



# 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)

### FORM OF PROXY

**FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE EXTRAORDINARY GENERAL MEETING OF FOXCONN INTERNATIONAL HOLDINGS LIMITED TO 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. AND AT ANY ADJOURNMENT THEREOF.**

I/We (Note 1) \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of (Note 2) \_\_\_\_\_

shares of US\$0.04 each in the share capital of Foxconn International Holdings Limited ("Company"), hereby appoint the chairman of the extraordinary general meeting ("Chairman") or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy (Note 3) to attend and vote for me/us on my/our behalf at the extraordinary general meeting ("Meeting"), and at any adjournment thereof, of the Company to 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. (and to exercise all rights conferred on proxies under law, regulation and the articles of association of the Company) as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your proxy to vote (Note 4).

	Ordinary Resolutions	For	Against
1.	(i) To approve the purchase supplemental agreement (a) to amend and expand the coverage of the original purchase framework agreement to the entire Hon Hai Group and (b) to extend the term of the purchase transactions from 31 December 2006 to 31 December 2007; (ii) To approve the annual caps in respect of the purchase transactions; and (iii) To authorize any one director of the Company to execute for and on behalf of the Company the purchase supplemental agreement.		
2.	(i) To approve the product sales supplemental agreement (a) to amend and expand the coverage of the original product sales framework agreement to the entire Hon Hai Group and (b) to extend the term of the product sales transactions from 31 December 2006 to 31 December 2007; (ii) To approve the annual caps in respect of the product sales transactions; and (iii) To authorize any one director of the Company to execute for and on behalf of the Company the product sales supplemental agreement.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006.

Shareholder's Signature (Note 5) \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "the chairman of the extraordinary general meeting or" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and, in the event of a poll, vote on his/her behalf provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PUT A "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PUT A "✓" IN THE BOX MARKED "AGAINST"**. Failure to complete any or all boxes will entitle your proxy to cast your votes or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer, attorney or other person duly authorized.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 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 not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.
- The description of the resolutions is by way of summary only. The full text appears in the notice of the Meeting.

\* for identification purpose only