

FLEXTRONICS INTERNATIONAL LTD

Form DEF 14A

July 19, 2002

Table of Contents

**SCHEDULE 14A
(RULE 14A-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
 Definitive
Proxy
Statement
Confidential, for
Use of the
Commission Only
(as permitted by
Rule 14a-6(e)(2))
Definitive
Additional
Materials
Soliciting
Material Pursuant
to sec.
240.14a-11(c) or
sec. 240.14a-12

FLEXTRONICS INTERNATIONAL LTD.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee
computed on
table below per
Exchange Act
Rules 14a-6(i)(1)
and 0-11.
(1) Title of each
class of securities
to which
transaction
applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form,
Schedule or
Registration
Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

FLEXTRONICS INTERNATIONAL LTD.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

To Be Held on August 29, 2002

To our shareholders:

You are cordially invited to attend and NOTICE IS HEREBY GIVEN of the Annual General Meeting of FLEXTRONICS INTERNATIONAL LTD. which will be held at our principal offices located at 2090 Fortune Drive, San Jose, California, United States of America, at 9:00 a.m., Pacific Daylight Time (PDT), on August 29, 2002 for the following purposes:

As Ordinary Business

1. To re-elect the following Directors, who will retire pursuant to Article 95 of our Articles of Association, to the Board of Directors:
 - (a) Michael Marks; and
 - (b) Michael Moritz.
2. To re-elect Hiroataka Takeuchi, who will cease to hold office pursuant to Article 101 of our Articles of Association, to the Board of Directors.
3. To consider and, if thought fit, to pass the following resolution:

RESOLVED THAT, pursuant to Section 153(6) of the Companies Act, Cap. 50. Mr. Patrick Foley be and hereby is re-appointed as a Director to the Board of Directors, to hold such office from the date of this Annual General Meeting until our next Annual General Meeting.

4. To receive and adopt our Audited Accounts for the fiscal year ended March 31, 2002 together with the Reports of the Directors and Auditors thereon.
 5. To consider and vote upon a proposal to appoint Deloitte & Touche LLP as our independent auditors for the fiscal year ending March 31, 2003 in place of Arthur Andersen LLP, and to authorize the Board of Directors to fix their remuneration.
-

Table of Contents

As Special Business

6. To pass the following resolution as an Ordinary Resolution:

RESOLVED THAT approval be and is hereby given for the amendment of our 2001 Equity Incentive Plan, which we refer to as the 2001 Plan, to provide that:

- (a) under the automatic option grant program of the 2001 Plan, individuals who first become non-employee directors will automatically receive options to purchase 25,000 ordinary shares, rather than the 20,000 ordinary shares currently provided for under the 2001 Plan, and eligible continuing directors will automatically annually receive options to purchase 12,500 ordinary shares on the date of the Annual General Meeting, including the 2002 Annual General Meeting, rather than the 6,000 ordinary shares currently provided for under the 2001 Plan; and
- (b) under the discretionary option grant program of the 2001 Plan, non-employee directors will be eligible to receive options to purchase up to an aggregate of 100,000 ordinary shares per calendar year, rather than the 50,000 ordinary shares currently provided for under the 2001 Plan.

7. To pass the following resolution as an Ordinary Resolution:

RESOLVED THAT approval be and is hereby given for our 1997 Employee Share Purchase Plan, which we refer to as the Share Purchase Plan, to be amended to increase the maximum number of ordinary shares authorized for issuance under the Share Purchase Plan from 2,400,000 ordinary shares to 3,400,000 ordinary shares and that an additional 1,000,000 ordinary shares be reserved for issuance under the Share Purchase Plan, and that such ordinary shares, when issued and paid for in accordance with the terms of the Share Purchase Plan, shall be validly issued, fully paid and nonassessable ordinary shares in our capital.

8. To pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, Cap. 50, and notwithstanding the provisions of Article 46 of our Articles of Association but subject otherwise to the provisions of that Act and our Articles of Association, authority be and is hereby given to our Directors to:

- (a) (i) allot and issue ordinary shares in our capital; and/or
- (ii) make or grant offers, agreements or options that might or would require ordinary shares in our capital to be allotted and issued whether after the expiration of this authority or otherwise (including but not limited to the creation and issue of warrants, debentures or other instruments convertible into ordinary shares in our capital),

at any time to and/or with such persons and upon such terms and conditions and for such purposes as our Directors may in their absolute discretion deem fit, and with such rights or restrictions as our Directors may think fit to impose and as are set forth in our Articles of Association aforesaid; and

- (b) (notwithstanding the authority conferred by this resolution may have ceased to be in force) allot and issue ordinary shares in our capital in pursuance of any offer, agreement or option made or granted by our Directors while this resolution was in force,
-

Table of Contents

and that such authority shall continue in force until the conclusion of our next Annual General Meeting or the expiration of the period within which our next Annual General Meeting is required by law to be held, whichever is the earlier.

9. To pass the following resolution as an Ordinary Resolution:

RESOLVED THAT:

- (a) at the sole discretion of our Directors at any time after the date of this Meeting, but on or before 5:00 p.m., PDT, August 31, 2003, a sum of up to S\$5,162,917.95 and, in the event that any new ordinary shares are allotted and issued by us after the close of business on July 2, 2002, which we refer to in this proposal as the Record Date, but on or before 5:00 p.m., PDT, August 31, 2003, an additional amount of S\$0.01 for each new ordinary share so allotted and issued, standing to the credit of our Share Premium Account as at March 31, 2002, which we refer to as the Capital Sum, be capitalized and distributed amongst the persons who, on a date specified by our Board of Directors after the date of this Meeting, but no later than 5:00 p.m., PDT, August 31, 2003, are the registered holders, whom we refer to as the Registered Shareholders, of existing ordinary shares of S\$0.01 each in our capital, on the footing that the Registered Shareholders become entitled to such sum as capital in terms of Article 133 of our Articles of Association. The whole of the Capital Sum shall be applied in payment in full of the aggregate par value of up to 516,291,695 new ordinary shares of S\$0.01 each in our capital and, in the event that any new shares are allotted and issued by us after the Record Date but on or before 5:00 p.m., PDT, August 31, 2003, an additional one new ordinary share of S\$0.01 each in our capital for each new ordinary share so allotted and issued, which shares together we refer to as the Bonus Shares. The Bonus Shares will rank in all respects *pari passu* with our existing ordinary shares;
- (b) accordingly, the Directors be and are hereby granted the authority to allot and issue, at their sole discretion after the date of this Meeting, but on or before 5:00 p.m., PDT, August 31, 2003, the Bonus Shares credited as fully paid to the Registered Shareholders, as nearly as practicable, in the proportion of one Bonus Share for every one existing ordinary share then held by the Registered Shareholders, fractions being disregarded;
- (c) the Bonus Shares, if and when allotted and issued, shall be treated for all purposes as an increase in the nominal amount of our issued capital and not as income;
- (d) the aggregate number of Bonus Shares representing fractional interests be disposed of by the Directors in such manner as they may deem fit to be in our interests; and
- (e) the Directors be and are hereby authorized to take such steps and exercise such discretion as they may deem fit in connection with the matters referred to in this resolution.

10. To pass the following resolution as an Ordinary Resolution:

RESOLVED THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50, the exercise by our Directors of all our powers to purchase or otherwise acquire issued ordinary shares of S\$0.01 each fully paid in our capital, not exceeding in aggregate the number of issued ordinary shares representing 10% of our issued ordinary share capital at the date of the passing of this resolution,
-

Table of Contents

at such price or prices as may be determined by our Directors from time to time up to the maximum purchase price described in paragraph (c) below, whether by way of:

- (i) market purchases on the Nasdaq National Market or any other stock exchange on which our ordinary shares may for the time being be listed and quoted; and/or
- (ii) off-market purchases (if effected other than on the Nasdaq National Market or, as the case may be, any other stock exchange on which our ordinary shares may for the time being be listed and quoted) in accordance with any equal access scheme(s) as may be determined or formulated by our Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act. Cap. 50;

and otherwise in accordance with all other laws and regulations and rules of the Nasdaq National Market or, as the case may be, any other stock exchange on which our ordinary shares may for the time being be listed and quoted as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally;

- (b) unless varied or revoked by us in a general meeting, the authority conferred on our Directors pursuant to the mandate contained in paragraph (a) above may be exercised by our Directors at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earlier of:
 - (i) the date on which our next Annual General Meeting is held; and
 - (ii) the date by which our next Annual General Meeting is required by law to be held;
- (c) the maximum purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which may be paid for an ordinary share purchased or acquired by us pursuant to the mandate contained in paragraph (a) above shall not exceed:
 - (i) in the case of a market purchase of an ordinary share, one hundred and five percent (105%) of the Average Closing Price of our ordinary shares; and
 - (ii) in the case of an off-market purchase pursuant to an equal access scheme, one hundred and ten percent (110%) of the Average Closing Price of our ordinary shares.

For the above purposes, the term Average Closing Price means the average of the last dealt prices of an ordinary share for the five consecutive trading days on which our ordinary shares are transacted on the Nasdaq National Market or, as the case may be, any other stock exchange on which our ordinary shares may for the time being be listed and quoted, immediately preceding the date of the market purchase by us or, as the case may be, the date of the making of the offer pursuant to the off-market purchase. The date of the making of the offer refers to the date on which we announce our intention to make an offer for the purchase or acquisition of ordinary shares from holders of our ordinary shares, stating therein the purchase price (which shall not be more than the maximum purchase price calculated on the foregoing basis) for each ordinary share and the relevant terms of the equal access scheme for effecting the off-market purchase; and

- (d) our Directors and/or any of them be and are hereby authorized to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may
-

Table of Contents

consider expedient or necessary to give effect to the transactions contemplated and/or authorized by this resolution.

As Ordinary Business

11. To transact any other business as may properly be transacted at any Annual General Meeting.

The Board of Directors has fixed the close of business on July 2, 2002 as the record date for determining those shareholders who will be entitled to receive copies of this Notice and accompanying proxy statement. However, shareholders of record on August 29, 2002 will be entitled to vote at the Annual General Meeting. A shareholder (member) entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his or her behalf. A proxy need not also be a shareholder (member). Representation of at least 33 1/3% of all outstanding ordinary shares of Flextronics International Ltd. is required to constitute a quorum. Accordingly, it is important that your shares be represented at the meeting. **Whether or not you plan to attend the meeting, please complete, date and sign the enclosed proxy card and return it in the enclosed envelope.** An instrument appointing a proxy must be left at EquiServe L.P., P.O. Box 8040, Boston, MA 02266-8040, United States of America, not less than 48 hours before the time appointed for holding the meeting. Your proxy may be revoked at any time prior to the time it is voted.

Only funds legally available for purchasing or acquiring our issued ordinary shares in accordance with our Articles of Association and the applicable laws of Singapore will be utilized for the purchase or acquisition by us of our own issued ordinary shares pursuant to the proposed share purchase mandate referred to in Proposal No. 10 above. We intend to use our internal sources of funds to finance the purchase or acquisition of our issued ordinary shares. The amount of financing required for us to purchase or acquire our issued ordinary shares, and the impact on our financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of ordinary shares purchased or acquired and the price at which such ordinary shares are purchased or acquired. Our net tangible assets and the consolidated net tangible assets of us and our subsidiaries will be reduced by the dollar value of the ordinary shares purchased or acquired. The purchase or acquisition of 10% of our issued ordinary shares as at the date of the Annual General Meeting will not have any material impact on our consolidated earnings for the current financial year.

By Order of the Board of Directors,

Bernard Liew Jin Yang
Yap Lune Teng
Joint Secretaries

Singapore
July 19, 2002

Shareholders should read this entire proxy statement

carefully prior to returning their proxies.

TABLE OF CONTENTS

PROXY STATEMENT FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS OF FLEXTRONICS INTERNATIONAL LTD. To Be Held on August 29, 2002

VOTING RIGHTS AND SOLICITATION OF PROXIES

PROPOSALS NO. 1, 2, AND 3: RE-ELECTION AND RE-APPOINTMENT OF DIRECTORS

EXECUTIVE COMPENSATION

Summary Compensation Table

Option Grants in Fiscal 2002

Aggregated Option Exercises in Fiscal 2002 and Option Values at March 31, 2002

Change in Control Arrangements

Compensation Committee Interlocks and Insider Participation

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

STOCK PRICE PERFORMANCE GRAPH

COMPLIANCE UNDER SECTION 16(a) OF THE SECURITIES EXCHANGE ACT OF 1934

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

PROPOSAL NO.4: TO RECEIVE AND ADOPT OUR AUDITED ACCOUNTS, INCLUDING THE REPORTS OF THE DIRECTORS AND AUDITORS

PROPOSAL NO. 5: APPOINTMENT OF INDEPENDENT AUDITORS AND AUTHORIZATION OF BOARD TO FIX THEIR REMUNERATION

AUDIT COMMITTEE REPORT

PROPOSAL NO. 6: ORDINARY RESOLUTION TO APPROVE THE INCREASE IN THE NUMBER OF ORDINARY SHARES AUTHORIZED FOR ISSUANCE UNDER THE 2001 EQUITY INCENTIVE PLAN

PROPOSAL NO. 7: ORDINARY RESOLUTION TO APPROVE THE INCREASE IN THE NUMBER OF ORDINARY SHARES AUTHORIZED FOR ISSUANCE UNDER THE 1997 EMPLOYEE SHARE PURCHASE PLAN

OTHER EQUITY COMPENSATION PLANS

PROPOSAL NO. 8: ORDINARY RESOLUTION TO APPROVE VARIOUS MATTERS RELATING TO ORDINARY SHARE ISSUANCES

PROPOSAL NO. 9: ORDINARY RESOLUTION TO APPROVE A BONUS ISSUE OF ONE ORDINARY SHARE FOR EVERY ONE EXISTING ORDINARY SHARE HELD BY OUR SHAREHOLDERS

PROPOSAL NO. 10: ORDINARY RESOLUTION TO APPROVE THE PROPOSED SHARE PURCHASE MANDATE
SHAREHOLDER PROPOSALS FOR THE 2003 ANNUAL GENERAL MEETING

OTHER MATTERS

Table of Contents**TABLE OF CONTENTS**

	<u>Page</u>
Proxy Statement for Annual General Meeting of Shareholders of Flextronics International Ltd.:	
Voting Rights and Solicitation of Proxies	1
Proposals No. 1, 2 and 3 Re-Election and Re-Appointment of Directors	2
Executive Compensation	5
Summary Compensation Table	5
Option Grants in Fiscal 2002	6
Aggregated Option Exercises in Fiscal 2002 and Option Values at March 31, 2002	7
Change in Control Arrangements	7
Compensation Committee Interlocks and Insider Participation	8
Compensation Committee Report on Executive Compensation	8
Stock Price Performance Graph	11
Compliance Under Section 16(a) of the Securities Exchange Act of 1934	12
Security Ownership of Certain Beneficial Owners and Management	12
Certain Relationships and Related Transactions	14
Proposal No. 4 Receive and Adopt Audited Accounts	16
Proposal No. 5 Appointment of Independent Auditors	17
Audit Committee Report	18
Proposal No. 6 Amendment of 2001 Equity Incentive Plan	19
Proposal No. 7 Amendment of 1997 Employee Share Purchase Plan	24
Other Equity Compensation Plans	29
Proposal No. 8 Authorization of Board to Allot and Issue Shares and Grant Options	30
Proposal No. 9 Authorization of Distribution of Bonus Shares	30
Proposal No. 10 Authorization of Share Purchase Mandate	32
Shareholder Proposals for the 2003 Annual General Meeting	36
Other Matters	36
Index to Singapore Statutory Financial Statements	S-1

Table of Contents

PROXY STATEMENT FOR
ANNUAL GENERAL MEETING OF
SHAREHOLDERS OF
FLEXTRONICS INTERNATIONAL LTD.

To Be Held on August 29, 2002

This proxy statement is furnished in connection with the solicitation by the Board of Directors of Flextronics International Ltd. of proxies to be voted at the Annual General Meeting, which will be held at 9:00 a.m., Pacific Daylight Time (PDT), on August 29, 2002 at our principal offices located at 2090 Fortune Drive, San Jose, California in the United States of America, or at any adjournments or postponements thereof, for the purposes set forth in the accompanying Notice of Annual General Meeting. This proxy statement and the included proxy card were first mailed to shareholders of record on or about July 19, 2002. The entire cost of soliciting proxies will be borne by us. Following the original mailing of the proxies and other soliciting materials, we and/or our agents may also solicit proxies by mail, telephone, telegraph or in person. Following the original mailing of the proxies and other soliciting materials, we will request that brokers, custodians, nominees and other record holders of our ordinary shares forward copies of the proxy and other soliciting materials to persons for whom they hold ordinary shares and request authority for the exercise of proxies. In these cases, we will reimburse the record holders for their reasonable expenses if they ask us to do so. We have retained Georgeson Shareholder, an independent proxy solicitation firm, to assist in soliciting proxies at an estimated fee of \$10,000 plus reimbursement of reasonable expenses.

VOTING RIGHTS AND SOLICITATION OF PROXIES

The close of business on July 2, 2002 was the record date for shareholders entitled to notice of the Annual General Meeting. As of that date, we had 516,291,695 ordinary shares, \$0.01 par value per share, issued and outstanding. All of the ordinary shares issued and outstanding on August 29, 2002 are entitled to vote at the Annual General Meeting, and shareholders of record on August 29, 2002 entitled to vote at the meeting will on a poll have one vote for each ordinary share so held on the matters to be voted upon.

Ordinary shares represented by proxies in the accompanying form which are properly executed and returned to us will be voted at the Annual General Meeting in accordance with the shareholders' instructions contained therein. Representation of at least 33 1/3% of all issued and outstanding ordinary shares is required to constitute a quorum. The affirmative vote by a show of hands of a simple majority of the shareholders present and voting at the Annual General Meeting, or if a poll is demanded by the chair or by any 10% or greater shareholder in accordance with our Articles of Association, a simple majority of the shares voting at the Annual General Meeting, is required to re-elect the Directors nominated pursuant to Proposals No. 1 and 2, to approve Proposals No. 4 and 5, and to approve the ordinary resolutions in Proposals No. 8, 9 and 10. The affirmative vote by a show of hands of a majority of not less than 75% of the shareholders entitled to vote at the Annual General Meeting, or if a poll is demanded, a majority of not less than 75% of the shares voting at the Annual General Meeting, is required to approve Proposal No. 3. The affirmative vote of a majority of the shares voting in person or by proxy at the Annual General Meeting is required to approve Proposals No. 6 and 7. Abstentions and broker non-votes are each included in the determination of the number of shares present for quorum purposes. Neither abstentions nor broker non-votes are counted in tabulations of the votes cast on proposals presented to shareholders.

