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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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, 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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**FIH**<sup>®</sup>

**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,  
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 Silk Room I, 3/F, Gateway Hotel, Harbour City, 13 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 14 April 2009 at 10:00 a.m. is contained on pages 15 to 18 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 appointed for holding 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 purposes only*

Hong Kong, 12 March 2009

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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 Silk Room I, 3/F, Gateway Hotel, Harbour City, 13 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 14 April 2009 at 10:00 a.m. or, where the context so admits, any adjournment thereof
“Articles”	the articles of 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, excluding the Company and its subsidiaries)
“Hong Kong”	the 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

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## DEFINITIONS

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“Latest Practicable Date”	6 March 2009, 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)”	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 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 and amended by a Shareholders’ resolution passed on 4 August 2006. The share scheme will be valid and effective for a period of 10 years until (inclusive of) 2 February 2015
“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

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LETTER FROM THE BOARD

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**FIH**<sup>®</sup>

**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

Daniel Joseph MEHAN

CHEN Fung Ming

*Registered Office:*

Scotia Centre, 4th Floor

P.O. Box 2804, George Town

Grand Cayman

Cayman Islands

*Principal Place of Business*

*in Hong Kong:*

8/F., Peninsula Tower

538 Castle Peak Road

Cheung Sha Wan

Kowloon

Hong Kong

12 March 2009

*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,  
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 and the re-election of the Directors.

\* *for identification purposes only*

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## LETTER FROM THE BOARD

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By resolutions approved by the Shareholders entitled to vote at the annual general meeting of the Company, which were passed on 19 June 2008, 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 repurchased under the Repurchase Mandate, if granted.

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in resolution numbers (5) and (6) in the notice of the Annual General Meeting set out on pages 15 and 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.

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## LETTER FROM THE BOARD

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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 the Board on 12 January 2005. The Share Scheme was subsequently amended by a resolution of the Shareholders passed on 4 August 2006. The Share Scheme is not subject to the provisions of Chapter 17 of the Listing Rules. The trustee for the Share Scheme 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 (“Purchase”) in accordance with the terms of the Share Scheme. In accordance with the Share Scheme, the maximum number of Shares which may be granted by the Company 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 purpose of the Share Scheme is to attract skilled and experienced personnel, to provide incentives to them to remain with the Group, to give effect to the Group’s customer-focused corporate culture and to motivate them to strive for the future development and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company.

The Board may propose or determine which employees, directors or other members of senior management of the Group or any third party service providers including any employee of Hon Hai or any of its subsidiaries (other than the Company and its subsidiaries) shall be entitled to receive grants of Shares under the Share Scheme.

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) the date on which the Scheme Mandate is revoked or varied 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) and his/her associates, shall abstain from voting on the relevant resolution granting the Scheme Mandate at the Annual General Meeting.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the issued share capital of the Company comprised 7,061,457,995 Shares of US\$0.04 each. Subject to 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 Scheme Mandate will result in up to 2% of the issued share capital of the Company as at the Latest Practicable Date or 141,229,159 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 7,202,687,154 Shares (assuming the number of Shares held by the existing Shareholders remains unchanged). On the basis of the closing price of HK\$2.57 per Share as at the Latest Practicable Date and the Scheme Mandate being exercised in full, the aggregate market value of the 141,229,159 Shares to be allotted and issued pursuant thereto would be approximately HK\$362,958,938. 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. Since the date of the last annual general meeting to the Latest Practicable Date, no Share was allotted and issued to the employees, directors or other members of senior management or third party service providers of the Group under the Share Scheme.

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 for or purchased pursuant to Subscription or 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.

### **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, Chang Ban Ja, Jimmy and Ms. Gou Hsiao Ling will retire from office by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election at such meeting. Pursuant to Article 95 of the Articles, Mr. Chen Fung Ming, appointed as an independent non-executive Director with effect from 1 November 2008, and, being eligible, will offer himself for re-election at the Annual General Meeting.

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.



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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting is set out on pages 15 to 18 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 and the re-election of the Directors.

