

**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.

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**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,  
AMENDMENTS TO ARTICLES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of the Company to 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., is contained on pages 16 to 19 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.

\* *for identification only*

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# CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
Issue Mandate .....	4
Repurchase Mandate .....	4
Scheme Mandate .....	5
Amendments To The Articles .....	5
Re-Election Of Directors .....	6
Annual General Meeting .....	6
Right To Demand A Poll .....	6
Recommendations .....	7
<b>Appendix I — Explanatory Statement of the Repurchase Mandate</b> .....	8
<b>Appendix II — Details of Directors</b> .....	11
<b>Notice of Annual General Meeting</b> .....	16

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## DEFINITIONS

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*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 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. 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 company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Stock Exchange
“Director(s)”	the director(s) 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 company incorporated on 20 February, 1970 under the laws of Taiwan and listed on the Taiwan Stock Exchange (and the Company’s ultimate controlling shareholder)
“Hon Hai Group”	Hon Hai and its subsidiaries (excluding, except where the context otherwise requires, 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, 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Member(s)” or “Shareholder(s)”	duly registered holder(s) of the Shares
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“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 of the Annual General Meeting
“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 in the share capital of the Company
“Share Scheme”	the share scheme of the Company 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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases approved by the Securities and Futures Commission of Hong Kong as amended from time to time

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LETTER FROM THE BOARD

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**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:*

Room 25-27, 6th Floor  
Hi Tech Centre  
9 Choi Yuen Road  
Sheung Shui, New Territories  
Hong Kong

29 April, 2005

*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,  
AMENDMENTS TO ARTICLES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

By written resolutions approved in writing by all Shareholders entitled to vote at general meetings of the Company, which were passed on 1 December, 2004, general mandates were given to

\* *for identification only*

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## LETTER FROM THE BOARD

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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 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 separate mandate to issue and allot Shares.

The purpose of this circular is to provide you with information regarding, inter alia, the Issue Mandate, the Repurchase Mandate, the Scheme Mandate, the amendments to the Articles and the re-election of Directors.

### **ISSUE MANDATE**

At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, 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 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 16 to 19 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, 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 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

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## LETTER FROM THE BOARD

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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.

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 (the "Trustee") may either subscribe for new Shares at nominal value or purchase Shares from the market in accordance with the terms of the Share Scheme. At the Annual General Meeting, an ordinary resolution will be proposed for the Shareholders to consider and, if thought fit, grant the Scheme Mandate. The Shares which may be allotted and issued pursuant to the Scheme Mandate may not exceed 2% of the issued share capital of the Company on the date of the Annual General Meeting.

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 resolutions of the Shareholders in general meeting.

In accordance with the terms of the Share Scheme, any Shareholder who is entitled to receive grants through the subscription by the Trustee for new Shares 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 by the Trustee for new Shares), shall abstain from voting on the relevant resolution granting the Scheme Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 6,926,501,025 Shares of US\$0.04 each. Subject to the passing of the ordinary resolutions approving the Scheme 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 Scheme Mandate will result in 138,530,020 Shares being allotted and issued under the Scheme Mandate. On the basis of the closing price of HK\$4.625 per Share as at the Latest Practicable Date and the Scheme Mandate being exercised in full, the aggregate market value of the 138,530,020 Shares to be allotted and issued pursuant thereto would be approximately HK\$640,701,342.50. 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.

### 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 8 in the Notice of the Annual General Meeting set out on pages 16 to 19 of this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Pursuant to Article 115 of the Articles, the Directors appointed by the Company in general meeting in addition to the existing Directors shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. In accordance with Article 115 of the Articles, 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 at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Pursuant to Article 112 of the Articles, one-third of the Directors (other than the managing director or joint managing director) 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. Accordingly, no other Director will be required to retire by rotation at the Annual General Meeting in accordance with Article 112 of the Articles.

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 19 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 and the Scheme 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 procedure 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:

- (a) by the chairman of the meeting; or



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## LETTER FROM THE BOARD

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

### 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 amendments to the Articles; and (d) 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*

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## **APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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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 6,926,501,025 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 692,650,102 Shares being repurchased by the Company during the period from 8 June, 2005, 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 REPURCHASES**

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.

Repurchases may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net assets and/or earnings per Share. The Directors are seeking the grant of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The timing and the number of Shares to be repurchased, and the price and other terms upon which the same are repurchased, will be decided by the Directors at the relevant time, having regard to the circumstances then prevailing.

### **FUNDING OF REPURCHASES**

Repurchases 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.