In the absence of contrary instructions, shares represented by proxies will be voted FOR the Board of Directors nominees and FOR Proposals No. 4 through 10. Management does not know of any matters to be

Table of Contents

presented at this Annual General Meeting other than those set forth in this proxy statement and in the Notice accompanying this proxy statement. If other matters should properly come before the meeting, the proxy holders will vote on such matters in accordance with their best judgment. Any shareholder of record has the right to revoke his or her proxy at any time prior to voting at the Annual General Meeting by submitting a subsequently dated proxy or by attending the meeting and voting in person. To be effective, a proxy must be deposited at EquiServe L.P., P.O. Box 8040, Boston, MA 02266-8040, United States of America, at least 48 hours before the time set for the Annual General Meeting.

We have prepared, in accordance with Singapore law, Singapore statutory financial statements to be distributed as part of this proxy statement. Except as otherwise stated herein, all monetary amounts in this proxy statement have been presented in U.S. dollars.

PROPOSALS NO. 1, 2, AND 3:

RE-ELECTION AND RE-APPOINTMENT OF DIRECTORS

Under Article 95 of our Articles of Association, at each Annual General Meeting, at least one-third of the Directors, or, if their number is not a multiple of three, then the number nearest to but not less than one-third of the Directors, are required to retire from office. The Directors required to retire in each year are those who have been in office longest since their last re-election or appointment. As between persons who became or were last re-elected Directors on the same day, those required to retire are (unless they otherwise agree among themselves) determined by lot. Retiring Directors are eligible for re-election. Mr. Marks and Mr. Moritz are the two members of the Board of Directors who will retire by rotation in the manner stated above. They are eligible for re-election and have been nominated to stand for re-election at the 2002 Annual General Meeting.

Mr. Takeuchi was appointed as a Director by the Board of Directors in June 2002. Under Article 101 of our Articles of Association, any person appointed as a Director by the Board of Directors shall hold office only until the next Annual General Meeting and shall then be eligible for re-election. However, this director shall not be taken into account in determining the number of Directors who are to retire by rotation at the Annual General Meeting in the manner stated above. Mr. Takeuchi will hold office until the 2002 Annual General Meeting. He is eligible for re-election and has been nominated to stand for re-election at the 2002 Annual General Meeting.

Under Section 153(2) of the Companies Act, Cap. 50, the office of a director of a public company or of a subsidiary of a public company becomes vacant at the conclusion of the Annual General Meeting commencing after such director attains the age of 70 years. However, under Section 153(6), a person of or over the age of 70 years may, by resolution be appointed or re-appointed as a director of that company to hold office until the next annual general meeting of the company or be authorized to continue in office as a director until the next annual general meeting of the company. Notice of such resolution must be duly given within the period of time required for notice to be given to the members of the company of an annual general meeting. Such resolution must be passed by a majority of not less than 75% of such shareholders (members) of the company as are entitled to and do vote, in person or, where proxies are allowed, by proxy, at a general meeting of that company. Mr. Foley turned 70 in 2002, and, under Singapore law, his office as a Director will therefore become vacant at the conclusion of the 2002 Annual General Meeting. It is accordingly proposed that a resolution be passed at the 2002 Annual General Meeting, pursuant to Section 153(6) of the Companies Act, Cap. 50, to re-appoint Mr. Foley as a Director to hold office from the date of the 2002 Annual General Meeting until the 2003 Annual General Meeting.

Table of Contents

The proxy holders intend to vote all proxies received by them in the accompanying form for the nominees for Directors listed below. In the event any nominee is unable or declines to serve as a Director at the time of the Annual General Meeting, the proxies will be voted for any nominee who shall be designated by the present Board of Directors, in accordance with Article 100 of our Articles of Association, to fill the vacancy. In the event that additional persons are nominated for election as Directors, in accordance with Article 100 of our Articles of Association, the proxy holders intend to vote all proxies received by them for the nominees listed below. As of the date of this proxy statement, the Board of Directors is not aware of any nominee who is unable or will decline to serve as a Director.

Nominees to Board of Directors

Michael E. Marks (age 51) Mr. Marks has served as our Chief Executive Officer since January 1994. He has served as a member of our Board of Directors since December 1991 and as Chairman of our Board since July 1993. He received a B.A. and M.A. from Oberlin College and a M.B.A. from Harvard Business School.

Michael J. Moritz (age 47) Mr. Moritz has served as a member of our Board of Directors since July 1993. Since 1988, he has been a General Partner of Sequoia Capital, a venture capital firm. Mr. Moritz also serves as a director of Yahoo! Inc., PayPal Inc., Saba Software and several privately-held companies.

Hirotaka Takeuchi (age 51) Mr. Takeuchi has been a member of our Board of Directors since June 2002. He has served as dean since 1998 and as a professor of Hitotsubashi University since 1987.

Patrick Foley (age 70) Mr. Foley has served as a member of our Board of Directors since October 1997. Mr. Foley served in various positions with DHL Corporation, Inc. and its major subsidiary, DHL Airways, Inc., a global document, package and airfreight delivery company from September 1988 to 2001, most recently as its Chairman, President and Chief Executive Officer. He also serves as a director of Continental Airlines, Inc., Del Monte Corporation, Foundation Health Systems, Inc., and Glenborough Realty Trust, Inc.

Directors Not Standing for Re-Election

Goh Thiam Poh Tommie (age 51) Mr. Goh has been a member of our Board of Directors since December 2000. He founded JIT Electronics Pte Ltd in 1988, which we acquired in November 2000.

Richard L. Sharp (age 55) Mr. Sharp has served as a member of our Board of Directors since July 1993. Mr. Sharp served in various positions with Circuit City Stores, Inc., a consumer electronics and personal computer retailer, from 1982 to 2002. Mr. Sharp joined Circuit City as an Executive Vice President in 1982. He was President from 1984 to 1997, Chief Executive Officer from 1986 to 2000 and Chairman of the Board from 1994 to 2002.

Resigning Director

Mr. Chuen Fah Alain Ahkong has tendered his resignation from our Board of Directors, and our Board has accepted his resignation effective as of August 29, 2002, the date of our Annual General Meeting.

The Board recommends a vote FOR the re-election of

**Mr. Marks, Mr. Moritz and Mr. Takeuchi and the re-appointment of
Mr. Foley to the Board of Directors.**

Table of Contents

Board and Committee Meetings

Our Board of Directors held a total of 48 administrative meetings and one regularly scheduled meeting during fiscal 2002. During the period for which each current director was a director or a committee member, all directors attended at least 75% of the aggregate of the total number of regularly scheduled meetings of the Board together with the total number of meetings held by all committees of the Board on which he served. Only Mr. Marks and Mr. Moritz attended 75% of the aggregate of the total number of administrative meetings of the board.

The Board of Directors has an Audit Committee, a Compensation Committee and a Finance Committee. The Board does not have a nominating committee or other committee performing similar functions.

Audit Committee. The Audit Committee is currently composed of Mr. Foley, Mr. Moritz and Mr. Ahkong. Mr. Ahkong will serve on the Audit Committee until his resignation on the date of our Annual General Meeting. At that time, we expect that Mr. Goh will be appointed to serve on the Audit Committee. Our audit committee reviews and monitors our financial statements and accounting practices, makes recommendations to our board regarding the selection of independent auditors and reviews the results and scope of audits and other services provided by our independent auditors. The Audit Committee held four meetings in fiscal 2002.

Compensation Committee. The Compensation Committee is currently composed of Mr. Sharp and Mr. Moritz. The Compensation Committee recommends to the Board of Directors compensation for our key employees and administers the employee share option plans. The Compensation Committee held two meetings in fiscal 2002.

Finance Committee. The Finance Committee is currently composed of Mr. Marks and Mr. Moritz. The Finance Committee reviews and approves various financial matters that are not reserved to the Board of Directors. The Finance Committee held 32 meetings in fiscal 2002.

Director Compensation

Each individual who first becomes a non-employee Board member is granted a stock option to purchase 20,000 ordinary shares, pursuant to our 2001 Plan. After this initial grant, pursuant to the terms of the automatic option grant provisions of the 2001 Plan, on the date of each Annual General Meeting, each individual who is at that time serving as a non-employee director receives options to purchase 6,000 ordinary shares. Pursuant to this program, Mr. Ahkong, Mr. Goh, Mr. Moritz, Mr. Sharp and Mr. Foley each received option grants for 6,000 ordinary shares in fiscal 2002. If Proposal No. 6 is approved by our shareholders, individuals who first become non-employee directors will automatically receive options to purchase 25,000 ordinary shares and eligible continuing directors will automatically annually receive options to purchase 12,500 ordinary shares on the date of each Annual General Meeting, including the 2002 Annual General Meeting.

In addition, all directors receive reimbursement of reasonable out-of-pocket expenses incurred in connection with meetings of the Board of Directors. No non-employee director receives any cash compensation for services rendered as a director. No director who is our employee receives compensation for services rendered as a director.

Table of Contents**EXECUTIVE COMPENSATION**

The following table presents information concerning the compensation paid or accrued by us for services rendered during fiscal 2002, 2001 and 2000 by our Chief Executive Officer and each of our four other most highly compensated executive officers whose total salary and bonus for fiscal 2002 exceeded \$100,000.

Summary Compensation Table

Name and Principal Position	Fiscal Year	Annual Compensation			Long Term Compensation Awards	All Other Compensation
		Salary	Bonus	Other Annual Compensation	Securities Underlying Options	
Michael E. Marks	2002	\$ 266,528	\$	\$ 5,008(2)	600,000	\$ 5,113(6)
Chairman and Chief Executive Officer	2001	600,000	1,285,000	5,082(2)	1,036,456	8,627(7)
	2000	450,000	363,750	230,385(3)	600,000	8,350(8)
Ronny Nilsson	2002	378,501		28,472(4)	158,333	31,027(9)
President, Flextronics	2001	362,545	405,350	10,154(2)	200,000	33,614(9)
Network Services	2000	317,684	129,563	17,436(5)	160,000	34,884(9)
Michael McNamara	2002	243,750		3,868(2)	400,000	2,639(10)
Chief Operating Officer	2001	450,000	831,250	3,925(2)	600,000	4,702(11)
	2000	375,000	201,250	3,867(2)	600,000	4,750(11)
Robert R.B. Dykes	2002	202,965		4,600(2)	316,667	3,541(12)
President, Systems	2001	425,000	798,125	4,668(2)	400,000	5,329(11)
Group and Chief Financial Officer	2000	337,500	156,000	4,599(2)	240,000	3,500(11)
Ronald R. Snyder(1)	2002	167,148		4,200(2)	266,667	90(13)
President, Flextronics	2001	358,057	560,613	7,700(2)	284,000	45(13)
Design Services	2000					

- (1) Mr. Snyder joined us in April 2001, following our acquisition of the DII Group, Inc.
- (2) Represents a vehicle allowance.
- (3) Represents a vehicle allowance of \$3,868 and forgiveness of a promissory note due to one of our subsidiaries of \$200,000 and forgiveness of interest payment of \$26,517 on the promissory note.
- (4) Represents a vehicle allowance of \$ 8,667 and forgiveness of interest payment of \$19,805 on a promissory note due to one of our subsidiaries.
- (5) Represents a vehicle allowance of \$10,166 and an apartment allowance of \$7,270.
- (6) Represents our contributions to the 401(k) plan of \$2,574 and life insurance premium payments of \$2,539.
- (7) Represents our contributions to the 401(k) plan of \$4,750 and life insurance premium payments of \$3,877.
- (8) Represents our contributions to the 401(k) plan of \$4,750 and life insurance premium payments of \$3,600.
- (9) Represents our contributions to a pension retirement fund.

(10) Represents our contributions to the 401(k) plan of \$2,574 and life insurance premium payments of \$65.

5

Table of Contents

- (11) Represents our contributions to the 401(k) plan.
- (12) Represents our contributions to the 401(k) plan of \$1,109, life insurance premium payments of \$138 and spousal health insurance premium payments of \$2,294.
- (13) Represents life insurance premium payments.

Option Grants in Fiscal 2002

The following table presents information regarding option grants during fiscal 2002 to our Chief Executive Officer and each of our four other most highly compensated executive officers. All options were granted pursuant to our 1993 Share Option Plan.

The options shown in the table were granted at fair market value and are incentive stock options (to the extent permitted under the Internal Revenue Code). Options granted after October 1, 2000 generally expire ten years from the date of grant, subject to earlier termination upon termination of the optionee's employment. The options granted to Mr. Nilsson will expire four years from the date of grant.

Options granted in September 2001 were awarded in lieu of part of the optionee's annual salary and bonus compensation for fiscal years 2002 and 2003. These options become exercisable over a one-year period, with 1/12 of the shares vesting for each full calendar month that the optionee renders services to us thereafter. Options granted in October 2001 become exercisable over a four-year period, with 25% of the shares vesting on the first anniversary of the date of grant and 1/36 of the remaining shares vesting for each full calendar month that the optionee renders services to us thereafter. See "Change in Control Arrangements" below for a description of the acceleration provisions of these options. The exercise price of each option may be paid in cash or through a cashless exercise procedure involving a same-day sale of the purchase shares. We granted options to purchase an aggregate of 8,979,567 ordinary shares to our employees during fiscal 2002.

In accordance with the rules of the Securities and Exchange Commission, the table presents the potential realizable values that would exist for the options at the end of their four- or ten-year terms, as the case may be. These values are based on assumed rates of annual compound stock price appreciation of 5% and 10% from the date the option was granted to the end of the option term. Potential realizable values are based on assumed annual rates of return mandated by rules of the Securities and Exchange Commission and do not represent our estimate or projection of future ordinary share prices. The closing sale price per ordinary share as reported on the Nasdaq National Market on March 28, 2002, the last trading day of fiscal 2002, was \$18.25.

Table of Contents

Name	Individual Grants				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term	
	Number of Securities Underlying Options Granted	Percent of Total Options Granted to Employees in Fiscal 2002	Exercise Price Per Share	Expiration Date	5%	10%
Michael E. Marks	200,000	2.2%	\$ 13.98	09/21/2011	\$ 1,758,389	\$ 4,456,104
	400,000	4.5	15.90	10/01/2011	3,999,770	10,136,202
Ronny Nilsson	33,333	0.4	13.98	09/21/2005	100,425	216,268
	125,000	1.4	15.90	10/01/2005	428,319	922,399
Michael McNamara	150,000	1.7	13.98	09/21/2011	1,318,792	3,342,078
	250,000	2.8	15.90	10/01/2011	2,499,856	6,335,126
Robert R.B. Dykes	141,667	1.6	13.98	09/21/2011	1,245,529	3,156,414
	175,000	2.0	15.90	10/01/2011	1,749,899	4,434,588
Ronald R. Snyder	116,667	1.3	13.98	09/21/2011	1,025,730	2,599,401
	150,000	1.7	15.90	10/01/2011	1,499,914	3,801,076

Aggregated Option Exercises in Fiscal 2002**and Option Values at March 31, 2002**

The following table presents information concerning the exercise of options during fiscal 2002 by our Chief Executive Officer and each of our four other most highly compensated executive officers. The amounts set forth in the column entitled "Value Realized" represent the fair market value of the ordinary shares underlying the option on the date of exercise less the aggregate exercise price of the option.

In addition, the table includes the number of shares covered by both exercisable and unexercisable stock options as of March 31, 2002. Also reported are values of "in-the-money" options that represent the positive spread between the respective exercise prices of outstanding stock options and \$18.25 per share, which was the closing price per ordinary share as reported on the Nasdaq National Market on March 28, 2002, the last day of trading for fiscal 2002. These values, unlike the amounts set forth in the column entitled "Value Realized," have not been, and may never be, realized.

Name	Number of Shares Acquired on Exercise	Value Realized	Number of Securities Underlying Unexercised Options at March 31, 2002		Value of Unexercised In-the-money Options at March 31, 2002	
			Vested	Unvested	Vested	Unvested
Michael E. Marks	3,320,206	\$ 65,654,794	1,058,329	1,891,671	\$ 13,611,379	\$ 21,976,121
Ronny Nilsson	510,000	11,653,380	531,666	16,667	6,052,905	304,173
Michael McNamara	2,664	50,779	2,537,927	1,186,503	42,895,293	14,125,555
Robert R.B. Dykes	130,000	3,292,432	1,416,832	676,669	23,575,934	7,330,459
Ronald R. Snyder			553,330	427,085	8,615,460	3,802,114

Change in Control Arrangements

In August 2001, the Compensation Committee of our Board of Directors approved the amendment of the outstanding options that we have granted to our executive officers to provide that if the executive officer is terminated without cause or leaves for good reason within the first 12 months following a change in control

Table of Contents

transaction, the vesting of any unvested portion of the option will be accelerated in full, or if the executive officer is still employed upon the first year anniversary of such a change of control, the vesting of any unvested portion of the option will be accelerated in full. We anticipate that in the future, option agreements with our executive officers may contain similar acceleration provisions. Each option includes a limited stock appreciation right pursuant to which the option will automatically be canceled upon the occurrence of certain hostile tender offers, in return for a cash distribution from us based on the tender offer price per share.

Compensation Committee Interlocks and Insider Participation

The members of the Compensation Committee of our Board of Directors during fiscal 2002 were Mr. Sharp and Mr. Moritz. None of our executive officers serve on our Compensation Committee. No interlocking relationships exist between our Board of Directors or Compensation Committee and the board of directors or compensation committee of any other company.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933 or the Securities Exchange Act of 1934 which might incorporate this proxy statement by reference to future filings under those statutes, the following Compensation Committee Report on Executive Compensation will not be incorporated by reference into any of those previous filings; nor will such report be incorporated by reference into any future filings made by us under those statutes.

The Compensation Committee of the Board of Directors sets the base salaries and approves individual bonus programs for our executive officers and authorizes option grants to our executive officers. The Compensation Committee has complete discretion in establishing the terms of option grants to executive officers.

Each member of the Compensation Committee is a non-employee director within the meaning of Section 16 of the Securities Exchange Act of 1934 and an outside director within the meaning of Section 162(m) of the Internal Revenue Code. The current members of the Compensation Committee are Mr. Sharp and Mr. Moritz. The following is a summary of the policies that affect the compensation paid to executive officers, as reflected in the tables and text presented elsewhere in this proxy statement.

General Compensation Policy. Our overall policy is to offer our executive officers cash-based and equity-based compensation opportunities based upon their personal performance, our financial performance and their contribution to that performance. One of our primary objectives is to have a significant portion of each officer's compensation contingent upon our performance as well as upon his or her own level of performance. The principal factors taken into account in establishing each executive officer's compensation package are summarized below. Additional factors may be taken into account to a lesser degree, and the relative weight given to each factor varies with each individual at the discretion of the Compensation Committee. The Compensation Committee may, at its discretion, apply entirely different factors, such as different measures of financial performance, for future fiscal years.

Cash-Based Compensation. We set base salary for executive officers on the basis of personal performance and internal and industry comparability considerations. Bonuses are generally paid at the discretion of the Compensation Committee. In determining the amount of the bonus to be paid to each executive officer, including the Chief Executive Officer, we first establish a percentage of the officer's base salary as a target bonus. The amount of the actual bonus paid to the officer can be greater or less than this percentage, and

Table of Contents

depends on our net income, the performance of our operations that are under the officer's supervision and other performance factors, each as compared to budgeted performance for the period. We also have a 401(k) retirement savings plan for U.S. employees to which we can contribute a portion of profits and such contribution is allocated to eligible participants in proportion to their total compensation for the year relative to the total aggregate compensation for all eligible participants.