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.

### RECOMMENDATIONS

The Board considers that (a) the granting of the Issue Mandate and the Repurchase Mandate; (b) the granting of the Scheme Mandate; and (c) 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 the 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 7,061,457,995 Shares of US\$0.04 each. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares will be issued, purchased or repurchased prior to the Annual General Meeting, exercise in full of the Repurchase Mandate can result in up to 706,145,799 Shares being repurchased by the Company during the period from 14 April 2009, being 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 the Repurchase Mandate 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's financial results.

### **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.

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## APPENDIX I EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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Any repurchase 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 repurchase or, if authorized by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on the repurchase, 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, 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 2008. 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>
2008		
March	12.26	9.68
April	12.92	10.72
May	13.90	10.00
June	10.82	7.56
July	7.75	6.04
August	9.10	5.31
September	5.87	2.83
October	4.28	1.57
November	3.16	1.85
December	3.10	1.80
2009		
January	4.58	2.58
February	3.10	2.28
March (up to the Latest Practicable Date)	2.68	2.15

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

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### **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 71.95% of the total issued share capital of the Company as at such date. In the event that the Company exercises the Repurchase Mandate in full, assuming that the issued Shares of the Company remains at 7,061,457,995 Shares and there is no alteration to the existing shareholdings of Hon Hai and Foxconn Far East, the indirect shareholding of Hon Hai in the Company will increase to approximately 79.95%. 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. The Directors have no present intention to repurchase Shares to an extent which will result in the number of Shares held by the public being reduced to less than 25%.

### **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, 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 repurchased 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 four Directors proposed to be re-elected at the Annual General Meeting:

1. **Chin Wai Leung, Samuel**, aged 58, joined the Company as Chairman and Chief Executive Officer in July 2003. Mr. Chin joined the Hon Hai Group in 2000, and had 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 Oy and FIH Co., Limited, being subsidiaries of the Company. 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 24 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.

Save as disclosed in this Appendix, he did not hold any directorship in listed public companies in the past three years up to the Latest Practicable Date.

Pursuant to the letter of appointment entered into between Mr. Chin and the Company, Mr. Chin's appointment is for a term of three years ending 22 September 2009, 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 in this Appendix, Mr. Chin 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. Chin was interested in 13,749,475 Shares and 558,690 shares in Hon Hai, an associated corporation of the Company within the meaning of Part XV of the SFO. Save as disclosed above, as at the Latest Practicable Date, Mr. Chin did not have any interest in the Shares within the meaning of Part XV of the SFO.

The director's fee of Mr. Chin is 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 2008, the total amount of Mr. Chin's emoluments 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 65, joined the Company as a non-executive Director in December 2004. Mr. Chang 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 33 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 a Master of Business Administration degree from Santa Clara University, California, US in 1970.

Save as disclosed in this Appendix, he did not hold any directorship in listed public companies in the past three years up to the Latest Practicable Date.

Pursuant to the letter of appointment entered into between Mr. Chang and the Company, Mr. Chang's appointment is for a term of three years ending on 30 November 2010, 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 in this Appendix, 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, Mr. Chang was interested in 2,545,690 shares in Hon Hai, an associated corporation of the Company within the meaning of Part XV of the SFO. Save as disclosed, as at the Latest Practicable Date, Mr. Chang did not have any interest in the Shares within the meaning of Part XV of the SFO.

The director's fee of Mr. Chang is 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 2008.

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 30, joined the Company as a non-executive Director in December 2004. Prior to taking up the directorship with the Company, Ms. Gou worked for Hon Hai as a tax manager since September 2001. She is also the chairman of Yonglin Foundation. Prior to joining the Company, she was previously also a tax consultant at PricewaterhouseCoopers in Taipei, Taiwan and an analyst with Goldman Sachs International Limited, and has over 6 years of experience in the finance industry. Ms. Gou received a Bachelor's degree in Economics from the University of California, Berkeley, US in 2001. Ms. Gou is the daughter of Mr. Gou Tai Ming, the founder, is the present chairman of the board of directors and president of Hon Hai.

