



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 the 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 Town, Baoan, Shenzhen, Guangdong, PRC, on Tuesday, 28 February 2006 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT**

- (i) the terms of, and the transactions (the “**Purchase Transaction**”) contemplated under, the purchase supplemental agreement (the “**Purchase Supplemental Agreement**”) (a copy of which is tabled at the meeting and marked “A” for identification purpose) to be entered into among Foxconn International Holdings Limited (the “**Company**”), Hon Hai Precision Industry Company Limited (“**Hon Hai**”), Innolux Display Corporation (“**Innolux**”) and Foxconn Technology Company Limited, among other things, (a) to amend and expand the coverage of the original framework agreement (the “**Purchase Framework Agreement**”) dated 19 January 2005 entered into among the same parties to Hon Hai and all its subsidiaries and associates and (b) to extend the term of purchase transactions pursuant to which the Company and its subsidiaries are to purchase materials and components from Hon Hai Group contemplated under the Purchase Framework Agreement from 31 December 2006 to 31 December 2007 be and are hereby approved;
- (ii) the annual caps as set out in the circular of the Company dated 10 February 2006 in respect of the Purchase Transaction for the year ended 31 December 2005 and the two years ending 31 December 2006 and 2007 be and are hereby approved; and
- (iii) any one director of the Company, or any two directors of the Company if affixation of the common seal is necessary, be and is/are hereby authorised to execute the Purchase Supplemental Agreement for and on behalf of the Company and 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 Purchase Supplemental Agreement.”

2. “**THAT**

- (i) the terms of, and the transactions (the “**Product Sales Transaction**”) contemplated under, the product sales supplemental agreement (the “**Product Sales Supplemental Agreement**”) (a copy of which is tabled at the meeting and marked “**B**” for identification purpose) to be entered into among the Company, Hon Hai and Innolux, among other things, (a) to amend and expand the coverage of the original framework agreement (the “**Product Sales Framework Agreement**”) dated 18 January 2005 entered into among the same parties to Hon Hai and all its subsidiaries and associates and (b) to extend the term of product sales transactions pursuant to which the Company and its subsidiaries are to sell products to Hon Hai Group contemplated under the Product Sales Framework Agreement from 31 December 2006 to 31 December 2007 be and are hereby approved;
- (ii) the annual caps as set out in the circular of the Company dated 10 February 2006 in respect of the Product Sales Transaction for the year ended 31 December 2005 and the two years ending 31 December 2006 and 2007 be and are hereby approved; and
- (iii) any one director of the Company, or any two directors of the Company if affixation of the common seal is necessary, be and is/are hereby authorised to execute the Product Sales Supplemental Agreement for and on behalf of the Company and 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 Product Sales Supplemental Agreement.”

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

Hong Kong, 10 February 2006

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

Principal Place of Business in Hong Kong:
Room 25-27, 6th Floor
Hi Tech Centre
9 Choi Yuen Road
Sheung Shui, New Territories
Hong Kong

Notes:

- (a) The register of members of the Company will be closed from Friday, 24 February 2006 to Tuesday, 28 February 2006, 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 the above 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 (the “Listing Rules”), Hon Hai Precision Industry Company Limited, the ultimate controlling shareholder of the Company, its subsidiaries and associates (as defined in the Listing Rules) are required to abstain from voting on all of 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, 24 February 2006 to Tuesday, 28 February 2006, 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 Tuesday, 28 February 2006, 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 not later than 4:00 p.m. on Thursday, 23 February 2006.

As at the date of this announcement, 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, Edward Fredrick Pensel and Mao Yu Lang.

* *for identification purpose only*

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