Long-Term Equity-Based Compensation. The Compensation Committee grants stock options, which are designed to align the interests of our executive officers with those of the shareholders and provide each individual with a significant incentive to manage our company from the perspective of an owner, with an equity stake in the business. Each grant generally allows the officer to acquire our ordinary shares at a fixed price per share (the market price on the grant date) over a period of up to ten years, thus providing a return to the officer only if he or she remains in our employ and the market price of the shares appreciates over the option term. The size of the option grant to each executive officer generally is set at a level that is intended to create a meaningful opportunity for share ownership based upon the individual's current position with us, but there is also taken into account the individual's potential for future responsibility and promotion over the option term, the individual's personal performance in recent periods and the number of options held by the individual at the time of grant. The relative weight given to these factors varies with each individual at the sole discretion of the Compensation Committee.

Chief Executive Officer Compensation. Mr. Marks' base salary is based on our expectation of his personal performance and comparisons to the base salaries of our other executive officers and in the industry.

With respect to Mr. Marks' base salary, it is our intent to provide him with a level of stability and certainty each year and not have this particular component of compensation affected to any significant degree by short-term company performance factors. In September 2001, the Compensation Committee granted Mr. Marks options to purchase 200,000 ordinary shares at an exercise price of \$13.98 per share in lieu of part of his annual base salary for fiscal years 2002 and 2003. As a result, Mr. Marks' base salary was reduced from \$600,000 in fiscal 2001 to \$266,528 in fiscal 2002. In October 2001, the Compensation Committee granted Mr. Marks options to purchase 400,000 ordinary shares at an exercise price of \$15.90 per share. The Compensation Committee based its decision regarding the size of the option grants to Mr. Marks on an analysis of option grants to Chief Executive Officers in the industry with similar responsibilities. As with our other executive officers, we also provided for the acceleration of all his unvested options in the event that, following certain mergers or acquisitions by us, Mr. Marks' employment with us is terminated or his duties are substantially reduced or changed.

Deduction Limit for Executive Compensation. Section 162(m) of the Internal Revenue Code limits federal income tax deductions for compensation paid to the chief executive officer and the four other most highly compensated officers of a public company to \$1.0 million per year, but contains an exception for performance-based compensation that satisfies certain conditions.

Table of Contents

We believe that stock options granted to our executive officers qualify for the performance-based exception to the deduction limit and because it is unlikely that other compensation payable to any of our executive officers would exceed the deduction limit in the near future, the Compensation Committee has not yet qualified compensation other than options for the performance-based exception. In approving the amount and form of compensation for our executive officers, the Compensation Committee will continue to consider all elements of cost to us of providing that compensation.

Submitted by the Compensation Committee
of the Board of Directors:

Richard L. Sharp
Michael J. Moritz

10

Table of Contents**STOCK PRICE PERFORMANCE GRAPH**

Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933 or the Securities Exchange Act of 1934 which might incorporate this proxy statement by reference to future filings under those statutes, the following performance graph will not be incorporated by reference into any of those previous filings; nor will such performance graph be incorporated by reference into any future filings made by us under those statutes.

The graph below compares the cumulative total shareholder return on our ordinary shares, the Standard & Poor's 500 Stock Index and a peer group that includes Benchmark Electronics, Inc., Celestica, Inc., Jabil Circuit, Inc., Sanmina-SCI Corporation and Solectron Corporation. In fiscal 2001, we compared the return with a peer group that consisted of Celestica, Inc., Jabil Circuit, Inc., Sanmina Corporation, SCI Systems, Inc., which was acquired by Sanmina Corporation, and Solectron Corporation.

The graph assumes that \$100 was invested in our ordinary shares, in the Standard & Poor's 500 Stock Index and in the peer group described above on March 31, 1997 and reflects the annual return through March 31, 2002, assuming dividend reinvestment.

The comparisons in the graph below are based on historical data and are not indicative of, or intended to forecast, the possible future performances of our ordinary shares.

Comparison of Five Year Cumulative Total Return***among Flextronics International Ltd., the S&P 500 Stock Index,
a New Peer Group and an Old Peer Group**

	1997	1998	1999	2000	2001	2002
Flextronics International Ltd.	\$ 100.00	\$ 217.30	\$ 513.21	\$ 1417.62	\$ 603.77	\$ 734.59
S&P 500	100.00	148.00	175.32	206.78	161.95	162.35
New Peer Group	100.00	162.63	357.02	694.22	350.42	251.17
Old Peer Group	100.00	162.63	362.55	709.40	357.89	253.00

* \$100 invested on 3/31/97 in stock or index-including reinvestment of dividends. Fiscal year ended March 31.

Table of Contents

COMPLIANCE UNDER SECTION 16(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Section 16 of the Securities Exchange Act of 1934, as amended, requires our directors and executive officers, and persons who own more than 10% of our ordinary shares to file initial reports of ownership and reports of changes in ownership with the Securities and Exchange Commission and the Nasdaq National Market. Such persons are required by Securities and Exchange Commission regulations to furnish us with copies of all Section 16(a) forms that they file. Based solely on our review of the copies of such forms furnished to us and written representations from our executive officers and directors, we believe that all Section 16(a) filing requirements for the year ended March 31, 2002 were met with the exception of the following: Mr. Goh failed to timely file Form 4 for May 2001; Mr. Goh, Mr. McNamara and Mr. Moritz failed to timely file Forms 4 for August 2001; Mr. Marks failed to timely file a Form 4 for October 2001; Mr. Marks and Mr. Nilsson failed to timely file Forms 4 for November 2001; and Mr. Marks failed to timely file a Form 4 for December 2001.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of June 1, 2002 regarding the beneficial ownership of our ordinary shares, by:

each shareholder known to us to be the beneficial owner of more than 5% of our ordinary shares;

each director;

each executive officer named in the Summary Compensation Table; and

all directors and executive officers as a group.

Information in this table as to our directors and executive officers is based upon information supplied by these individuals. Information in this table as to our 5% shareholders is based solely upon the Schedules 13G filed by these shareholders with the Securities and Exchange Commission. Where information regarding shareholders is based on Schedules 13G, the number of shares owned is as of the date for which information was provided in such schedules.

Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission that deem shares to be beneficially owned by any person who has voting or investment power with respect to such shares. Ordinary shares subject to options that are currently exercisable or exercisable within 60 days of June 1, 2002 are deemed to be outstanding and to be beneficially owned by the person holding such options for the purpose of computing the percentage ownership of such person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Unless otherwise indicated below, the persons and entities named in the table have sole voting and sole investment power with respect to all the shares beneficially owned, subject to community property laws where applicable.

Table of Contents

In the table below, percentage ownership is based on 514,711,882 ordinary shares outstanding as of June 1, 2002.

Name and Address of Beneficial Owner	Shares Beneficially Owned	
	Number of Shares	Percent
5% Shareholders:		
Entities associated with AXA Financial, Inc.(1) 1290 Avenue of the Americas New York, NY 10104	71,873,802	14.0%
Janus Capital Corporation(2) 100 Fillmore Street Denver, Colorado 80206-4923	26,091,299	5.1
Executive Officers and Directors:		
Richard L. Sharp(3)	6,067,452	1.2
Goh Thiam Poh Tommie	4,803,114	*
Michael E. Marks(4)	4,464,942	*
Michael McNamara(5)	3,437,863	*
Robert R.B. Dykes(6)	1,772,077	*
Ronald R. Snyder(7)	994,483	*
Ronny Nilsson(8)	857,777	*
Michael J. Moritz(9)	460,932	*
Patrick Foley(10)	173,500	*
Chuen Fah Alain Ahkong(11)	34,175	*
Hirotaka Takeuchi		*
All 13 directors and executive officers as a group(12)	23,809,753	4.6%

* Less than 1%.

- (1) Based on information supplied by AXA Financial, Inc. in an amended Schedule 13G filed with the Securities and Exchange Commission on February 12, 2002.
- (2) Based on information supplied by Janus Capital Corporation in a Schedule 13G filed with the Securities and Exchange Commission on February 13, 2002.
- (3) Includes 1,480,000 shares beneficially owned by Bethany Limited Partnership. Mr. Sharp, the general partner of Bethany Limited Partnership, has voting and investment power over such shares and may be deemed to beneficially own such shares. Mr. Sharp disclaims beneficial ownership of all such shares except to the extent of his proportionate interest therein. Also includes 612,000 shares held by RLS Charitable Remainder Unitrust of which Mr. Sharp is a co-trustee and 77,500 shares subject to options exercisable within 60 days of June 1, 2002 held by Mr. Sharp.
- (4) Includes 48,000 shares held by trusts for Mr. Marks' minor children. Also includes 1,524,998 shares subject to options exercisable within 60 days of June 1, 2002.
- (5) Includes 351,728 shares acquired upon exercise of options on June 4, 2002. Includes 2,472,701 additional shares subject to options exercisable within 60 days of June 1, 2002.

Table of Contents

- (6) Includes 670,000 shares acquired upon exercise of options on June 4, 2002. Includes 883,222 additional shares subject to options exercisable within 60 days of June 1, 2002 held by Mr. Dykes. Includes shares and options held by partnerships owned and controlled by Mr. Dykes.
- (7) Includes 650,553 shares subject to options exercisable within 60 days of June 1, 2002.
- (8) Includes 522,777 shares subject to options exercisable within 60 days of June 1, 2002.
- (9) Includes 383,432 shares held by the Maximus Trust. Also includes 77,500 shares subject to options exercisable within 60 days of June 1, 2002 held by Mr. Moritz.
- (10) Represents 173,500 shares subject to options exercisable within 60 days of June 1, 2002.
- (11) Represents 34,175 shares subject to options exercisable within 60 days of June 1, 2002.
- (12) Includes 7,013,886 shares subject to options exercisable within 60 days of June 1, 2002.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

Other than compensation agreements and other arrangements, which are described in Executive Compensation, and the transactions described below, during fiscal 2002, there was not, nor is there currently proposed, any transaction or series of similar transactions to which we were or will be a party:

in which the amount involved exceeded or will exceed \$60,000; and

in which any director, executive officer, holder of more than 5% of our ordinary shares or any member of their immediate family had or will have a direct or indirect material interest.

Loans to Executive Officers

Mr. McNamara. On November 25, 1998, one of our subsidiaries, Flextronics International USA, Inc., which we refer to in this section as Flextronics USA, loaned \$130,000 to Mr. McNamara. Mr. McNamara executed a promissory note in favor of Flextronics USA that bears interest at a rate of 7.25% per year and matures on November 25, 2003. The remaining outstanding balance of the loan as of March 31, 2002 was \$156,427 (representing \$130,000 in principal and \$26,427 in accrued interest).

On October 11, 2000, Flextronics USA loaned \$152,236 to Mr. McNamara. This represented the principal and interest then due on a loan previously made to Mr. McNamara on October 22, 1996, which loan was canceled at that time. Mr. McNamara executed a promissory note in favor of Flextronics USA that bears interest compounded quarterly at a rate of 5.96% per year and matures on November 11, 2003. The remaining outstanding balance of the loan as of March 31, 2002 was \$165,745 (representing \$152,236 in principal and \$13,509 in accrued interest).

On May 3, 2001, Flextronics USA loaned \$1,095,977 to Mr. McNamara. This represented the principal and interest then due on a loan previously made to Mr. McNamara on April 14, 1999, which loan was canceled at that time. Mr. McNamara executed a promissory note in favor of Flextronics USA that bears interest compounded quarterly at a rate of 4.19% per year and matures on May 3, 2003. The remaining outstanding balance of the loan as of March 31, 2002 was \$1,137,800 (representing \$1,095,977 in principal and \$41,823 in accrued interest).

On December 12, 2001, Flextronics USA loaned \$6,000,000 to Mr. McNamara. Mr. McNamara executed a promissory note in favor of Flextronics USA that bears interest at a rate of 2.48% per year and

Table of Contents

matures on December 1, 2004. The remaining outstanding balance of the loan as of March 31, 2002 was \$6,044,844 (representing \$6,000,000 in principal and \$44,844 in accrued interest).

On February 11, 2002, Flextronics USA loaned \$187,550 to Mr. McNamara. Mr. McNamara executed a promissory note in favor of Flextronics USA that bears interest compounded semi-annually at a rate of 3.53% per year and matures on May 11, 2002. The remaining outstanding balance of the loan as of March 31, 2002 was \$188,439 (representing \$187,550 in principal and \$889 in accrued interest).

On May 31, 2002, Flextronics USA loaned \$1,022,227 to Mr. McNamara. Mr. McNamara executed a Loan and Security Agreement and a promissory note in favor of Flextronics USA that bears interest at a rate of 3.21% and matures on May 31, 2003.

Mr. Nilsson. On January 24, 2000, Flextronics International Ltd. loaned Swedish Kronor 3,200,000 to Mr. Ronny Nilsson. Mr. Nilsson executed a promissory note in favor of Flextronics International Ltd. that bore interest at a rate of 4.50% per year and matured on March 31, 2002. In fiscal 2002, Mr. Nilsson paid the principal in full and accrued interest on the loan of \$19,805 was forgiven.

On May 4, 2001, one of our subsidiaries, Flextronics International N.V., loaned \$973,610 to Mr. Nilsson. Mr. Nilsson executed a promissory note in favor of Flextronics International N.V. that bears interest compounded quarterly at a rate of 4.19% per year and matures on May 4, 2004. The remaining outstanding balance of the loan as of March 31, 2002 was \$1,010,716 (representing \$973,610 in principal and \$37,106 in accrued interest).

Mr. Dykes. On May 29, 2002, Flextronics USA loaned \$1,947,221 to Mr. Robert R.B. Dykes. Mr. Dykes executed a Loan and Security Agreement and a promissory note in favor of Flextronics USA that bears interest at a rate of 5.85% per year and matures on May 29, 2006.

Mr. Smach. On April 3, 2000, Flextronics USA loaned \$1,000,000 to Mr. Thomas J. Smach. Mr. Smach executed a Loan and Security Agreement and a promissory note in favor of Flextronics USA that does not bear interest and matures on April 3, 2005. The remaining outstanding balance of the loan as of March 31, 2002 was \$1,000,000 in principal.

Other Loans to Executive Officers

In connection with an investment partnership of our executive officers, Glouple Ventures LLC, one of our subsidiaries, Flextronics International, NV, which we refer to in this section as Flextronics NV, has entered into the following transactions with our executive officers.

in July 2000, Flextronics NV loaned \$76,922 to each of Messrs. Dykes, Marks, McNamara, Nilsson, Smach and Snyder, and each executed a promissory note in favor of Flextronics NV that bears interest at a rate of 6.40% and matures on August 15, 2010;

in August 2000, Flextronics NV loaned an aggregate of \$51,157 to each of Messrs. Dykes, Marks, McNamara, Nilsson, Smach and Snyder, and each executed promissory notes in favor of Flextronics NV that bear interest at a rate of 6.22% and mature on August 15, 2010;

in November 2000, Flextronics NV loaned an aggregate of \$428,286 to each of Messrs. Dykes, Marks, McNamara, Nilsson, Smach and Snyder, and each executed promissory notes in favor of Flextronics NV that bear interest at a rate of 6.09% and mature on August 15, 2010;

Table of Contents

in August 2001, Flextronics NV loaned an aggregate of \$71,429 to each of Messrs. Dykes, Marks, McNamara, Nilsson, Smach and Snyder, and each executed a promissory note in favor of Flextronics NV that bears interest at a rate of 5.72% and matures on August 15, 2010;

in November 2001, Flextronics NV loaned an aggregate of \$58,298 to each of Messrs. Dykes, Marks, McNamara, Nilsson, Smach and Snyder, and each executed a promissory note in favor of Flextronics NV that bears interest at a rate of 5.05% and matures on August 15, 2010; and

in December 2001, Flextronics NV loaned an aggregate of \$7,692 to each of Messrs. Dykes, Marks, McNamara, Nilsson, Smach and Snyder, and each executed a promissory note in favor of Flextronics NV that bears interest at a rate of 5.05% and matures on August 15, 2010.

As of March 31, 2002, the entire principal amount of these loans from Flextronics NV, together with \$313,734 of accrued interest, was outstanding. We do not intend for any further loans to be made by Flextronics NV to our executive officers.

Investment in Softchain

During fiscal 2002, we invested approximately \$1.7 million, and Glouple Ventures invested approximately \$0.8 million in convertible promissory notes of Softchain, Inc., a private company founded by independent investors and Mr. Dykes to develop advanced supply chain software for sale across the electronics industry. These notes are convertible into preferred stock of Softchain. During fiscal 2002, we also paid approximately \$2.0 million for a license from Softchain to use its supply chain software, which is expected to improve Flextronics' costs. The terms of the investment and license were negotiated for Flextronics by Flextronics personnel with no affiliation with Softchain, and not by Mr. Dykes. Mr. Dykes is also a director of Softchain and held common stock representing approximately 16% of the capital stock of Softchain on a fully-diluted basis. In addition, members of Mr. Dykes' family hold approximately 1% of the capital stock of Softchain on a fully-diluted basis. The shares of Softchain directly held by Mr. Dykes are being donated to a charitable organization in order to eliminate the potential for, or perception of, an economic conflict of interest.

PROPOSAL NO. 4:

TO RECEIVE AND ADOPT OUR AUDITED ACCOUNTS,

INCLUDING THE REPORTS OF THE DIRECTORS AND AUDITORS

Our Annual Report on Form 10-K for the fiscal year ended March 31, 2002 accompanies this proxy statement. The Annual Report on Form 10-K includes our consolidated financial statements, prepared in conformity with generally accepted accounting principles in the United States, or U.S. GAAP. Our Singapore statutory financial statements, prepared in conformity with the provisions of the Singapore Companies Act, is included in this proxy statement. The U.S. GAAP financial statements and the Singapore statutory financial statements are accompanied by Auditors' Reports of Arthur Andersen LLP, our independent auditors for the fiscal year ended March 31, 2002. We publish our U.S. GAAP financial statements in U.S. dollars, which is

Table of Contents

the principal currency in which we conduct our business. Our Singapore statutory financial statements have been prepared and circulated to shareholders as a part of this proxy statement as required by Singapore law.

The Board recommends a vote FOR the receipt and adoption of

**our U.S. GAAP financial statements and
Singapore statutory financial statements,
including the Auditors Reports included therein and
the Directors Report included in
the Singapore statutory financial statements.**

PROPOSAL NO. 5:

APPOINTMENT OF INDEPENDENT AUDITORS AND

AUTHORIZATION OF BOARD TO FIX THEIR REMUNERATION

The Board of Directors intends to engage Deloitte & Touche LLP as independent auditors to audit our accounts and records for the fiscal year ending March 31, 2003, and to perform other appropriate services. We expect that a representative from Deloitte & Touche LLP will be present at the 2002 Annual General Meeting. Such representative will have the opportunity to make a statement if he so desires and is expected to be available to respond to appropriate questions. Arthur Andersen LLP will not seek reappointment at the 2002 Annual General Meeting.