Save as disclosed in this Appendix, she did not hold any directorship in listed public companies in the past three years up to the Latest Practicable Date.

Pursuant to the letter of appointment entered into between Ms. Gou and the Company, Ms. Gou's appointment is for a term of three years ending on 30 November 2010, 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 in this Appendix, Ms. 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, Ms. Gou did not have any interest in the Shares within the meaning of Part XV of the SFO.

The director's fee of Ms. Gou is 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 Ms. Gou for the financial year ended 31 December 2008.

In relation to the re-election of Ms. Gou 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.

4. **Chen Fung Ming**, aged 62, joined the Company as an independent non-executive Director in November 2008. Mr. Chen is the chairman of Prolight Opto Technology Corp. in Taiwan which provides high power LED packaging for lighting application. From 2006 to 2008, Mr. Chen was a director of Beyond Innovation Technology Corp. in Taiwan specialising in IC design for video application. He has extensive experience in the electronics and lighting industries. Mr. Chen obtained a Bachelor of Science degree in Physics from Fu Jen University in Taiwan in 1970. He also received from the University of Wisconsin, Madison, USA a Master of Science degree in Physics and a Master of Science degree in Computer Science in 1974.

Save as disclosed in this Appendix, he did not hold any directorship in listed public companies in the past three years up to the Latest Practicable Date.

Pursuant to the letter of appointment entered into between Mr. Chen and the Company, Mr. Chen's appointment is for a term of three years ending on 31 October 2011, 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 in this Appendix, Mr. Chen 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. Chen did not have any interest in the Shares within the meaning of Part XV of the SFO.

The director's fee of Mr. Chen is 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. In accordance with his letter of appointment, Mr. Chen is entitled to a director's fee which is currently HK\$180,000 per annum. For the financial year ended 31 December 2008, the total amount of Mr. Chen's emoluments was HK\$30,000.

In relation to the re-election of Mr. Chen 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.



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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)*

(Stock Code: 2038)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Shareholders of Foxconn International Holdings Limited (“**Company**”) will be held at Silk Room I, 3/F, Gateway Hotel, Harbour City, 13 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 14 April 2009 at 10:00 a.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2008 together with the reports of the directors and the independent auditors thereon.
- (2)
  - (i) To re-elect Mr. Chin Wai Leung, Samuel as director and authorise the board of directors of the Company to fix his remuneration;
  - (ii) To re-elect Mr. Chang Ban Ja, Jimmy as director and authorise the board of directors of the Company to fix his remuneration;
  - (iii) To re-elect Ms. Gou Hsiao Ling as director and authorise the board of directors of the Company to fix her remuneration; and
  - (iv) To re-elect Mr. Chen Fung Ming as director and authorise the board of directors of the Company to fix his 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 modifications 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;

*\* for identification purposes only*

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## NOTICE OF ANNUAL GENERAL MEETING

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(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

(c) for the purposes 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 exchangeable for or convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers, 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 exchangeable for or convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers 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 numbers (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

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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)(c) 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 resolution 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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) for the purposes of this resolution, “**Relevant Period**” shall have the same meaning as assigned to it under resolution number (4)(c) set out in the notice convening this meeting.”

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

Hong Kong, 12 March 2009

*Registered Office:*

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

*Principal Place of Business*

*in Hong Kong:*  
8/F., Peninsula Tower  
538 Castle Peak Road  
Cheung Sha Wan  
Kowloon  
Hong Kong

*Notes:*

- (a) The register of members of the Company will be closed from Tuesday, 7 April 2009 to Tuesday, 14 April 2009, both days inclusive, during which period no transfer of Shares of the Company can be registered. In order to be entitled to attend and vote at the Annual General Meeting, 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 4:30 p.m. on Monday, 6 April 2009.
- (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 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 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, Chang Ban Ja, Jimmy and Ms. Gou Hsiao Ling and Mr. Chen Fung Ming will, 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 12 March 2009.