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**APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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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, 2004. 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:

<b>Month</b>	<b>Share Prices (per Share)</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<i>2004</i>		
April	N/A	N/A
May	N/A	N/A
June	N/A	N/A
July	N/A	N/A
August	N/A	N/A
September	N/A	N/A
October	N/A	N/A
November	N/A	N/A
December	N/A	N/A
<i>2005</i>		
January	N/A	N/A
February	4.175	3.400
March	4.250	3.850
April (up to the Latest Practicable Date)	4.800	4.125

*Note: The Shares were listed on the Stock Exchange from 3 February, 2005.*

**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 Rules 26 and 32 of the Takeovers Code.

**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 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 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, they will exercise the Repurchase Mandate in accordance with the Listing Rules, all applicable laws of the Cayman Islands, the Articles and the memorandum of association of the Company.

**REPURCHASES MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars of the eight Directors proposed to be re-elected at the Annual General Meeting:

- 1 **DAI Feng Shuh**, aged 53, joined the Company as Chief Operating Officer in February 2004. Dr. Dai joined the Hon Hai Group in July 1997, and has been one of the principal managers responsible for the handset manufacturing services of the Hon Hai Group since March 2000, which is now wholly-owned and operated by the Company. He is also a director of three principal operating subsidiaries of the Company, Foxconn Precision Component (Beijing) Company Limited, Shenzhen Futaihong Precision Industrial Company Limited and Honxun Electrical Industry (Hangzhou) Company Limited, as well as Success World Holdings Limited, S&B Industry Inc., FIH Co., Limited and Foxconn DK ApS. Before joining the Company, Dr. Dai was a general manager for PC Enclosure Group of Hon Hai and prior to that, he had held production engineering management positions with Toyota - Aisin Precision Instruments in Kentucky, US, Thailand and Indonesia. With over 20 years of experience in production engineering and international business management, Dr. Dai has been instrumental in the growth of our Company since its inception. Dr. Dai received a Ph.D. in Mechanical Engineering from University of Tokyo, Japan in 1984.

Pursuant to the letter of appointment entered into between Dr. Dai and the Company, Dr. Dai'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. Dr. Dai does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, apart from holding 24,221,275 Shares in the Company and 359 shares in Hon Hai, an associated corporation of the Company within the meaning of Part XV of the SFO, Dr. Dai had no other interests in the Shares within the meaning of Part XV of the SFO.

Dr. Dai's Director's 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, 2004, the total amount of Dr. Dai's remunerations was HK\$81,250.

- 2 **CHANG Ban Ja, Jimmy**, aged 61, joined the company as a non-executive Director in December 2004. He is also the executive head of Foxconn Technology CZ s.r.o.. Mr. Chang is the managing director for Foxconn CZ and 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 of the Company. As at the Latest Practicable Date, apart from holding 1,460,055 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's 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, 2004.

- 3 **GOU Hsiao Ling**, aged 26, 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 three 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 Gou'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 Gou does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. 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 Gou's Director's 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 Gou for the financial year ended 31 December, 2004.

- 4 **LEE Jin Ming**, aged 52, joined the Company as a non-executive director in December 2004. He is also the chief accounting officer of Hon Hai. Prior to joining Hon Hai in October 1997, Mr. Lee was a senior financial manager with Philips and Chase Manhattan Bank. Mr. Lee has over 25 years of banking, corporate finance and accounting related international experience. Mr. Lee obtained a Bachelor of Arts degree from the National Chengchi University, Taiwan in 1974.

Pursuant to the letter of appointment entered into between Mr. Lee and the Company, Mr. Lee'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. Lee does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, apart from holding 265,920 shares in Hon Hai, an associated corporation of the Company within the meaning of Part XV of the SFO, Mr. Lee had no other interests in the Shares within the meaning of Part XV of the SFO.

Mr. Lee Director's fee is to be determined by the 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. Lee for the financial year ended 31 December, 2004.

- 5 **LU Fang Ming**, aged 50, joined the Company as a non-executive Director in December 2004. He is also a director, an executive vice president and a general manager of Hon Hai since the intelligent hub and switch products ODM manufacturing company he founded was acquired by Hon Hai in May 2000. Prior to joining Hon Hai, he was a vice president and general manager at Cirrus Logic/Crystal Semiconductor in charge of its Asia Pacific operations. Prior to that, Mr. Lu spent 20 years with Hewlett-Packard in various positions including general manager of the HP Taiwan Computer System Group and QMS director of the HP Asia Pacific Test & Measurement Group. Mr. Lu graduated from the Chung-Yuan University, Taiwan in 1980.

Pursuant to the letter of appointment entered into between Mr. Lu and the Company, Mr. Lu'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. Lu does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, apart from holding 441,000 shares in Hon Hai, an associated corporation of the Company within the meaning of Part XV of the SFO, Mr. Lu had no other interests in the Shares within the meaning of Part XV of the SFO.

Mr. Lu Director's 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. Lu for the financial year ended 31 December, 2004.