On May 3, 2002, the Audit Committee of our Board of Directors determined that it would replace Arthur Andersen LLP as our independent auditors and resolved, subject to shareholder approval, to appoint Deloitte & Touche LLP as our independent auditors for the fiscal year ending March 31, 2003. For Singapore statutory law purposes, the appointment of Deloitte & Touche LLP is subject to shareholder approval at the 2002 Annual General Meeting. A notice of nomination of the proposed new auditors, Deloitte & Touche LLP, given by one of our shareholders is enclosed with this proxy statement, as required by Singapore law.

The report of Arthur Andersen LLP for the fiscal years ended March 31, 2002 and March 31, 2001 did not contain an adverse opinion or disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope or accounting principles. During the fiscal years ended March 31, 2002 and March 31, 2001 and the interim period from April 1, 2002 through May 3, 2002, there were no disagreements between us and Arthur Andersen LLP on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which, if not resolved to the satisfaction of Arthur Andersen LLP would have caused it to make reference to the subject matter of the disagreement in connection with its report. No reportable event, as described in Item 304(a)(1)(v) of Regulation S-K, has occurred during our fiscal years ended March 31, 2002 and March 31, 2001 or the interim period from April 1, 2002 through May 3, 2002.

During the fiscal years ended March 31, 2002 and March 31, 2001 and the interim period from April 1, 2002 through May 3, 2002, we did not consult with Deloitte & Touche LLP on (i) either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements, and neither a written report nor oral advice was provided to us that Deloitte & Touche LLP concluded was an important factor considered by us in reaching a decision as to

Table of Contents

the accounting, auditing or financial reporting issue; or (ii) the subject of any disagreement, as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions, or reportable event.

The Board recommends a vote FOR the

appointment of Deloitte & Touche LLP as independent auditors for fiscal 2003 in place of Arthur Andersen LLP and authorization for the Board to fix their remuneration.

AUDIT COMMITTEE REPORT

The Audit Committee assists the Board of Directors in overseeing of Flextronics' financial accounting and reporting processes and systems of internal controls. The committee also evaluates the performance and independence of Flextronics' independent auditors. The Audit Committee operates under a written charter. Under the written charter, the Audit Committee consists of at least three directors, a majority of whom are not officers or employees of Flextronics. The current members of the committee are Mr. Ahkong, Mr. Foley and Mr. Moritz. Each is an independent director as defined by the rules of the Nasdaq National Market.

Flextronics' financial and senior management supervise its systems of internal controls and the financial reporting process. Flextronics' independent auditors perform an independent audit of Flextronics' consolidated financial statements in accordance with generally accepted accounting principles in the United States and issue a report on these consolidated financial statements. The Audit Committee monitors these processes.

The Audit Committee has reviewed Flextronics' audited consolidated financial statements for the fiscal year ended March 31, 2002 and has met with both the management of Flextronics and its independent auditors to discuss the consolidated financial statements. Flextronics management represented to the Audit Committee that its audited consolidated financial statements were prepared in accordance with generally accepted accounting principles in the United States.

The Audit Committee also discussed with Flextronics' independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees. The Audit Committee has also received from Flextronics' independent auditors the written disclosures and letter required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, and has discussed with Flextronics' independent auditors the independence of that firm. The Audit Committee has also considered whether the provision of non-audit services by Flextronics' independent auditors is compatible with maintaining the independence of the independent auditors.

Based on the Audit Committee's discussions with the management of Flextronics and Flextronics' independent auditors and based on the Audit Committee's review of Flextronics' audited consolidated financial statements together with the report of Flextronics' independent auditors on the consolidated financial statements and the representations of Flextronics' management with regard to these consolidated financial statements, the Audit Committee recommended to Flextronics' Board of Directors that the audited consolidated financial statements be included in Flextronics' Annual Report on Form 10-K for the fiscal year ended March 31, 2002, filed with the Securities and Exchange Commission on May 3, 2002.

During the fiscal year ended March 31, 2002, the aggregate fees billed by Arthur Andersen LLP, Flextronics' auditors during fiscal 2002, for professional services were as follows:

Audit Fees. The aggregate fees billed by Arthur Andersen LLP for professional services rendered for the audit of Flextronics' annual consolidated financial statements for the fiscal year ended March 31,

Table of Contents

2002 including all statutory audits required for Flextronics subsidiaries and for the review of the consolidated financial statements included in Flextronics Forms 10-Q for the fiscal year ended March 31, 2002 were approximately \$3,600,000;

Financial Information Systems Design and Implementation Fees. There were no fees billed by Arthur Andersen LLP for professional services rendered for financial information systems design and implementation for the fiscal year ended March 31, 2002; and

All Other Fees. The aggregate fees billed by Arthur Andersen LLP for services other than those described above for the fiscal year ended March 31, 2002 totaled approximately \$5,900,000, including audit-related fees of \$1,600,000 and other fees of \$4,300,000. Audit-related fees included benefit plan audits, acquisition-related due diligence, accounting consultation, various attest services under professional standards, assistance with registration statements, comfort letters and consents. Other fees were primarily for tax services performed worldwide.

Submitted by the Audit Committee
of the Board of Directors:

Chuen Fah Alain Ahkong
Patrick Foley
Michael J. Moritz

PROPOSAL NO. 6:

ORDINARY RESOLUTION TO APPROVE THE INCREASE IN THE NUMBER OF ORDINARY SHARES AUTHORIZED FOR ISSUANCE UNDER THE 2001 EQUITY INCENTIVE PLAN

Our shareholders are being asked to approve an amendment to our 2001 Equity Incentive Plan, which was adopted by the Board of Directors and approved by the shareholders in 2001, and which we refer to as the 2001 Plan, to provide that:

- (a) under the automatic option grant program of the 2001 Plan, individuals who first become non-employee directors will automatically receive options to purchase 25,000 ordinary shares, rather than the 20,000 ordinary shares currently provided for under the 2001 Plan, and eligible continuing directors will automatically annually receive options to purchase 12,500 ordinary shares on the date of each Annual General Meeting, including the 2002 Annual General Meeting, rather than the 6,000 ordinary shares currently provided for under the 2001 Plan; and
- (b) under the discretionary option grant program of the 2001 Plan, non-employee directors will be eligible to receive options to purchase up to an aggregate of 100,000 ordinary shares per calendar year, rather than the 50,000 ordinary shares currently provided for under the 2001 Plan.

The Board believes these amendments are necessary for us to continue to attract and retain the services of qualified non-employee directors. As of June 1, 2002, there were 6,096,787 ordinary shares available for issuance under the 2001 Plan.

Table of Contents

2001 Plan History

The Board of Directors adopted the 2001 Plan in August 2001 and our shareholders approved the adoption in September 2001.

Ordinary Shares Subject to the 2001 Plan

The ordinary shares subject to issuance under the 2001 Plan consist of our authorized but unissued ordinary shares. A total of 7,000,000 ordinary shares have been reserved for issuance by the Board over the ten-year term of the 2001 Plan plus ordinary shares that are subject to issuance upon exercise of options granted under the 2001 Plan but that cease to be subject to such option for any reason other than exercise or surrender of such option. In addition to the ordinary shares reserved by the Board, subject to the terms of the 2001 Plan, the remaining ordinary shares that were available for issuance under our 1993 Share Option Plan and any ordinary shares issuable upon exercise of options granted under our 1993 Share Option Plan that expire or become unexercisable for any reason without having been exercised in full will be available for grant under the 2001 Plan.

In no event may any one participant in the 2001 Plan be granted options to purchase more than 4,000,000 ordinary shares in the aggregate per calendar year under the 2001 Plan.

In the event any change is made to our outstanding ordinary shares by reason of any recapitalization, bonus issue, stock split, combination of shares, exchange of shares or other changes affecting the outstanding shares as a class without our receipt of consideration, appropriate adjustments will be made to the maximum number and/or class of securities issuable under the 2001 Plan, the maximum number and/or class of securities for which any participant may be granted options over the term of the 2001 Plan and the number and/or class of securities and price per share in effect under each outstanding option, and the class of securities for which automatic option grants are to be subsequently made to newly elected or continuing non-employee directors.

Administration

The 2001 Plan contains two separate equity incentive programs, including a discretionary option grant program and an automatic option grant program. The discretionary option grant program is administered by the Compensation Committee with respect to executive officers and directors and by the Chairman of our Board, Mr. Marks, with respect to all other employees. The Compensation Committee and the Chairman of the Board are referred to in this section as the Plan Administrator. The Plan Administrator has complete discretion, subject to the provisions of the 2001 Plan, to authorize option grants under the 2001 Plan. However, all grants under the automatic option grant program must be made in strict compliance with the provisions of that program, and no administrative discretion can be exercised by the Plan Administrator with respect to the grants made under that program.

Eligibility

Our executive officers, members of our Board of Directors, and all of our employees and those of our subsidiaries and parents are eligible to participate in the discretionary option grant program. Non-employee directors are also eligible to participate in the automatic option grant program. Non-employee directors may not participate in the automatic option grant program if such participation is prohibited or restricted, either absolutely or subject to various securities requirements, whether legal or administrative, then being complied with in the jurisdiction in which such director is a resident. Non-employee directors are eligible to receive options to purchase an aggregate of 50,000 ordinary shares per calendar year. If this Proposal No. 6 is

Table of Contents

approved by our shareholders, non-employee directors would be eligible to receive options to purchase an aggregate of 100,000 ordinary shares per calendar year.

As of June 1, 2002 approximately 6 executive officers, 6 directors and approximately 18,500 employees were eligible to participate in the 2001 Plan, and 5 non-employee directors were eligible to participate in the automatic option grant program.

Transferability

In general, awards granted under the 2001 Plan may not be transferred in any manner other than by will or by the laws of descent and distribution. Awards may be transferred to family members through a gift or domestic relations order. Subject to applicable laws, certain optionees who reside outside of the United States and Singapore may assign their award to a financial institution located outside of the United States and Singapore.

Equity Incentive Programs

Discretionary Option Grant Program

Options may be granted under the discretionary option grant program at an exercise price per share not less than 100% of the fair market value per ordinary share on the option grant date. Each option granted under this program are generally exercisable as determined by the Compensation Committee. Options will not be exercisable more than ten years after the date of grant, and options granted to non-employees will not be exercisable more than five years after the date of grant.

Options granted under the 2001 Plan generally may be exercised as to vested shares for a period of time after the termination of the option holder's service to us or a parent or subsidiary. Generally, the Plan Administrator has complete discretion to extend the period following the optionee's cessation of service during which his or her outstanding options may be exercised and/or to accelerate the exercisability or vesting of such options in whole or in part. Such discretion may be exercised at any time while the options remain outstanding, whether before or after the optionee's actual cessation of service.

Automatic Option Grant Program

Under the automatic option grant program, each individual who first becomes a non-employee director, will automatically be granted at that time stock options to purchase 20,000 ordinary shares. In addition, on the date of each Annual General Meeting, individuals who first become non-employee directors on that date automatically will be granted options to purchase 20,000 ordinary shares, and continuing non-employee directors automatically will be granted options to purchase 6,000 ordinary shares. If this Proposal No. 6 is approved by our shareholders, following the effective date of the amendment to the 2001 Plan, the individuals who first become non-employee directors will automatically receive options to subscribe for 25,000 ordinary shares and eligible continuing directors will automatically annually receive options to subscribe for 12,500 ordinary shares.

Each option granted under this program must have an exercise price per share equal to 100% of the fair market value per ordinary share on the grant date and a maximum term of five years. Each option becomes exercisable as to 25% of the total shares one year after the date of grant and as to 1/48 of the total shares each month thereafter.

Each automatic option grant will automatically accelerate upon an acquisition of us by merger or asset sale or a hostile change in control of us. In addition, upon the successful completion of a hostile take-over,

Table of Contents

each automatic option grant which has been outstanding for at least six months may be surrendered to us for a cash distribution per surrendered option share in an amount equal to the excess of (a) the take-over price per share over (b) the exercise price payable for such share.

Valuation

The fair market value per ordinary share on any relevant date under the 2001 Plan is the closing sales price per share on that date on the Nasdaq National Market. As of June 14, 2002, the closing price of our ordinary shares on the Nasdaq National Market was \$9.54 per share.

Acceleration

Except for grants made under the automatic option grant program described above, in the event of a dissolution or liquidation or if we are acquired by merger or asset sale, each outstanding option under the discretionary option grant program shall automatically accelerate so that each such option shall, immediately prior to the effective date of such transaction, become fully exercisable with respect to the total number of shares then subject to such option and may be exercised for all or any portion of such shares. However, subject to the specific terms of an optionee's option agreement, an outstanding option under the 2001 Plan shall not so accelerate if and to the extent such option is either to be assumed or replaced with a comparable option to purchase shares of the capital stock of the successor corporation or parent thereof, such option is to be replaced with a cash incentive program of the successor corporation which preserves the option spread existing at the time of such transaction or the acceleration of such option is subject to other limitations imposed by the Plan Administrator at the time of the option grant.

The acceleration of vesting in the event of a change in the ownership or control of us may be seen as an anti-takeover provision and may have the effect of discouraging a merger proposal, a takeover attempt or other efforts to gain control of us.

Payment for Options

Option holders may pay the exercise price of vested, outstanding options in cash, by executing a same-day sale, by cancellation of indebtedness, by conversion of a convertible note issued by us or through waiver of compensation.

Amendment and Termination

The Board of Directors may at any time amend or modify the 2001 Plan in any or all respects, except that any such amendment or modification cannot adversely affect the rights of options previously granted under the 2001 Plan unless the option holders consent. The Board may terminate the 2001 Plan at any time. In addition, the automatic option grant program may not be amended more frequently than once every six months, other than to the extent necessary to comply with applicable U.S. income tax laws and regulations. In addition, the Board may not, without the approval of our shareholders,

amend the Plan to materially increase the maximum number of ordinary shares issuable under the 2001 Plan, the number of ordinary shares for which options may be granted to newly-elected or continuing non-employee directors, or the maximum number of ordinary shares for which any one individual participating in the 2001 Plan may be granted options;

materially modify the eligibility requirements for participation in the 2001 Plan; or

materially increase the benefits accruing to participants in the 2001 Plan.

Table of Contents

Term of the 2001 Plan

Unless terminated earlier, the 2001 Plan will continue until August 2011, ten years after the date the 2001 Plan was adopted by the Board of Directors.

Federal Income Tax Consequences of Option Grants

The following is a general summary as of the date of this proxy statement of the United States Federal Income Tax Consequences to us and employees participating in the 2001 Plan. Federal tax laws may change and the federal, state and local tax consequences for any participating employee will depend upon his or her individual circumstances. Each participating employee has been and is encouraged to seek the advice of a qualified tax adviser regarding the tax consequences of participation in the 2001 Plan. The following discussion does not purport to describe state or local income tax consequences or tax consequences for participants in countries other than the United States.

Options granted under the 2001 Plan may be either incentive stock options which satisfy the requirements of Section 422 of the Internal Revenue Code or non-statutory options which are not intended to meet such requirements. The United States federal income tax treatment for the two types of options differs as follows:

Incentive Stock Options. No taxable income is recognized by the optionee at the time of the option grant, and no taxable income is generally recognized at the time the option is exercised unless the optionee is subject to the alternative minimum tax. The optionee will, however, recognize taxable income in the year in which the purchased shares are sold or otherwise disposed of. For Federal tax purposes, dispositions are divided into either qualifying or disqualifying. A qualifying disposition occurs if the sale or other disposition is made after the optionee has held the shares for more than two years after the option grant date and more than one year after the exercise date. Upon a qualifying disposition, the optionee will recognize capital gain or loss. If either of these two holding periods is not satisfied, then a disqualifying disposition will result. Upon a disqualifying disposition, any gain up to the difference between the option exercise price and the fair market value of the shares on the later of the date of exercise or the date of vesting, or, if less, the amount realized on the sale of shares, will be treated as ordinary income. Any additional gain will be capital gain.

If the optionee makes a disqualifying disposition of the purchased shares, then we will be entitled to an income tax deduction, for the taxable year in which such disposition occurs, equal to the excess of the fair market value of such shares on the option exercise date over the exercise price paid for the shares. In no other instance will we be allowed a deduction with respect to the optionee's disposition of the purchased shares.

Non-Statutory Options. No taxable income is recognized by an optionee upon the grant of a non-statutory option. The optionee will in general recognize ordinary income, in the year in which the option is exercised, equal to the excess of the fair market value of the purchased shares on the exercise date over the exercise price paid for the shares, and the optionee will be required to satisfy the tax withholding requirements applicable to such income.

New Plan Benefits

The amount of future option grants under the discretionary option grant program of the 2001 Plan to:

our Chief Executive Officer;

the four other most highly compensated executive officers whose salary for the fiscal year exceeded \$100,000;

all current executive officers as a group;

Table of Contents

all current directors, who are not executive officers, as a group; and

all employees, including all officers who are not executive officers, as a group; are not determinable because, under the terms of the discretionary option grant program of the 2001 Plan, such grants are made in the discretion of the Plan Administrator or its designees. Future option exercise prices under the 2001 Plan are not determinable because they are based upon the fair market value of our ordinary shares on the date of grant.

The following table shows the option grants that were made during the fiscal year ended March 31, 2002 to these individuals:

Name and Position	Weighted Average Exercised Price Per Share	Number Of Shares
Michael E. Marks Chairman and Chief Executive Officer	\$ 15.26	600,000
Michael McNamara Chief Operating Officer	15.18	400,000
Robert R.B. Dykes President, Systems Group and Chief Financial Officer	15.04	316,667
Ronald R. Snyder President, Flextronics Design Services	15.06	266,667
Ronny Nilsson President, Flextronics Network Services	15.50	158,333
All current executive officers as a group (6 persons)	15.18	1,966,667
All current directors who are not executive officers as a group (6 persons)	14.10	30,000
All employees, including officers who are not executive officers, as a group	16.51	7,012,900

**The Board recommends a vote FOR the approval of the increase in the
number of shares authorized for issuance to directors under the
Automatic Option Grant Program of the 2001 Equity Incentive Plan.**

PROPOSAL NO. 7:

**ORDINARY RESOLUTION TO APPROVE THE INCREASE IN THE NUMBER
OF ORDINARY SHARES AUTHORIZED FOR ISSUANCE UNDER THE
1997 EMPLOYEE SHARE PURCHASE PLAN**

Our shareholders are being asked to approve an amendment to our 1997 Employee Share Purchase Plan, which was adopted by the Board of Directors and approved by the shareholders in 1997, and which we refer to as the Share Purchase Plan, to increase the number of our ordinary shares authorized for issuance under the Share Purchase Plan by 1,000,000 ordinary shares, from 2,400,000 ordinary shares to 3,400,000 ordinary shares.

As of June 1, 2002, there were 190,102 ordinary shares available for issuance under the Share Purchase Plan and if this Proposal No. 7 is approved, 1,190,102 ordinary shares will be available for issuance under the Share Purchase Plan. The Board believes the share increase is necessary for us to continue to have a sufficient reserve of ordinary shares available under the Share Purchase Plan to attract and retain the services of key

Table of Contents

employees and other qualified personnel essential to our long-term success and to effectively compete for qualified personnel in our markets.

