



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 (the “**Company**”) will be held at Xiamen Suite I-II, 3/F., The Marco Polo Prince, 23 Canton Road, Harbour City, Tsimshatsui, Kowloon, Hong Kong, on Wednesday, 8 June, 2005 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, 2004 together with the reports of the directors and 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 (the “**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, be and is hereby generally and unconditionally approved;
 - (b) the total nominal amount of Shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Repurchases 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 and warrants which would or might require the exercise of such power 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 and warrants which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the total nominal amount of additional Shares issued, allotted, dealt with or agreed conditionally or unconditionally to be issued, allotted or dealt with, by the Directors pursuant to the approval in resolution number 5(a) 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 the aggregate of:
 - (i) 20 percent of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution; plus
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 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

- (d) for the purposes of this resolution:
- (i) “**Relevant Period**” shall have the same meaning as assigned to it under resolution number (4) above set out in this notice;
 - (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 issue, allot 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 under the Share Scheme be and is hereby generally and unconditionally approved;
 - (b) the total nominal amount of additional Shares issued, allotted 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 the Annual General Meeting; and
 - (c) for the purposes of this resolution, “**Relevant Period**” shall have the same meaning as assigned to it under resolution number (4) above set out in this notice.”

SPECIAL RESOLUTION

- (8) “**THAT**, the existing articles of association of the Company be and are hereby amended in the following manner:
- (a) By deleting Article 59(b) in its entirety and substituting therefore the following:
 - “(b) The Company may by special resolution reduce its issued share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Law.”;

- (b) By deleting the words “following annual” from the last sentence in Article 95;
- (c) By deleting “(other than the managing director or joint managing director)” from the first sentence in Article 112; and
- (d) By deleting “Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting” from Article 115.”

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

Hong Kong, 29 April, 2005

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Cayman Islands

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Sheung Shui, New Territories
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Notes:

- (a) The register of members of the Company will be closed from Friday, 3 June, 2005 to Wednesday, 8 June, 2005, 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 meeting or any adjourned meeting.
- (d) With reference to resolution number (2) above, Messrs. Dai Feng Shuh and Chang Ban Ja, Jimmy, Miss Gou Hsiao Ling and Messrs. Lee Jin Ming, Lu Fang Ming, Lau Siu Ki, Edward Fredrick PenseL and Mao Yu Lang 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 29 April, 2005.

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.