- 6 **LAU Siu Ki**, aged 46, joined the Company as an independent non-executive Director in December 2004. With over 20 years of experience in corporate finance, financial advisory and management, accounting and auditing, Mr. Lau is currently a financial advisory consultant running his own management consultancy firm, Hin Yan Consultants Limited. He is also a consultant to the listing and corporate finance division of Paul Chan & Partners, a medium sized certified public accountant firm in Hong Kong. Previously Mr. Lau worked at Ernst & Young for over 15 years. He graduated from Hong Kong Polytechnic in 1981. Mr. Lau is a member of both the Association of Chartered Certified Accountants ("ACCA") and The Hong Kong Institute of Certified Public Accountants. Mr. Lau is now a member of the World Council of ACCA. He has served on the executive committee of the Hong Kong branch of ACCA ("ACCA Hong Kong") since 1995, and was the chairman of ACCA Hong

Kong in 2000/2001. During these years he has helped raising the profile of ACCA Hong Kong. Mr. Lau also serves as an independent non-executive director of seven listed companies: COL Capital Limited, Carry Wealth Holdings Limited, Comba Telecom Systems Holdings Limited, Forefront International Holdings Limited, Greenfield Chemical Holdings Limited, Sys Solutions Holdings Limited and TCL Communication Technology Holdings Limited.

Pursuant to the letter of appointment entered into between Mr. Lau and the Company, Mr. Lau'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. Lau does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lau does not have any interest in the Shares within the meaning of Part XV of the SFO.

In accordance with his letter of appointment, Mr. Lau is entitled to a director's fee which is currently HK\$180,000 per annum. He is also entitled to an allowance of HK\$5,000 each month. For the financial year ended 31 December, 2004, the total amount of Mr. Lau's emoluments was HK\$20,000.

- 7 **Edward Fredrick PENSEL**, aged 52, joined as an independent non-executive Director of the Company in December 2004. Mr. Pensel has extensive background and over 20 years experience in high technology industries. He recently retired from HP (Compaq) after serving 5 years as senior vice president of the supply chain. Prior to HP (Compaq), he was a senior vice president of worldwide operations frameworks for Ingram Micro Inc., vice president of worldwide manufacturing operations for Data General Corporation and director of worldwide procurement for Apollo Computer Inc.. In addition, Mr. Pensel was with Nortel Networks Limited for 10 years, during which time the company grew from a US\$4 billion company to a US\$38 billion company.

Pursuant to the letter of appointment entered into between Mr. Pensel and the Company, Mr. Pensel'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. Pensel does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Pensel does not have any interest in the Shares within the meaning of Part XV of the SFO.

In accordance with his letter of appointment, Mr. Pensel is entitled to a director's fee which is currently HK\$180,000 per annum. For the financial year ended 31 December, 2004, the total amount of Mr. Pensel's emoluments was HK\$15,000.



- 8 **MAO Yu Lang**, aged 61, joined the Company as an independent non-executive Director in December 2004. Since 1997, Mr. Mao has been the president and chief executive officer of Nortel Networks Greater China. He is also a global cabinet member of Nortel Networks Limited. Before joining Nortel Networks Limited, Mr. Mao was a president for the Greater China region at Alcatel, as well as president and chief executive officer of Alcatel Taisel, a joint venture between Alcatel and Chunghwa Telecom. Mr. Mao is also a director of Winbond Electronics Corp., which listed on the Taiwan Stock Exchange, and of Hurray! Holdings Co., Ltd., which listed at Nasdaq, the US respectively. He has over 30 years experience in the electronics industry. Mr. Mao obtained both a Bachelor of Metallurgical Engineering degree and a Master of Engineering (Materials) degree from Cornell University in the US in 1966 and 1967 respectively. He also received a Degree of Master of Science in Management from Sloan School of Massachusetts Institute of Technology, US in 1972.

Pursuant to the letter of appointment entered into between Mr. Mao and the Company, Mr. Mao'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. Mao does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, apart from holding 461,961 shares in Hon Hai, an associated corporation of the Company within the meaning of Part XV of the SFO, Mr. Mao does not have any interest in the Shares within the meaning of Part XV of the SFO.

In accordance with his letter of appointment, Mr. Mao is entitled to a director's fee which is currently HK\$180,000 per annum. For the financial year ended 31 December, 2004, the total amount of Mr. Mao's emoluments was HK\$15,000.

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# NOTICE OF ANNUAL GENERAL MEETING

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## FOXCONN INTERNATIONAL HOLDINGS LIMITED

富士康國際控股有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**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

\* for identification only

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## NOTICE OF ANNUAL GENERAL MEETING

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(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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;
  - (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) set out in the notice convening this Meeting.”

### 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.”;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

*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, 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.