Share Purchase Plan History

The Board of Directors adopted the Share Purchase Plan in September 1997 and our shareholders approved the adoption in October 1997. Our shareholders approved amendments to the Share Purchase Plan in August 1999 and September 2000. The purpose of the Share Purchase Plan is to provide our employees and employees of our subsidiaries and parents as designated by the Board of Directors as eligible to participate in the Share Purchase Plan with a convenient means to acquire an equity interest in us through payroll deductions and to provide an incentive for continued employment. We intend that the Share Purchase Plan will qualify as an employee stock purchase plan under Section 423 of the Internal Revenue Code of 1986, as amended.

Ordinary Shares Subject to the Share Purchase Plan

The ordinary shares subject to issuance under the Share Purchase Plan consist of our authorized but unissued ordinary shares. A total of 2,400,000 ordinary shares has been reserved for issuance by the Board under the Share Purchase Plan. This number of ordinary shares is subject to proportional adjustment to reflect stock splits, bonus issues and other similar events.

Administration

The Share Purchase Plan will be administered by the Board of Directors or a committee of at least two members of the Board, which we refer to in this section as the Committee. The interpretation or construction by the Committee of any provisions of the Share Purchase Plan will be final and binding on all employees.

Eligibility

All of our employees and those of any of our subsidiaries and parent are eligible to participate in an Offering Period, as defined below, under the Share Purchase Plan, except (a) employees who are not employed by us or, as the case may be, by a subsidiary or parent, one month before the beginning of such Offering Period; (b) employees who are customarily employed for 20 hours or less per week; (c) employees who are customarily employed for five months or less in a calendar year; (d) employees who own shares or hold options to purchase shares or who, as a result of participation in the Share Purchase Plan, would own shares or hold options to purchase shares, possessing 5% or more of the total combined voting power or value of all classes of our shares or any of our subsidiaries and parent; and (e) individuals who provide services to us as independent contractors who are reclassified as common law employees for any purpose other than federal income and employment tax purposes.

As of June 1, 2002, approximately 2,077 persons were eligible to participate in the Share Purchase Plan and 2,209,898 shares had been issued pursuant to the Share Purchase Plan.

Employees participate in the Share Purchase Plan through payroll deductions. An employee sets the rate of such payroll deductions, which may not be less than 2% nor more than 10% of the employee's compensation, including base salary, commissions, bonuses and shift premiums before any deductions from the employee's salary pursuant to Sections 125 or 401(k) of the Internal Revenue Code. No employee is permitted to purchase shares under the Share Purchase Plan at a rate which, when aggregated with such

Table of Contents

employee's rights to purchase stock under all of our similar purchase plans, exceeds \$25,000 in fair market value determined as of the Offering Date for each calendar year.

Transferability

In general, rights under the Share Purchase Plan may not be transferred in any manner other than by will or by the laws of descent and distribution.

Offering Periods

Each offering of ordinary shares under the Share Purchase Plan is for a period of six months, which we refer to as an Offering Period. Offering Periods are planned to commence on December 1 and June 1 of each year and end on May 31 and November 30 of each year, respectively. Each Offering Period consists of one six-month Purchase Period during which payroll deductions of the employees are accumulated under the Share Purchase Plan. The Board of Directors has the power to set the beginning of any Offering Period and to change the date or the duration of Offering Periods or Purchase Periods without shareholder approval, including adopting 24-month Offering Periods consisting of four six-month Purchase Periods, if such change is announced at least 15 days before the scheduled beginning of the first Offering Period or Purchase Period to be affected. The first day of each Offering Period is the Offering Date for such Offering Period and the last business day of each Purchase Period is the Purchase Date for such Purchase Period.

Employees will participate in the Share Purchase Plan during each Offering Period through regular payroll deductions as described above. Employees may elect to participate in any Offering Period by enrolling as provided under the terms of the Share Purchase Plan. Once enrolled, an employee will automatically participate in each succeeding Offering Period unless the employee withdraws from the Offering Period or the Share Purchase Plan is terminated. After the rate of payroll deductions for an Offering Period has been set by an employee, that rate will continue to be effective for the remainder of the Offering Period (and for all subsequent Offering Periods in which the employee is automatically enrolled) unless otherwise changed by the employee. The employee may increase or lower the rate of payroll deductions for any subsequent Offering Period, but may only lower the rate of payroll deductions for an ongoing Offering Period. No more than one change may be made during a single Offering Period.

Purchase Price

The purchase price of ordinary shares that may be acquired in any Purchase Period under the Share Purchase Plan is 85% of the lesser of: (a) the fair market value of the ordinary shares on the Offering Date; or (b) the fair market value of the ordinary shares on the Purchase Date. In no event may the purchase price be less than the par value of the ordinary shares. The fair market value of our ordinary shares is deemed to be the closing price of our ordinary shares on the Nasdaq National Market on the date of determination as reported in The Wall Street Journal. As of May 31, 2002, the closing price of our ordinary shares on the Nasdaq National Market was \$13.23 per share.

Purchase of Shares Under the Share Purchase Plan

The number of whole shares an employee may purchase in any Purchase Period will be determined by dividing the total payroll amount withheld from the employee during the Purchase Period pursuant to the Share Purchase Plan by the purchase price for each share determined as described above, rounded down to the

Table of Contents

nearest whole number. The purchase will take place automatically on the Purchase Date of such Purchase Period.

Withdrawal

An employee may withdraw from any Offering Period. Upon withdrawal, the accumulated payroll deductions will be returned to the withdrawn employee, without interest, provided that the withdrawal occurs at least 15 days before the related Purchase Date. If the withdrawal occurs less than 15 days before such Purchase Date, payroll deductions will continue for the remainder of that Purchase Period. No further payroll deductions for the purchase of shares will be made for the succeeding Offering Period unless the employee enrolls in the new Offering Period at least 15 days before the Offering Date.

Amendment and Termination of the Share Purchase Plan

The Board of Directors may at any time amend, terminate or extend the term of the Share Purchase Plan, except that any such termination cannot affect the terms of subscription rights previously granted under the Share Purchase Plan, nor may any amendment make any change to the terms of subscription rights previously granted which would adversely affect the right of any participant, nor may any amendment be made without shareholder approval if such amendment would:

increase the number of shares that may be issued under the Share Purchase Plan; or

change the designation of the employees, or class of employees, eligible for participation in the Share Purchase Plan.

Term of the Share Purchase Plan

The Share Purchase Plan will continue until the earlier to occur of: (a) termination of the Share Purchase Plan by the Board of Directors; (b) the issuance of all the ordinary shares reserved for issuance under the Share Purchase Plan; or (c) September 2007, ten years after the date the Share Purchase Plan was adopted by the Board of Directors.

Federal Income Tax Information

The following is a general summary as of the date of this proxy statement of the United States Federal Income Tax Consequences to us and employees participating in the share purchase plan. Federal tax laws may change and the federal, state and local tax consequences for any participating employee will depend upon his or her individual circumstances. Each participating employee has been and is encouraged to seek the advice of a qualified tax adviser regarding the tax consequences of participation in the share purchase plan. The following discussion does not purport to describe state or local income tax consequences or tax consequences for participants in countries other than the United States.

The Share Purchase Plan is intended to qualify as an employee stock purchase plan within the meaning of Section 423 of the Internal Revenue Code.

Tax Treatment for Employees. Employees will not recognize income for federal income tax purposes either upon enrollment in the Share Purchase Plan or upon the purchase of shares. All tax consequences are deferred until an employee sells the shares, disposes of the shares by gift or dies. Payroll deductions, however, remain fully taxable as ordinary income at the time the deduction is taken, and there is no deferral of the ordinary income accessed on these amounts.

Table of Contents

If ordinary shares are held for more than one year after the date of purchase and more than two years from the beginning of the applicable Offering Period, or if the employee dies while owning the shares, the employee realizes ordinary income on a sale, or a disposition by way of gift or upon death, to the extent of the lesser of: (a) 15% of the fair market value of ordinary shares at the beginning of the Offering Period; or (b) the actual gain, the amount by which the fair market value of the ordinary shares on the date of sale, gift or death exceeds the purchase price. All additional gain upon the sale of shares is treated as capital gain. If the shares are sold and the sale price is less than the purchase price, there is no ordinary income and the employee has a capital loss for the difference between the sale price and the purchase price.

If the ordinary shares are sold or are otherwise disposed of including by way of gift, but not death, bequest or inheritance, (in any case, a disqualifying disposition) within either the one-year or the two-year holding periods described above, the employee realizes ordinary income at the time of sale or other disposition, taxable to the extent that the fair market value of the ordinary shares at the date of purchase is greater than the purchase price. This excess will constitute ordinary income, not currently subject to withholding, in the year of the sale or other disposition even if no gain is realized on the sale or if a gratuitous transfer is made. The difference, if any, between the proceeds of sale and the aggregate fair market value of the ordinary shares at the date of purchase is a capital gain or loss. Capital gains may be offset by capital losses, and up to \$3,000 of capital losses may be used annually against ordinary income.

Tax Treatment for Flextronics. We will be entitled to a deduction in connection with the disposition of shares acquired under the Share Purchase Plan only to the extent that the employee recognizes ordinary income on a disqualifying disposition of the shares. We will treat any transfer of record ownership of shares as a disposition, unless we are notified to the contrary. In order to enable us to learn of disqualifying dispositions and ascertain the amount of the deductions to which it is entitled, employees will be required to notify us in writing of the date and terms of any disposition of shares purchased under the Share Purchase Plan.

ERISA. The Share Purchase Plan is not subject to any of the provisions of the Employee Retirement Income Security Act of 1974 nor is it qualified under Section 401(a) of the Internal Revenue Code.

The Board recommends a vote FOR the approval

**of the increase in the number of ordinary shares authorized
for issuance under the 1997 Employee Share Purchase Plan.**

Table of Contents**OTHER EQUITY COMPENSATION PLANS**

As of March 31, 2001, we maintained the 2001 Equity Incentive Plan and 1997 Employee Share Purchase Plan, both of which were approved by our shareholders, and the 1997 Interim Option Plan, 1998 Interim Option Plan and 1999 Interim Option Plan. None of these Interim Option Plans is subject to shareholder approval. The terms of the 2001 Equity Incentive Plan and 1997 Employee Share Purchase Plan are described above. The Interim Option Plans are described more fully below.

The following table gives information about equity awards under these plans as of March 31, 2002.

Plan Category	(A) Number of Ordinary Shares to be Issued Upon Exercise of Outstanding Options	(B) Weighted-Average Exercise Price of Outstanding Options	(C) Number of Ordinary Shares Remaining Available for Equity Compensation Plans (Excluding Ordinary Shares Reflected in Column (A))
Equity compensation plans approved by shareholders	33,975,652	\$ 17.84	6,691,359(1)
Equity compensation plans not approved by shareholders(3)	3,547,859	8.08	2,866,999(2)
Total	37,543,511	\$ 16.92	9,558,358

- (1) Of these, 6,060,736 ordinary shares remained available for grant under the 2001 Equity Incentive Plan and 630,623 ordinary shares remain available for purchase under the 1997 Employee Share Purchase Plan. Assuming that Proposal No. 7 is approved, 1,630,623 ordinary shares would be available for purchase under the 1997 Employee Share Purchase Plan
- (2) Of these, 2,197,165 ordinary shares remained available for grant under the 1999 Interim Option Plan, 177,470 ordinary shares under the 1998 Interim Option Plan and 492,364 ordinary shares under the 1997 Interim Option Plan. Does not include 20,000,000 ordinary shares reserved for issuance under the 2002 Interim Option Plan, which was adopted after March 31, 2002. See Interim Option Plans below for more information regarding these plans.
- (3) In connection with acquisitions, we have assumed the option plans, which we refer to as the Assumed Plans, and the underlying options of the acquired companies. Options to purchase a total of 8,097,628 ordinary shares under the Assumed Plans have been assumed. These options have a weighted average exercise price of \$6.12 per share. These options have been converted into options to purchase our ordinary shares on the terms specified in the applicable acquisition agreement, but are otherwise administered in accordance with the terms of the Assumed Plans. Options under the Assumed Plans generally vest over four years and expire 10 years from the date of grant. No further awards will be made under the Assumed Plans. Statistics regarding the options under the Assumed Plans are not included in the above table.

Interim Option Plans

Our 1997 Interim Option Plan, our 1998 Interim Option Plan and our 1999 Interim Option Plan were adopted by our Board in June 1997, January 1998 and December 1998, respectively. In May 2002, we adopted the 2002 Interim Option Plan. The adoption of these interim plans was necessitated by our internal growth, our multiple acquisitions and the need to provide equity compensation for employees consistent with competitors and peer companies. These interim plans are not subject to shareholder approval.

Table of Contents

The Board reserved an aggregate of 2,000,000 ordinary shares, 3,144,000 ordinary shares, 5,200,000 ordinary shares and 20,000,000 ordinary shares for issuance under the 1997 Plan, the 1998 Plan, the 1999 Plan and the 2002 Plan, respectively. These plans provide for the grant to qualified persons of non-statutory stock options to purchase our ordinary shares. Information regarding outstanding options under the 1997 Plan, the 1998 Plan and the 1999 Plan as of March 31, 2002 is set forth in the table above. Since March 31, 2002, we have granted additional options under the these plans. As of June 1, 2002, we had a total of 22,959,048 shares available for issuance under our 1997 Plan, 1998 Plan, 1999 Plan and 2002 Plan.

Shares subject to options granted pursuant to these interim plans that expire or terminate for any reason without being exercised will again become available for grant and issuance pursuant to awards under the interim plans. Options granted under these plans have an exercise price of not less than 85% of the fair market value of the underlying ordinary shares on the date of grant. Options issued under these plans generally vest over a four-year period and expire ten years from the date of grant. The other general terms of the these interim plans are similar to our 2001 Equity Incentive Plan.

PROPOSAL NO. 8:

ORDINARY RESOLUTION TO APPROVE VARIOUS MATTERS

RELATING TO ORDINARY SHARE ISSUANCES

We are incorporated in the Republic of Singapore. Under Singapore law, new ordinary shares may only be issued with the prior approval of our shareholders at a general meeting. Such approval, if granted, is effective from the date of the meeting at which it was given to the conclusion of the next Annual General Meeting of our shareholders or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier. The Board believes that it is advisable and in our best interest for our shareholders to authorize the Directors to issue new ordinary shares for financing future transactions, acquisitions and other proper corporate opportunities and purposes. Having additional ordinary shares available and authorized for issuance in the future gives us greater flexibility to pursue corporate opportunities and enables the Directors to issue new ordinary shares without the expense and delay of an extraordinary general meeting of shareholders.

We are seeking shareholder approval to issue new ordinary shares, and to make or grant offers, agreements or options that might or would require the issue of new ordinary shares, during the period from the date of the 2002 Annual General Meeting to the date of the 2003 Annual General Meeting. If obtained, shareholder approval of this proposal will lapse on the date of the 2003 Annual General Meeting or the expiration of the period within which the 2003 Annual General Meeting is required by law to be held, whichever is earlier.

The Board recommends a vote FOR the resolution

relating to ordinary share issuances.

PROPOSAL NO. 9:

ORDINARY RESOLUTION TO APPROVE A BONUS ISSUE OF ONE ORDINARY SHARE FOR

EVERY ONE EXISTING ORDINARY SHARE HELD BY OUR SHAREHOLDERS

Under Singapore law, a company may capitalize its reserves and apply such capitalized sum in payment for additional ordinary shares, which may then be allotted and issued, to its shareholders, credited as fully paid, in a transaction commonly referred to as a bonus issue. A bonus issue is similar to a stock dividend by

Table of Contents

a Delaware or California corporation. However, under our Articles of Association, we may allot and issue shares in a bonus issue, which we refer to as bonus shares, only upon recommendation of the Board of Directors and with the prior approval of our shareholders at a general meeting. The Board believes that it is advisable and has recommended that it is in the best interest for our shareholders that the Board be granted the authority to allot and issue, at its sole discretion, after the date of the 2002 Annual General Meeting, but on or before 5:00 p.m., PDT, August 31, 2003, a bonus issue of up to an aggregate of 516,291,695 bonus shares and, in the event that any new ordinary shares are allotted and issued by us after the close of business on July 2, 2002, which we refer to in this proposal as the Record Date, but on or before 5:00 p.m., PDT, August 31, 2003, an additional one bonus share for each new ordinary share so allotted and issued, to be credited as fully paid, which we refer to as the Bonus Shares.

The Board believes that such discretionary authority is in the best interest of our shareholders since it provides the Board an opportunity to review economic and financial conditions prior to making the decision as to whether a bonus issue should be effected.

If the Board exercises its authority to allot and issue the Bonus Shares after the date of the 2002 Annual General Meeting but on or before 5:00 p.m., PDT, August 31, 2003, then the Bonus Shares are to be allotted and issued to the holders of record of the ordinary shares on the date specified by our Board of Directors after the date of the 2002 Annual General Meeting, but no later than 5:00 p.m., PDT, August 31, 2003, on the basis of one bonus share for every one ordinary share then held. Fractional bonus shares will not be issued, but will be disposed of in such a manner as the Board of Directors deems fit. As a result, if the bonus issue is approved at the 2002 Annual General Meeting and the Board exercises its authority to allot and issue the Bonus Shares after the date of the 2002 Annual General Meeting, but on or before 5:00 p.m., PDT, August 31, 2003, then each holder of record of ordinary shares on the date specified by our Board of Directors after the date of the 2002 Annual General Meeting, but no later than 5:00 p.m., PDT, August 31, 2003, would receive an additional one ordinary share, credited as fully paid, for every one ordinary share then held of record by such shareholder. If the bonus issue is approved at the 2002 Annual General Meeting but the Board does not exercise its authority to allot and issue the Bonus Shares after the date of the 2002 Annual General Meeting, but on or before 5:00 p.m., PDT, August 31, 2003, then no bonus issue would be effected and, accordingly, no bonus shares would be allotted and issued to shareholders.

The Bonus Shares, if and when allotted and issued, would rank pari passu in all respects with the existing ordinary shares, and would have identical rights. A sum of up to S\$5,162,916.95 and, in the event that any new ordinary shares are allotted and issued by us after the Record Date, but on or before 5:00 p.m., PDT, August 31, 2003, an additional amount of S\$0.01 for each new share so allotted and issued, from our Share Premium Account as at March 31, 2002, which sum we refer to as the Capital Sum, would be capitalized and applied in paying up in full the Bonus Shares to be issued. Accordingly, our issued and paid up capital would increase by up to S\$5,162,916.95 after the allotment and issuance of the Bonus Shares and, in the event that any new shares are allotted and issued by us after the Record Date but on or before 5:00 p.m., PDT, August 31, 2003, an additional amount of \$0.01 each for each new share so allotted and issued. Our independent auditors have advised us that the balance in our Share Premium Account at March 31, 2002 is sufficient for the purpose of the bonus issue.

