement required to be sent to 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 6,958,056,025 Shares of US\$0.04 each. Subject to the passing of the ordinary resolutions approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, exercise in full of the proposed Repurchase Mandate can result in up to 695,805,602 Shares being repurchased by the Company during the period from 8 June 2006, 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 such authority is revoked or varied.

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 financial result.

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, the Articles and the memorandum of association of the Company.

APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

Any purchase 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 purchase or, if authorized by the Articles and subject to the Companies Law of the Cayman Islands, out of capital and, in the case of any premium payable on the purchase, 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 Articles and subject to the Companies Law of the Cayman Islands, 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 2005. 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>
2005		
April	5.000	4.125
May	5.300	4.700
June	5.850	5.000
July	6.550	5.450
August	7.100	6.050
September	9.050	6.750
October	9.100	7.650
November	10.200	8.400
December	13.550	10.100
2006		
January	14.800	12.400
February	14.150	11.300
March	15.000	12.600
April (up to the Latest Practicable Date)	16.850	14.900

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 73.02% of the total issued share capital of the Company. In the event that the Company exercises the Repurchase Mandate in full, assuming that the issued Shares of the Company remains to be 6,958,056,025 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 81.14%. 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.

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 that, 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 Shares has been purchased 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 three Directors proposed to be re-elected at the Annual General Meeting:

1. **CHIN Wai Leung, Samuel**, aged 55, joined the Company as Chairman and Chief Executive Officer in July 2003. Mr. Chin joined Hon Hai, a company listed on the Taiwan Stock Exchange Corporation and the ultimate controlling Shareholder of the Company, and its subsidiaries (“Hon Hai Group”) in 2000, and has 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 DK ApS, Foxconn Oy and FIH Co., Ltd.. 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 20 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.

Pursuant to the letter of appointment entered into between Mr. Chin and the Company, Mr. Chin’s appointment will be for a term of three years ending 22 September 2006, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Chin does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, apart from holding 23,125,275 Shares and 308,485 Shares in Hon Hai, an associated corporation of the Company within the meaning of Part XV of the SFO. Mr. Chin had no other interests in the Shares within the meaning of Part XV of the SFO.

Mr. Chin’s director fee is to be determined by the Board from time to time with reference to the prevailing market practice, his duties and responsibilities with the Company and his contribution to the Company. For the financial year ended 31 December 2005, the total amount of Mr. Chin’s remuneration was US\$1.2 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 paragraphs 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 **CHANG Ban Ja, Jimmy**, aged 62, joined the Company as a non-executive Director in December 2004. He is the executive vice president of Hon Hai following his assignments as the president of Foxconn Corporation in the US and managing director of Foxconn Singapore. Mr. Chang has been with Hon Hai since September 1989. He also spent over 30 years in internal audit, treasury, international investment analysis, controllership, sales, and marketing functions. He had previously been associated with Arthur Young, Kaiser Aluminum & Chemical Corporation, Memorex and Atari Corporation. Mr. Chang obtained an MBA from Santa Clara University in the US in 1970.

Pursuant to the letter of appointment entered into between Mr. Chang and the Company, Mr. Chang's appointment will be for a term of three years ending on 30 November 2007, but is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Chang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, apart from holding 1,745,892 shares in Hon Hai, an associated corporation of the Company within the meaning of Part XV of the SFO, Mr. Chang had no other interests in the Shares within the meaning of Part XV of the SFO.

Mr. Chang's director fee is to be determined by the Board from time to time with reference to the prevailing market practice, his duties and responsibilities with the Company and his contribution to the Company. No remuneration was paid or payable to Mr. Chang for the financial year ended 31 December 2005.

In relation to the re-election of Mr. Chang 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 paragraphs 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.

- 3 **GOU Hsiao Ling**, aged 27, joined the Company as a non-executive Director in December 2004. Prior to taking up the directorship with the Company, Miss Gou was working for Hon Hai as a tax manager since September 2001. She was previously also a tax consultant at PricewaterhouseCoopers in Taipei, Taiwan and an analyst with Goldman Sachs International Limited and has over 3 years of experience in the finance industry. Miss Gou received a Bachelor's degree in Economics from the University of California, Berkeley, US in 2001. Miss Gou is the daughter of Mr. Gou Tai Ming, the founder of Hon Hai. Mr. Gou is the present chairman of the board of directors and president of Hon Hai.

Pursuant to the letter of appointment entered into between Miss Gou and the Company, Miss Guo's appointment will be for a term of three years ending on 30 November 2007, 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 above, Miss Guo does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Miss Gou does not have any interest in the Shares within the meaning of Part XV of the SFO.

Miss Guo's director fee is to be determined by the Board from time to time with reference to the prevailing market practice, her duties and responsibilities with the Company and her contribution to the Company. No remuneration was paid or payable to Miss Guo for the financial year ended 31 December 2005.

In relation to the re-election of Miss Guo as Director, there is no information which is discloseable nor is she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 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.



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 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

* for identification only

NOTICE OF ANNUAL GENERAL MEETING

(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

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

NOTICE OF ANNUAL GENERAL 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

NOTICE OF ANNUAL GENERAL MEETING

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.