**The Board recommends a vote FOR the
resolution approving the proposed bonus issue.**

Table of Contents

PROPOSAL NO. 10:

ORDINARY RESOLUTION TO APPROVE THE PROPOSED SHARE PURCHASE MANDATE

The Proposed Share Purchase Mandate

Our purchases or acquisitions of our ordinary shares must be made in accordance with, and in the manner prescribed by, the Companies Act, Cap. 50, the listing rules of the Nasdaq National Market and such other laws and regulations as may for the time being be applicable.

It is a requirement that a company that wishes to purchase or otherwise acquire its own shares should obtain the approval of its shareholders to do so at a general meeting of its shareholders. Accordingly, approval is being sought from shareholders at the Annual General Meeting for a general and unconditional mandate, which we refer to as the Share Purchase Mandate, to be given for the purchase or acquisition by us of our issued ordinary shares. Accordingly, this resolution will be proposed as an Ordinary Resolution pursuant to which the Share Purchase Mandate will be given to the Directors to exercise all our powers to purchase or otherwise acquire our issued ordinary shares on the terms of the Share Purchase Mandate.

If approved by shareholders at the Annual General Meeting, the authority conferred by the Share Purchase Mandate will continue in force until the earlier of the date of our next Annual General Meeting or the date by which our next Annual General Meeting is required by law to be held.

The authority and limitations placed on our share purchases or acquisitions under the proposed Share Purchase Mandate are summarized below:

(a) Maximum number of ordinary shares

We may purchase or acquire only ordinary shares which are issued and fully paid up. The total number of ordinary shares which we may purchase or acquire is limited to that number of ordinary shares representing not more than 10% of our issued ordinary share capital at the date of the Annual General Meeting at which the Share Purchase Mandate is approved.

Purely for illustrative purposes, on the basis of 516,291,695 issued ordinary shares as at July 2, 2002, and assuming that no further ordinary shares are issued on or prior to the Annual General Meeting, pursuant to the proposed Share Purchase Mandate, we may purchase not more than 51,629,169 issued ordinary shares (representing 10% of our issued ordinary share capital at that date).

(b) Duration of authority

Purchases or acquisitions of ordinary shares may be made, at any time and from time to time, on and from the date of approval of the Share Purchase Mandate up to the earlier of:

- (i) the date on which our next Annual General Meeting is held or required by law to be held; or
- (ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied.

(c) Manner of purchases or acquisitions of ordinary shares

Table of Contents

Purchases or acquisitions of ordinary shares may be made by way of:

(i) market purchases on the Nasdaq National Market or any other stock exchange on which our ordinary shares may for the time being be listed and quoted, through one or more duly licensed dealers appointed by us for the purpose; and/or

(ii) off-market purchases (if effected other than on the Nasdaq National Market or, as the case may be, any other stock exchange on which our ordinary shares may for the time being be listed and quoted), in accordance with an equal access scheme.

In connection with or in relation to any equal access scheme or schemes, our Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the listing rules of the Nasdaq National Market and the Singapore Companies Act, as they consider fit in our interests in. An equal access scheme must, however, satisfy all the following conditions:

(1) offers for the purchase or acquisition of ordinary shares shall be made to every person who holds ordinary shares to purchase or acquire the same percentage of their ordinary shares;

(2) all of those persons shall be given a reasonable opportunity to accept the offers made; and

(3) the terms of all the offers are the same (except that there shall be disregarded (1) differences in consideration attributable to the fact that offers may relate to ordinary shares with different accrued dividend entitlements and (2) differences in the offers introduced solely to ensure that each person is left with a whole number of ordinary shares).

(d) Purchase price

The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for an ordinary share will be determined by our Directors. The maximum purchase price to be paid for the ordinary shares as determined by our Directors must not exceed:

(i) in the case of a market purchase, 105% of the Average Closing Price of our ordinary shares; and

(ii) in the case of an off-market purchase pursuant to an equal access scheme, 110% of the Average Closing Price of our ordinary shares,

in either case, excluding related expenses of the purchase or acquisition.

For the above purposes, the term Average Closing Price means the average of the last dealt prices of an ordinary share for the five consecutive trading days on which our ordinary shares are transacted on the Nasdaq National Market or, as the case may be, any other stock exchange on which our ordinary shares may for the time being be listed and quoted, immediately preceding the date of the market purchase by us or, as the case may be, the date of the making of the offer pursuant to the off-market purchase. The date of the making of the offer refers to the date on which we announce our intention to make an offer for the purchase or acquisition of ordinary shares from holders of ordinary shares, stating the purchase price (which shall not be more than the maximum purchase price calculated on the foregoing basis) for each ordinary share and the relevant terms of the equal access scheme for effecting the off-market purchase.

Table of Contents

Sources of Funds

Only funds legally available for purchasing or acquiring ordinary shares in accordance with our Articles of Association and applicable laws of Singapore, shall be utilized. We intend to use our internal sources of funds to finance our purchase or acquisition of ordinary shares. We do not intend to obtain or incur any borrowings to finance our purchase or acquisition of ordinary shares. The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such extent that our working capital requirements and those of our subsidiaries would be materially affected.

Any purchases and acquisitions of ordinary shares must be made out of our distributable profits which are available for payment as dividends, excluding any amount in our share premium account and capital redemption reserve fund.

Status of Purchased or Acquired Ordinary Shares

Any ordinary share we purchase or acquire is deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to that ordinary share will expire on cancellation.

We will cancel and destroy certificates in respect of purchased or acquired ordinary shares as soon as reasonably practicable following settlement of any purchase or acquisition of such ordinary shares.

Financial Effects

The amount by which our issued share capital is diminished on cancellation of ordinary shares purchased or acquired must be transferred to a reserve called the capital redemption reserve. In the event we implement a bonus issue of shares in the future, such reserve may be applied by us in paying up any unissued shares to be allotted and issued to our shareholders as fully paid bonus shares.

Our total issued share capital will be diminished by the total nominal amount (or par value) of the ordinary shares purchased or acquired by us. The consideration paid by us for the purchase or acquisition of ordinary shares (excluding related brokerage, goods and services tax, stamp duties and clearance fees) will correspondingly reduce the amount available for the distribution of cash dividends by us.

Our net tangible assets of us and the consolidated net tangible assets of us and our subsidiaries will be reduced by the dollar value of the ordinary shares purchased or acquired. The purchase or acquisition of up to 10% of our issued ordinary share capital as at the date of the Annual General Meeting will not have any material impact on our consolidated earnings for the current financial year.

Rationale for the Share Purchase Mandate

We presently maintain listing status on the Nasdaq National Market. Our need to repurchase our ordinary shares reflects in part the practices of our competitors and in part the dominance of the U.S. capital markets for us. Many international companies, including those in the United States, United Kingdom and Hong Kong are permitted by their governing jurisdictions to buy back their own shares. Share repurchases are thus widely available to and utilized by many other companies with which we compete for talent, capital, and investor and analyst interest.

Share repurchase programs are important because of volatility in the stock market. A share repurchase program tends to buffer short term share price volatility, provide additional liquidity to the market and offset the effects of short-term speculators and investors. Minimizing unnecessary volatility bolsters shareholder

Table of Contents

confidence and employee morale. The latter can be a critical factor in employee retention, especially in the U.S. Silicon Valley, where we have significant operations. Minimizing extreme volatility can also facilitate use of our ordinary shares for acquisitions of other companies, which can enable us to acquire ongoing technological improvements with minimal cash outlay.

Take-Over Implications

If, as a result of our purchase or acquisition of our issued ordinary shares, a shareholder's proportionate interest in our voting capital increases, such increase will be treated as an acquisition for the purposes of The Singapore Code on Take-overs and Mergers. If such increase results in a change of effective control, or, as a result of such increase, a shareholder or a group of shareholders acting in concert obtains or consolidates effective control of us, such shareholder or group of shareholders acting in concert could become obliged to make a take-over offer for us under Rule 14 of The Singapore Code on Take-overs and Mergers.

Under The Singapore Code on Take-overs and Mergers, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal) co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons will be presumed to be acting in concert, namely, (i) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts) and (ii) a company, its parent, subsidiaries and fellow subsidiaries, and their associated companies and companies of which such companies are associated companies, all with each other. For this purpose, ownership or control of at least 20% but not more than 50% of the equity share capital of a company will be regarded as the test of associated company status.

The circumstances under which shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 of The Singapore Code on Take-overs and Mergers after a purchase or acquisition of our issued ordinary shares by us are set out in Appendix 2 of The Singapore Code on Take-overs and Mergers.

The effect of Appendix 2 is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of us purchasing or acquiring our issued ordinary shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of our voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six months.

Under Appendix 2, a shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of us purchasing or acquiring our issued ordinary shares, the voting rights of such shareholder in us would increase to 30% or more, or if such shareholder holds between 30% and 50% of our voting rights, the voting rights of such shareholder would increase by more than 1% in any period of six months. Such shareholder need not abstain from voting in respect of the resolution authorizing the Share Purchase Mandate.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under The Singapore Code on Take-overs and Mergers as a result of any share purchase by us should consult the Securities Industry Council of Singapore and/or their professional advisers at the earliest opportunity.

The Board recommends a vote FOR the resolution

relating to the proposed share purchase mandate.

Table of Contents

SHAREHOLDER PROPOSALS FOR THE 2003 ANNUAL GENERAL MEETING

Shareholder proposals intended to be considered at the 2003 Annual General Meeting of Shareholders must be received by us no less than 120 days prior to August 29, 2003. Any proposals must be mailed to our San Jose, California offices, 2090 Fortune Drive, San Jose, California 95131, Attention: Chief Executive Officer. Such proposals may be included in next year's proxy statement if they comply with certain rules and regulations promulgated by the Securities and Exchange Commission.

OTHER MATTERS

Management does not know of any matters to be presented at this Annual General Meeting other than those set forth herein and in the notice accompanying this proxy statement.

It is important that your shares be represented at the meeting, regardless of the number of shares which you hold. **You are, therefore, urged to execute promptly and return the accompanying proxy in the envelope which has been enclosed for your convenience.** Shareholders who are present at the meeting may revoke their proxies and vote in person or, if they prefer, may abstain from voting in person and allow their proxies to be voted.

By Order of the Board of Directors,

Bernard Liew Jin Yang
Yap Lune Teng
Joint Secretaries

July 19, 2002
Singapore

Table of Contents

FLEXTRONICS INTERNATIONAL LTD. AND SUBSIDIARIES

(Incorporated in Singapore)

INDEX TO SINGAPORE STATUTORY FINANCIAL STATEMENTS

	Page
Directors Report	S-2
Statement by Directors	S-13
Auditors Report	S-14
Consolidated Financial Statements of Flextronics International Ltd. and its Subsidiaries	S-15
Supplementary Financial Statements of Flextronics International Ltd. (Parent Company)	S-56

Table of Contents

FLEXTRONICS INTERNATIONAL LTD. AND SUBSIDIARIES

DIRECTORS REPORT

MARCH 31, 2002

(Currency U.S. dollars unless otherwise stated)

Directors

The directors of the Company in office at the date of this report are:

Michael E. Marks
Michael J. Moritz
Richard L. Sharp
Patrick Foley
Chuen Fah Alain Ahkong
Goh Thiam Poh, Tommie

Principal Activities

The Company, which is listed on the Nasdaq National Market in the United States of America, is principally engaged in investment holding. The principal activities of the subsidiaries include the assembly of printed circuit boards, or PCBs, and complete systems and products, fabrication and assembly of plastic and metal enclosures, fabrication of PCBs and backplanes, and fabrication and assembly of photonics components. Certain subsidiaries are also engaged in design and technology services; logistics services, such as materials procurement, inventory management, vendor management, packaging, and distribution; automation of key components of the supply chain through advanced information technologies; and other after-market services such as repair and warranty services and network and communications installation and maintenance.

There were no significant changes in the nature of these activities during the financial year, except for the newly incorporated and acquired subsidiaries.

Employees

The total number of employees in the Company and the Group at the end of the financial year was nil and approximately 78,000, respectively (2000: nil and approximately 75,000).

Results for the Financial Year

(In Thousands)

The Company realized net income amounting to \$137,537 for the financial year. The Group realized a net loss of \$153,748 for the financial year.

Transfers to or from Reserves or Provisions

Except as shown in the financial statements, there were no material transfers to or from reserves or provisions during the year.

Table of Contents**Acquisition and Disposal of Subsidiaries**

During the financial year, the Group acquired the following subsidiaries:

Name of Company	Interest Acquired	Consideration	Net Tangible Assets/(Liabilities) at Date of Acquisition
	%	\$ 000	\$ 000
Held by the Company			
Flextronics Enclosures (HK) Ltd. (formerly known as Kingdom Advanced Products)	100	12,864	(8,488)
Held by Subsidiaries			
Flextronics Semiconductor Design, Inc. (formerly known as ASIC International, Inc.)	100	34,245	(11,412)
Remix Technologies, Inc.	100	9,527	
Telcom Global Solutions Holdings, Inc. and its subsidiaries	100	46,841	(12,817)
Instrumentation Engineering, Inc.	100	87,810	(8,892)
The Orbiant Group and its subsidiaries	91	80,594	(116,381)
(Certain subsidiaries of) Xerox Corporation	100	165,069	59,989
DNA Enterprises	100	2,660	(812)

During the financial year, the Group incorporated the following subsidiaries:

Name of Subsidiary	Country of Incorporation	Principal Activity	The Group's Effective Shareholdings
			%
Held by Subsidiaries			
Flextronics Beteiligungs GmbH	Austria	Investment holding	100
Flextronics Holding Aktiengesellschaft	Austria	Treasury Services	100
Flextronics Int. Kft	France	Manufacture of electronics and telecommunication products	100
Flextronics Manufacturing France SNC	France	Manufacture of electronics and telecommunication products	100
Flextronics Logistics (Singapore) Pte. Ltd.	Singapore	Logistic services	100
Flextronics Network Services (Thailand) Ltd.	Thailand	Network and communications installation and maintenance services	83

Table of Contents

The following subsidiaries were liquidated during the financial year:

Name of Subsidiary	Interest Disposed of	Consideration	Net Tangible Assets
	%	\$	\$
Flextronics International Packages & Packing Materials Poland Sp.zo.o	100		

Except as disclosed above, there were no other acquisitions or disposals of subsidiaries during the financial year.

Issue of Shares and Debentures

During the financial year,

(i) the Company issued the following shares:

- (a) 20,000,000 Ordinary Shares of S\$0.01 each for cash at \$25.96 per share respectively for public offering with proceeds amounting to \$503.8 million, net of issuance costs of \$15.4 million.
- (b) 7,989,287 Ordinary Shares of S\$0.01 each for cash at a premium of \$42.2 million, net of expenses, by virtue of the exercise of share options previously granted.
- (c) 767,301 Ordinary Shares of S\$0.01 each for cash at a premium of \$15.4 million, net of expenses, by virtue of the Employee Share Purchase Plan.
- (d) 1,104,076 Ordinary Shares of S\$0.01 each at a premium of \$31.5 million for the acquisition of Flextronics Semiconductor Design, Inc. (formerly known as ASIC International, Inc.), which was held by Flextronics International Holding Corp., a wholly owned subsidiary of the Company.
- (e) 1,985,117 Ordinary Shares of S\$0.01 each for the acquisition of Telcom Global Solutions Holdings, Inc. and its subsidiaries at a premium of \$41.9 million, which were held by Flextronics International PA, Inc., a wholly owned subsidiary of the Company.
- (f) 4,175,191 Ordinary Shares of S\$0.01 each at a premium of \$90.0 million for the acquisition of Instrumentation Engineering, Inc., which was held by Flextronics International USA, Inc., a wholly owned subsidiary of Flextronics International Holding Corp., which is in turn a wholly owned subsidiary of the Company.
- (g) 442,625 Ordinary Shares of S\$0.01 each at a premium of \$15.1 million related to contingent purchase price adjustments related to the acquisition of Ojala-Yhtma Oy. and its subsidiary, which is held by a wholly owned subsidiary of the Company, in the prior financial year.
- (h) 177,781 Ordinary Shares of S\$0.01 each at a premium of \$4.1 million related to contingent purchase price adjustments related to the acquisition of Flextronics Photonics PPT, Inc. (formerly known as Photonics Packaging Technologies, Inc.), which is held by a wholly owned subsidiary of the Company, in the prior financial year.

In connection with the Group's strategic alliance with Motorola Inc. (Motorola) in financial year 2001, Motorola paid \$100.0 million for an equity instrument that entitled it to acquire 22,000,000 Flextronics Ordinary Shares at any time through December 31, 2005 upon meeting targeted purchase levels or making additional payments to the Group. The issuance of this equity instrument resulted in a one-time charge equal

Table of Contents

to the excess of the fair value of the equity instrument issued over the \$100.0 million proceeds received. As a result, the one-time non-cash charge amounted to approximately \$286.5 million offset by a corresponding credit to additional paid-in capital in financial year 2001.

In the current financial year, the Group entered into an agreement with Motorola under which it repurchased this equity instrument for \$112.0 million. The fair value of the equity instrument on the date it was repurchased exceeded the amount paid to repurchase the equity instrument. Accordingly, the Group accounted for the repurchase of the equity instrument as a reduction to shareholders' equity in the accompanying consolidated statement of shareholders' equity.

During the financial year, its subsidiaries issued the following shares:

Name of Company	Shares Issued	Purpose
Flextronics International Tecnologia Ltda.	\$13.6 million par value	For investment of capital
Flextronics Manufacturing Mex, S.A. de C.V.	39,775,000 Ordinary Shares of \$1.08 each	For investment of capital
Flextronics Manufacturing Mex, S.A. de C.V.	22,789,873 Ordinary Shares of \$5.41 each	For investment of capital
Flextronics Manufacturing Mex, S.A. de C.V.	4,950 Ordinary Shares of \$1.09 each	For investment of capital
Flextronics Manufacturing Mex, S.A. de C.V.	229,834,764 Ordinary Shares of \$1.00 each	For investment of capital
Flextronics International USA, Inc.	800,000 Ordinary Shares, of \$0.04 each, \$20.0 million additional paid-in capital	For investment of capital
Flextronics International USA, Inc.	1,000 Ordinary Shares, of \$50.00 each	For investment of capital
Flextronics Manufacturing Aguascalientes, S.A. de C.V.	55,600,000 Ordinary Shares of \$0.11 each	For incorporation
Flextronics Plastics, S.A. de C.V.	16,525,085 Ordinary Shares of \$1.08 each	For investment of capital
Flextronics Holding (Singapore) Pte. Ltd.	\$71.8 million additional paid- in capital	For investment of capital
Flextronics Manufacturing (Shanghai) Co. Ltd.	\$4.6 million additional paid-in capital	For investment of capital

S-5

Table of Contents

Name of Company	Shares Issued	Purpose
Flextronics (Penang) Sdn. Bhd	\$13.6 million additional paid-in capital	For incorporation and investment of capital
Flextronics Plastics (Singapore) Pte. Ltd.	\$74.1 million par value	For investment of capital
Flextronics Technologies (India) Pvt. Ltd.	5,876,353 Ordinary Shares of \$0.22 each	For investment of capital
Flextronics Industrial (Zhuhai) Co., Ltd.	\$6.0 million par value	For incorporation
Flextronics Technology (Shenzhen) Co. Ltd.	\$1.7 million par value	For investment of capital
Flextronics International Cork B.V	\$11.0 million par value	For investment of capital
Flextronics International Cork B.V	\$42.5 million additional paid-in capital	For investment of capital
Flextronics International Kft	\$5.5 million par value, \$36.0 million additional paid-in capital	For investment of capital
Flextronics International Kft	\$16.8 million additional paid-in capital	For acquisition
Flextronics Technology		
Shah Alam Sdn. Bhd.	2,999,998 of Ordinary Shares, of RM1 each	For incorporation
Flextronics Udine S.p.A	\$3.3 million additional paid-in capital	For investment of capital
Flextronics Beteiligungs GmbH	30,680 Ordinary Shares	For incorporation
Flextronics Beteiligungs GmbH	\$482,118 additional paid-in capital	For investment of capital
Flextronics Holding Finland Oy	\$13.2 million additional paid-in capital	For investment of capital
Flextronics Design Finland Oy	26 Ordinary Shares of \$80.08 each	For acquisition
Flextronics International PA, Inc.	\$35.5 million additional paid-in capital	For incorporation
Flextronics International PA, Inc.	\$42.3 million additional paid-in capital	For acquisition

Table of Contents

Name of Company	Shares Issued	Purpose
Flextronics International PA, Inc.	\$11.8 million additional paid-in capital	For investment of capital
Flextronics Logistics S.A. de C.V., GDL, Mexico	19,531,375 Ordinary Shares, \$2.1 million additional paid-in capital	For investment of capital
Flextronics Logistics (Singapore) Pte. Ltd.	500,000 Ordinary Shares of \$.55 each	For incorporation
Irish Express Logistics	\$11.7 million additional paid-in capital	For investment of capital
IEC Logistics, Inc.	\$13.9 million additional paid-in capital	For investment of capital
Multilayer Technology GmbH & Co. KG	\$817,789 additional paid-in capital	For investment of capital
Multek Brazil Ltda.	\$3.0 million additional paid-in capital	For investment of capital
Flextronics Network Services Sweden AB	\$3.0 million par value	For investment of capital
Flextronics Network Services Sweden AB	\$164,000 par value, \$32.8 million additional paid-in capital	For investment of capital
Flextronics Network Services Sweden AB	\$59,000 par value, \$0.5 million additional paid-in capital	For investment of capital
Flextronics Network Services Sweden AB	\$0.2 million par value, \$0.7 million additional paid-in capital	For investment of capital
Telcom Global Solutions Holdings, Inc.	\$41.9 million additional paid- in capital	For acquisition
Flextronics International Avellino S.p.A	\$5.6 million par value	For investment of capital
Flextronics International Denmark A/ S	1,000 shares at \$11.78 each, \$23.7 million additional paid-in capital	For investment of capital
Flextronics International Poland Sp.zo.o	\$39.1 million additional paid- in capital	For investment of capital

S-7

Table of Contents

Except as disclosed above, neither the Company nor its subsidiaries issued any shares or debentures during the financial year.

Arrangements to Enable Directors to Acquire Shares or Debentures

Except pursuant to those share option schemes as disclosed below, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Directors Interest in Shares and Debentures

The interests of the directors who held office at the end of the financial year in the share capital or debentures of the Company and related corporations were as follows:

	Interest Held			
	As of March 31, 2001	As of March 31, 2002		
Ordinary Shares of S\$0.01 Each				
Michael E. Marks	2,119,738	2,939,944		
Michael J. Moritz	359,432	383,432		
Richard L. Sharp	5,965,952	5,989,952		
Patrick Foley	40,000			
Goh Thiam Poh, Tommie	5,573,114	4,803,114		
	As of March 31, 2001	As of March 31, 2002	Exercise Price	Exercisable Period
Options to Acquire Ordinary Shares of S\$0.01 Each				
Michael E. Marks	720		\$ 2.8907	11.8.1996 to 11.8.2001
	40,946		2.8907	11.8.1996 to 11.8.2001
	792,084	16,667	4.1875	12.11.1997 to 12.11.2002
	3,200,000	733,333	6.0000	10.28.1998 to 10.28.2003
	26,004	26,004	14.5000	10.1.1999 to 10.1.2004
	573,996	573,996	14.5000	10.1.1999 to 10.1.2004
	36,456		4.5742	4.7.2000 to 4.7.2005
	1,000,000	1,000,000	23.1875	12.20.2000 to 12.20.2010
		200,000	13.9800	9.21.2001 to 9.21.2011
		400,000	15.9000	10.1.2001 to 10.1.2011
Michael J. Moritz	24,000		2.1563	8.15.1996 to 8.15.2001
	24,000	24,000	5.5625	10.14.1997 to 10.14.2002
	24,000	24,000	4.0000	9.18.1998 to 9.18.2003
	24,000	24,000	13.8750	8.27.1999 to 8.27.2004
	6,000	6,000	42.0313	9.21.2000 to 9.21.2005
		6,000	14.1000	9.20.2001 to 9.20.2011

Table of Contents

	As of March 31, 2001	As of March 31, 2002	Exercise Price	Exercisable Period
Options to Acquire Ordinary Shares of S\$0.01 Each				
Richard L. Sharp	24,000		2.1563	8.15.1996 to 8.15.2001
	24,000	24,000	5.5625	10.14.1997 to 10.14.2002
	24,000	24,000	4.0000	9.18.1998 to 9.18.2003
	24,000	24,000	13.8750	8.27.1999 to 8.27.2004
	6,000	6,000	42.0313	9.21.2000 to 9.21.2005
		6,000	14.1000	9.20.2001 to 9.20.2011
Patrick Foley	120,000	120,000	5.5625	10.14.1997 to 10.14.2002
	24,000	24,000	4.0000	9.18.1998 to 9.18.2003
	24,000	24,000	13.8750	8.27.1999 to 8.27.2004
	6,000	6,000	42.0313	9.21.2000 to 9.21.2005
		6,000	14.1000	9.20.2001 to 9.20.2011
Chuen Fah Alain Ahkong	24,000	4,000	4.0000	9.18.1998 to 9.18.2003
	24,000	24,000	13.8750	8.27.1999 to 8.27.2004
	6,000	6,000	42.0313	9.21.2000 to 9.21.2005
		2,700	23.0200	7.6.2001 to 7.6.2011
		6,000	14.1000	9.20.2001 to 9.20.2011
Goh Thiam Poh, Tommie		6,000	14.1000	9.20.2001 to 9.20.2011

Other than as disclosed above, no other directors of the Company had an interest in any shares or debentures of the Company or related corporations either at the beginning or end of the financial year.

Directors Contractual Benefits

Since the end of the previous financial year, no director has received or become entitled to receive a benefit by reason of a contract made by the Company or a related corporation with the director or with a firm of which he is a member or with a company in which he has a substantial financial interest except for any professional fees paid to a firm of which the director is a member.

Dividends

No dividend has been paid or declared since the end of the previous financial year. The directors of the Company do not recommend payment of a dividend during the financial year.

Allowance for Doubtful Accounts

Before the financial statements of the Company were prepared, the directors took reasonable steps to ensure that proper action had been taken in relation to writing off bad debts and providing for doubtful accounts of the Company, and satisfied themselves that all known bad debts had been written off and that adequate provision had been made for doubtful accounts.

Table of Contents

At the date of this report, the directors are not aware of any circumstances which would render the amount of bad debts written off or the amount of allowance for doubtful accounts in the consolidated financial statements inadequate to any substantial extent.

Current Assets

Before the financial statements of the Group and the Company were prepared, the directors took reasonable steps to ensure that any current assets which were unlikely to realize their book values in the ordinary course of business had been written down to their estimated realizable values or that adequate provision had been made for the diminution in values of such current assets.

At the date of this report, the directors are not aware of any circumstances, which would render the values attributed to current assets in the accompanying consolidated financial statements of the Group and the accompanying supplementary financial statements of the Company misleading.

Charges and Contingent Liabilities

At the date of this report, no charge on the assets of the Company or any corporation in the Group has arisen which secures the liabilities of any other person and no contingent liability has arisen since the end of the financial year.

Ability to Meet Obligations

No contingent or other liability of the Company or any corporation in the Group has become enforceable, or is likely to become enforceable, within the period of twelve months after the end of the financial year which will or may substantially affect the ability of the Company and the Group to meet their obligations as and when they fall due.

Other Circumstances Affecting Financial Statements

At the date of this report, the directors are not aware of any circumstances not otherwise dealt with in this report or the financial statements of the Group and the Company, which would render any amount stated in the accompanying consolidated and supplementary financial statements misleading.

Material and Unusual Transactions

In the opinion of the directors, except as disclosed in Note 9 of the accompanying consolidated financial statements of the Group and the accompanying supplementary financial statements of the Company, the results of the operations of the Group or of the Company for the financial year ended March 31, 2002 have not been substantially affected by any item, transaction or event of a material and unusual nature.

Material and Unusual Transactions After the Financial Year

In the opinion of the directors, in the interval between the end of the financial year and the date of this report, no item, transaction or event of a material and unusual nature, likely to affect substantially the results of the operations of the Company and of the Group for the financial year in which this report is made, has arisen.

Table of Contents

Share Options and Share Option Plans (Schemes)

2001 Equity Incentive Plan (the 2001 Plan)

During the financial year ended March 31, 2002, options for a total of 1,437,835 Ordinary Shares in the Company were granted with an exercise price ranging from \$14.34 to \$22.99 and a weighted average exercise price of \$15.5773 under the 2001 Plan. No Ordinary Shares in the Company were issued during the financial year by virtue of the exercise of options granted under the 2001 Plan. As at March 31, 2002, the number and class of unissued shares under options granted under the 2001 Plan was 6,060,736 Ordinary Shares, net of cancellation of options for 8,886,729 Ordinary Shares. The expiration dates range from October 1, 2006 to February 29, 2012.

1993 Share Option Plan (the 1993 Plan)

During the financial year ended March 31, 2002, options for a total of 7,510,876 Ordinary Shares in the Company were granted with an exercise price ranging from \$13.00 to \$23.02 and a weighted average exercise price of \$15.61 under the 1993 Plan. A total of 2,222,486 Ordinary Shares in the Company were issued during the financial year by virtue of the exercise of options granted under the 1993 Plan. Pursuant to the adoption of the 2001 Plan in August 2001, remaining unissued shares under the 1993 Plan will be available for issuance under the 2001 Plan, and no additional options will be granted under the 1993 Plan. As such, as at March 31, 2002, there were no unissued shares under options granted under the 1993 Plan. The expiration dates range from June 2, 2002 to February 29, 2012.

1997 Interim Option Plan (the 1997 Plan)

During the financial year ended March 31, 2002, no options were granted under the 1997 Plan. A total of 154,261 Ordinary Shares in the Company were issued during the financial year by virtue of the exercise of options granted under the 1997 Plan. As at March 31, 2002, the number and class of unissued shares under options granted under the 1997 Plan was 492,364 Ordinary Shares, net of cancellation of options for 664,084 Ordinary Shares. The expiration dates range from June 5, 2002 to June 2, 2003.

1998 Interim Option Plan (the 1998 Plan)

During the financial year ended March 31, 2002, no options were granted under the 1998 Plan. A total of 442,002 Ordinary Shares in the Company were issued during the financial year by virtue of the exercise of options granted under the 1998 Plan. As at March 31, 2002, the number and class of unissued shares under options granted under the 1998 Plan was 177,470 Ordinary Shares, net of cancellation of options for 232,870 Ordinary Shares. The expiration dates range from December 11, 2002 to October 12, 2003.

1999 Interim Option Plan (the 1999 Plan)

During the financial year ended March 31, 2002, no options were granted under the 1999 Plan. A total of 349,580 Ordinary Shares in the Company were issued during the financial year by virtue of exercise of options granted under the 1999 Plan. As at March 31, 2002, the number and class of unissued shares under options granted under the 1999 Plan was 2,197,165 Ordinary Shares, net of cancellation of options for 390,077 Ordinary Shares. The expiration dates range from December 15, 2003 to September 7, 2004.

Table of Contents

Assumed Option Plans (the Assumed Plans)

The Company has certain option plans and the underlying options of companies, which the Company has merged with or acquired. Total options assumed under these plans amounted to 8,097,628. Options under the Assumed Plans have been converted into the Company's options and adjusted to effect the appropriate conversion ratio as specified by the applicable acquisition agreement, but are otherwise administered in accordance with the terms of the Assumed Plans. A total of 4,808,291 Ordinary Shares of the Company were issued during the financial year by virtue of exercise of options granted under the Assumed Plans. No further option grants will be awarded under the Assumed Plans.

Employee Share Purchase Plan (the ESPP)

The ESPP was approved by the shareholders in October 1997. Under the ESPP, employees may purchase, on a periodic basis, a limited number of Ordinary Shares through payroll deductions over a six-month period up to 10% of each participant's compensation. The per share purchase price is 85% of the fair market value of the shares at the beginning or end of the offering period, whichever is lower. A total of 767,301 Ordinary Shares were sold under the ESPP during the current financial year. The per-share weighted average fair value of Ordinary Shares sold under the ESPP in financial year 2002 was \$20.08.

Auditors

On May 3, 2002, the Audit Committee of the Company's Board of Directors determined that it would replace Arthur Andersen LLP as the Company's independent auditors and resolved, subject to the approval of the Company's shareholders, to appoint Deloitte & Touche LLP as the Company's independent auditors for the fiscal year ending March 31, 2003. For Singapore statutory law purposes, the appointment of Deloitte & Touche LLP will be subject to the approval of the Company's shareholders at the Company's 2002 Annual General Meeting.

On Behalf of the Board of Directors

MICHAEL E. MARKS

Director

CHUEN FAH ALAIN AHKONG

Director

Singapore

June 15, 2002

S-12

Table of Contents

Statement by Directors

In the opinion of the directors, the accompanying financial statements set out on pages S-15 to S-73 are drawn up so as to give a true and fair view of the state of affairs of the Group and the Company as at March 31, 2002 and the results and changes in equity of the Group and the Company and the cash flows of the Group and the Company for the year then ended and at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

On Behalf of the Board of Directors

MICHAEL E. MARKS

Director

CHUEN FAH ALAIN AHKONG

Director

Singapore

June 15, 2002

S-13

Table of Contents

Auditors Report to the Members of Flextronics International Ltd.

We have audited the consolidated financial statements of the Flextronics International Ltd and its subsidiaries (the Group) set out on pages S-15 to S-55 and the supplementary financial statements of Flextronics International Ltd (the Company) set out on pages S-56 to S-73 as at 31 March 2002 and for the year then ended, collectively the statutory financial statements. These statutory financial statements are the responsibility of the Company s directors. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Singapore Standards on Auditing. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the directors, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion:

- (a) the statutory financial statements are properly drawn up in accordance with the provisions of the Companies Act, modified by specific disclosure exemption granted by the Registrar of Companies and Businesses of Singapore and accounting principles generally accepted in the United States, and so as to give a true and fair view of:
 - (i) the state of affairs of the Group and of the Company as at 31 March 2002 and of the results and changes in equity of the Group and of the Company and cash flows of the Group and of the Company for the year then ended; and
 - (ii) the other matters required by Section 201 of the Act to be dealt with in the statutory financial statements;
- (b) the accounting and other records and the registers required by the Act to be kept by the Company and by those subsidiaries incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

We have considered the financial statements and auditors reports of all subsidiaries, of which we have not acted as auditors, being financial statements included in the consolidated financial statements.

We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations as required by us for those purposes.

The auditors reports relating to the financial statements of the subsidiaries were not subject to any material qualification and, in respect of subsidiaries incorporated in Singapore, did not include any comment made under Section 207 (3) of the Act.

Arthur Andersen

Certified Public Accountants

Singapore

June 15, 2002

Table of Contents**CONSOLIDATED FINANCIAL STATEMENTS OF FLEXTRONICS INTERNATIONAL LTD. AND ITS SUBSIDIARIES:****FLEXTRONICS INTERNATIONAL LTD.****CONSOLIDATED BALANCE SHEETS**

	March 31,	
	2002	2001
	(In thousands, except share and per share amounts)	
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 745,124	\$ 631,588
Accounts receivable, less allowance for doubtful accounts of \$41,649 and \$44,419 as of March 31, 2002 and 2001, respectively	1,866,576	1,651,252
Inventories, net	1,292,230	1,787,055
Deferred income taxes	51,954	42,595
Other current assets	597,303	343,557
	<hr/>	<hr/>
Total current assets	4,553,187	4,456,047
Property, plant and equipment, net	2,032,495	1,828,441
Deferred income taxes	312,996	139,678
Goodwill and other intangibles, net	1,538,148	983,384
Other assets	207,873	164,105
	<hr/>	<hr/>
Total assets	\$8,644,699	\$7,571,655
	<hr/>	<hr/>
LIABILITIES AND SHAREHOLDERS EQUITY		
Current Liabilities:		
Bank borrowings and current portion of long-term debt	\$ 282,478	\$ 298,052
Current portion of capital lease obligations	16,557	27,602
Accounts payable	1,962,630	1,480,468
Other current liabilities	896,639	735,184
	<hr/>	<hr/>
Total current liabilities	3,158,304	2,541,306
Long-term debt, net of current portion	843,082	879,525
Capital lease obligations, net of current portion	20,211	37,788
Other liabilities	167,606	82,675
Commitments and contingencies		
Shareholders Equity:		
Ordinary shares, S\$.01 par value; authorized 1,500,000,000 shares; issued and outstanding 513,011,778 and 476,370,089 as of March 31, 2002 and 2001, respectively	3,043	2,841
Additional paid-in capital	4,898,807	4,266,938
Retained deficit	(286,640)	(132,892)
Accumulated other comprehensive loss	(159,714)	(106,526)
	<hr/>	<hr/>
Total shareholders equity	4,455,496	4,030,361
	<hr/>	<hr/>
Total liabilities and shareholders equity	\$8,644,699	\$7,571,655
	<hr/>	<hr/>

The accompanying notes are an integral part of these consolidated financial statements.

S-15

Table of Contents

FLEXTRONICS INTERNATIONAL LTD.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Years Ended March 31,		
	2002	2001	2000
	(In thousands, except per share amounts)		
Net sales	\$ 13,104,847	\$ 12,109,699	\$ 6,959,122
Cost of sales	12,224,969	11,127,896	6,335,242
Unusual charges	464,391	510,495	7,519
	<hr/>	<hr/>	<hr/>
Gross profit	415,487	471,308	616,361
Selling, general and administrative	443,586	430,109	319,952
Goodwill and other intangibles amortization	12,615	63,541	41,326
Unusual charges	110,035	462,847	3,523
Interest and other expense, net	91,853	67,115	69,912
	<hr/>	<hr/>	<hr/>
Income (loss) before income taxes	(242,602)	(552,304)	181,648
Provision for (benefit from) income taxes	(88,854)	(106,285)	23,080
	<hr/>	<hr/>	<hr/>
Net income (loss)	\$ (153,748)	\$ (446,019)	\$ 158,568
	<hr/>	<hr/>	<hr/>
Earnings (loss) per share:			
Basic	\$ (0.31)	\$ (1.01)	\$ 0.44
	<hr/>	<hr/>	<hr/>
Diluted	\$ (0.31)	\$ (1.01)	\$ 0.42
	<hr/>	<hr/>	<hr/>
Shares used in computing per share amounts:			
Basic	489,553	441,991	356,338
	<hr/>	<hr/>	<hr/>
Diluted	489,553	441,991	383,119
	<hr/>	<hr/>	<hr/>

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**

	Years Ended March 31,		
	2002	2001	2000
		(In thousands)	
Net income (loss)	\$(153,748)	\$(446,019)	\$ 158,568
Other comprehensive income (loss):			
Foreign currency translation adjustment, net of tax	(44,450)	(49,844)	(16,783)
Unrealized gain (loss) on investments and derivatives, net of tax	(3,799)	(55,851)	59,704
Comprehensive income (loss)	<u>\$(201,997)</u>	<u>\$(551,714)</u>	<u>\$ 201,489</u>

The accompanying notes are an integral part of these consolidated financial statements.

S-17

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY**

For the Years Ended March 31, 2000, 2001 and 2002

	Ordinary Shares		Additional Paid-in Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Deferred Compensation	Total Shareholders Equity
	Shares	Amount					
	(In thousands)						
Balance at March 31, 1999	313,222(1)	\$ 1,898(1)	\$ 710,420(1)	\$ 244,619	\$ (32,138)	\$ (9,494)	\$ 915,305
Adjustment to conform fiscal year of pooled entity				(818)			(818)
Impact of immaterial pooling of interests acquisitions	1,847	6	1,607	(2,062)			(449)
Issuance of common stock	2,448	14	9,975				9,989
Exercise of stock options	4,991	29	18,068				18,097
Ordinary shares issued under Employee Stock Purchase Plan	2,118	13	8,822				8,835
Tax benefit on employee stock plans			4,785				4,785
Sale of ordinary shares in public offering, net of offering costs	67,018	391	1,158,382				1,158,773
Conversion of convertible notes	14,792	86	84,988				85,074
Dividends paid to former shareholders				(26,572)			(26,572)
Deferred stock compensation			(1)			361	360
Amortization of deferred stock compensation						4,049	4,049
Net income				158,568			158,568
Change in unrealized gain (loss) on available for sale securities					59,704		59,704
Foreign currency translation					(19,072)		(19,072)
Balance at March 31, 2000	406,436	2,437	1,997,046	373,735	8,494	(5,084)	2,376,628
Adjustment to conform fiscal year of pooled entities	6,882	40	4,056	(58,306)	(3,787)		(57,997)
Impact of immaterial pooling of interests acquisitions	728	4	2,482	(2,112)			374
Issuance of ordinary shares for acquisitions	10,825	63	365,422				365,485
Exercise of stock options	11,405	66	69,504				69,570
Ordinary shares issued under Employee Stock Purchase Plan	445	3	8,911				8,914
Tax benefit on employee stock plans			11,537				11,537
Sale of ordinary shares in public offering, net of offering costs	39,650	228	1,421,443				1,421,671
Dividends paid to former shareholders				(190)			(190)
Amortization of deferred stock compensation						5,084	5,084
Issuance of equity instrument (Note 9)			386,537				386,537
Net loss				(446,019)			(446,019)
Change in unrealized gain (loss) on available for sale securities					(55,851)		(55,851)
Foreign currency translation					(55,382)		(55,382)
Balance at March 31, 2001	476,371	2,841	4,266,938	(132,892)	(106,526)		4,030,361
Issuance of ordinary shares for acquisitions	7,885	45	182,544				182,589

Edgar Filing: FLEXTRONICS INTERNATIONAL LTD - Form DEF 14A

Exercise of stock options	7,989	44	42,227				42,271
Ordinary shares issued under Employee Stock Purchase Plan	767	4	15,407				15,411
Sale of ordinary shares in public offering, net of offering costs	20,000	109	503,691				503,800
Repurchase of equity instrument (Note 9)			(112,000)				(112,000)
Net loss				(153,748)			(153,748)
Change in unrealized gain (loss) on available for sale securities					(3,853)		(3,853)
Change in derivative instruments					54		54
Foreign currency translation					(49,389)		(49,389)
Balance at March 31, 2002	513,012	\$3,043	\$4,898,807	\$(286,640)	\$(159,714)	\$	\$4,455,496

(1) Restated to properly reflect treasury stock of The DII Group, Inc. (acquired in a pooling of interests transaction in fiscal 2001).
The accompanying notes are an integral part of these consolidated financial statements.

S-18

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Years Ended March 31,		
	2002	2001	2000
	(In thousands)		
Cash Flows from Operating Activities:			
Net income (loss)	\$ (153,748)	\$ (446,019)	\$ 158,568
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation, amortization and non-cash impairment charges	483,631	518,985	187,597
Loss (gain) on sales of equipment	2,258	(1,382)	2,818
Provision for doubtful accounts	3,664	9,429	12,534
Provision for inventory valuation	4,977	33,634	32,345
Equity in earnings of associated companies		(79)	(1,591)
Gain on sales of subsidiaries and long-term investments			(365)
Amortization of deferred stock compensation		5,084	4,049
Non-cash charge from issuance of equity instrument		286,537	
Minority interest expense and other non-cash unusual charges	150,130	139,067	(2,414)
Changes in operating assets and liabilities, net of acquisitions:			
Accounts receivable	(163,712)	(581,225)	(444,306)
Inventories	639,954	(559,842)	(597,698)
Other current assets	(242,242)	(159,902)	(89,464)
Other current liabilities, including accounts payable	316,673	465,732	719,673
Deferred income taxes	(182,677)	(179,744)	(16,107)
	<u>858,908</u>	<u>(469,725)</u>	<u>(34,361)</u>
Cash Flows from Investing Activities:			
Purchases of property and equipment, net of dispositions	(330,392)	(711,227)	(462,398)
Purchases of OEM facilities and related assets	(396,346)	(239,042)	(249,755)
Proceeds from sales of subsidiaries and investments	20,558	46,910	35,871
Other investments and notes receivable	(62,582)	(54,398)	(117,391)
Acquisitions of businesses, net of cash acquired	(314,498)	(158,882)	(85,743)
	<u>(1,083,260)</u>	<u>(1,116,639)</u>	<u>(879,416)</u>
Cash Flows from Financing Activities:			
Bank borrowings and proceeds from long-term debt	1,268,564	1,420,594	342,691
Repayments of bank borrowings and long-term debt	(1,314,881)	(1,451,114)	(120,231)
Repayments of capital lease obligations	(33,822)	(31,788)	(40,930)
Dividends paid to former shareholders		(190)	(26,572)
Proceeds from exercise of stock options and Employee Stock Purchase Plan	57,682	78,484	26,932
Net proceeds from issuance of common stock			9,989
Net proceeds from sale of ordinary shares in public offering	503,800	1,421,671	1,158,773
Proceeds from issuance of equity instrument		100,000	
Repurchase of equity instrument	(112,000)		
Other			977

Edgar Filing: FLEXTRONICS INTERNATIONAL LTD - Form DEF 14A

Net cash provided by financing activities	369,343	1,537,657	1,351,629
Effect on cash from:			
Exchange rate changes	(31,455)	(34,048)	(8,150)
Adjustment to conform fiscal year of pooled entities		(32,706)	(818)
Net increase (decrease) in cash and cash equivalents	113,536	(115,461)	428,884
Cash and cash equivalents, beginning of year	631,588	747,049	318,165
Cash and cash equivalents, end of year	\$ 745,124	\$ 631,588	\$ 747,049

The accompanying notes are an integral part of these consolidated financial statements.

S-19

Table of Contents

FLEXTRONICS INTERNATIONAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2002

1. ORGANIZATION OF THE COMPANY

Flextronics International Ltd. (Flextronics or the Company) was incorporated in the Republic of Singapore in May 1990. Flextronics provides electronics manufacturing services, or EMS, to original equipment manufacturers, or OEMs, primarily in the handheld electronics devices, information technologies infrastructure, communications infrastructure, computer and office automation, and consumer devices industries. The Company provides a network of design, engineering and manufacturing operations in 28 countries across four continents. Flextronics provides customers with the opportunity to outsource on a global basis, with end-to-end operational solutions where the Company takes responsibility for engineering, new product introduction and implementation, supply chain management, manufacturing and logistics management, with the goal of delivering a complete packaged product. The Company provides complete product design and technology services; logistics services, such as materials procurement, inventory management, vendor management, packaging and distribution; and automation of key components of the supply chain through advanced information technologies. The company also offers other after-market services such as repair and warranty services and network and communications installation and maintenance.

2. SUMMARY OF ACCOUNTING POLICIES

Principles of Consolidation and Basis of Presentation

All dollar amounts included in the financial statements are expressed in U.S. dollars unless otherwise designated as Singapore dollars (S\$) or Euros ().

The accompanying consolidated financial statements include the accounts of Flextronics and its wholly and majority-owned subsidiaries, after elimination of all significant intercompany accounts and transactions.

Reclassifications

Certain prior years' balances have been reclassified to conform to the current year's presentation.

Translation of Foreign Currencies

The financial position and results of operations of the Company's certain Chinese, Danish, certain Italian, Norwegian, Polish, Spanish, Swedish, Swiss and UK subsidiaries are measured using their respective local currencies as the functional currency. Accordingly, for these subsidiaries all assets and liabilities are translated into U.S. dollars at current exchange rates as of the respective balance sheet date. Revenue and expense items are translated at the average exchange rates prevailing during the period. Cumulative translation gains and losses from the translation of these subsidiaries' financial statements are reported as a separate component of shareholders' equity. The Company's Austrian, Dutch, Finnish, French, German, Hungarian, Irish and certain Italian subsidiaries have adopted the Euro as their functional currency.

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)***Cash, Cash Equivalents and Investments*

All highly liquid investments with a maturity of three months or less at date of purchase are carried at fair market value and considered to be cash equivalents. Cash and cash equivalents consist of cash deposited in checking and money market accounts, corporate debt securities and certificates of deposit.

The Company's short-term investments are comprised of public corporate equity securities and are included within Other Current Assets in the Company's consolidated balance sheets and carried at fair market value. All investments are generally held in the Company's name with major financial institutions acting as custodians. The specific identification method is used to determine the cost of securities disposed of, with realized gains and losses reflected in other income and expense. During fiscal year 2002, the Company sold all of its marketable equity securities and realized gains of approximately \$2.0 million compared to \$33.4 million of realized gains in fiscal year 2001. All of the Company's short-term investments were classified as available-for-sale. Unrealized gains and losses on these investments are included as a separate component of shareholders' equity, net of any related tax effect.

Cash equivalents and short-term investments consist of the following (in thousands):

	March 31, 2002	March 31, 2001		
	Cost/Fair Value	Cost	Unrealized Gains (Losses)	Fair Value
Money market funds	\$450,236	\$344,499	\$	\$344,499
Certificates of deposits	8,877	272		272
Corporate debt securities		5,264		5,264
Corporate equity securities		1,622	3,853	5,475
	<u>\$459,113</u>	<u>\$351,657</u>	<u>\$3,853</u>	<u>\$355,510</u>
Included in cash and cash equivalents	\$459,113	\$350,035	\$	\$350,035
Included in other current assets		1,622	3,853	5,475
	<u>\$459,113</u>	<u>\$351,657</u>	<u>\$3,853</u>	<u>\$355,510</u>

The Company also has certain investments in non-publicly traded technology companies. These investments are included within Other Assets in the Company's consolidated balance sheet and are carried at cost. The Company continuously monitors these investments for impairment and makes appropriate reductions in carrying values when necessary. During fiscal 2002 and 2001, the Company recorded an unusual charge of \$38.4 million and \$9.5 million, respectively, for other than temporary impairment of its investments in certain of these non-publicly traded companies. See Note 9, Unusual Charges for further discussion.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Depreciation and amortization are provided on a straight-line basis over the estimated useful lives of the related assets (one to thirty years), with the exception of building leasehold improvements, which are amortized over the life of the lease, if shorter. Repairs and

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

maintenance costs are expensed as incurred. Property, plant and equipment was comprised of the following as of March 31 (in thousands):

	<u>2002</u>	<u>2001</u>
Machinery and equipment	\$ 1,399,601	\$ 1,209,422
Buildings	693,764	596,070
Leasehold improvements	98,521	168,764
Computer equipment and software	225,706	167,115
Other, including land	447,585	305,719
	<u>2,865,177</u>	<u>2,447,090</u>
Accumulated depreciation and amortization	(832,682)	(618,649)
	<u>\$ 2,032,495</u>	<u>\$ 1,828,441</u>

The Company reviews property, plant and equipment for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of property and equipment is measured by comparing its carrying amount to projected discounted cash flows the property and equipment are expected to generate. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the property and equipment, exceeds its fair market value. Refer to Note 9, Unusual Charges, for discussion of the Company's adjustments to the carrying value of property, plant and equipment.

Concentration of Credit Risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, are primarily accounts receivable, cash equivalents and investments. The Company performs ongoing credit evaluations of its customers' financial condition and makes provisions for doubtful accounts based on the outcome of its credit evaluations. The Company maintains cash and cash equivalents with various financial institutions that management believes to be of high credit quality. These financial institutions are located in many different locations throughout the world.

In fiscal 2002 and fiscal 2000, Ericsson Telecom AB (Ericsson) accounted for approximately 15% and 12% of net sales, respectively. No customer accounted for more than 10% of net sales in fiscal 2001. We have increasingly focused on sales to larger companies and to customers in the telecommunications, networking, consumer electronics and computer industries. In fiscal 2002, 2001 and 2000, our ten largest customers accounted for approximately 64%, 59% and 57% of our net sales, respectively.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Inventories

Inventories are stated at the lower of cost (first-in, first-out basis) or market value. Cost is comprised of direct materials, labor and overhead. As of March 31, the components of inventories, net of applicable reserves, were as follows (in thousands):

	2002	2001
Raw materials	\$ 939,222	\$ 1,346,427
Work-in-process	221,846	301,875
Finished goods	131,162	138,753
	<hr/>	<hr/>
	\$ 1,292,230	\$ 1,787,055
	<hr/>	<hr/>

Other Current Liabilities

Other current liabilities were comprised of the following as of March 31 (in thousands):

	2002	2001
Income taxes	\$ 17,869	\$ 33,777
Accrued payroll	199,658	182,217
Sales taxes and other taxes	119,144	20,797
Accrued expenses for unusual charges (see Note 9)	161,147	170,384
Other accrued liabilities	398,821	328,009
	<hr/>	<hr/>
	\$ 896,639	\$ 735,184
	<hr/>	<hr/>

Income Taxes

The Company provides for income taxes in accordance with SFAS No. 109, Accounting for Income Taxes. SFAS No. 109 requires the asset and liability method of accounting for income taxes. Under this method, deferred income taxes are recognized for the tax consequences of temporary differences by applying the applicable statutory tax rate to the differences between the financial statement carrying amounts and the tax basis of existing assets and liabilities.

Revenue Recognition

In December 1999, the Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin No. 101 (SAB 101), Revenue Recognition in Financial Statements. SAB 101 provides guidance on applying generally accepted accounting principles to revenue recognition issues in financial statements. The Company adopted SAB 101 as required in the fourth quarter of fiscal 2001 and the adoption of SAB 101 did not have a material impact on the Company's consolidated financial statements.

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company's net sales are primarily comprised of manufacturing services. Our manufacturing services include the assembly of printed circuit boards, or PCBs, and complete systems and products, fabrication and assembly of plastic and metal enclosures, fabrication of PCBs and backplanes, and fabrication and assembly of photonics components.

Throughout the production process, the Company offers other services, including design and technology; logistics, such as materials procurement, inventory management, vendor management, packaging, and distribution; and automation of key components of the supply chain through advanced information technologies. The Company offers after-market services such as repair and warranty services and network installation.

Revenue from manufacturing services is generally recognized upon shipment of the manufactured product. Revenue from other services and after-market services is generally recognized as the services are performed.

Interest and Other Expense, Net

Interest and other expense, net was comprised of the following for the years ended March 31 (in thousands):

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Interest expense	\$ 116,436	\$ 135,243	\$ 84,198
Interest income	(18,342)	(32,219)	(22,681)
Foreign exchange (gain) loss	4,513	(4,028)	2,128
Other (income) expense, net	(10,754)	(31,881)	6,267
	<u> </u>	<u> </u>	<u> </u>
Total interest and other expense, net	<u>\$ 91,853</u>	<u>\$ 67,115</u>	<u>\$ 69,912</u>

Earnings Per Share

Basic earnings per share is computed using the weighted average number of ordinary shares outstanding during the applicable periods.

Diluted earnings per share is computed using the weighted average number of ordinary shares and dilutive ordinary share equivalents outstanding during the applicable periods. Ordinary share equivalents include ordinary shares issuable upon the exercise of stock options and other equity instruments, and are computed using the treasury stock method.

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Earnings per share data were computed as follows for the years ended March 31 (in thousands, except per share amounts):

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Basic earnings (loss) per share:			
Net income (loss)	\$(153,748)	\$(446,019)	\$ 158,568
Shares used in computation:			
Weighted-average ordinary shares outstanding	489,553	441,991	356,338
Basic earnings (loss) per share	\$ (0.31)	\$ (1.01)	\$ 0.44
Diluted earnings (loss) per share:			
Net income (loss)	\$(153,748)	\$(446,019)	\$ 158,568
Plus income impact of assumed conversions:			
Interest expense (net of tax) on convertible subordinated notes			400
Amortization (net of tax) of debt issuance costs on convertible subordinated notes			33
Net income (loss) available to shareholders	\$(153,748)	\$(446,019)	\$ 159,001
Shares used in computation:			
Weighted-average ordinary shares outstanding	489,553	441,991	356,338
Shares applicable to exercise of dilutive options(1)			25,021
Shares applicable to deferred stock compensation			302
Shares applicable to convertible subordinated notes			1,458
Shares applicable to diluted earnings	489,553	441,991	383,119
Diluted earnings (loss) per share	\$ (0.31)	\$ (1.01)	\$ 0.42

(1) Stock options of the Company calculated based on the treasury stock method using average market price for the period, if dilutive. Options to purchase 961,436 shares outstanding during the fiscal year March 31, 2000, were excluded from the computation of diluted earnings per share because the options' exercise price was greater than the average market price of the Company's ordinary shares.

The ordinary share equivalents from stock options and other equity instruments were antidilutive for the fiscal years ended March 31, 2002 and March 31, 2001, and therefore not assumed to be converted for diluted earnings per share computation.

Table of Contents

FLEXTRONICS INTERNATIONAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

New Accounting Pronouncements

Goodwill and Other Intangibles

In July 2001, the Financial Accounting Standards Board (FASB) issued SFAS No. 141 and No. 142, Business Combinations and Goodwill and Other Intangible Assets. SFAS No. 141 requires all business combinations initiated after June 30, 2001 to be accounted for using the purchase method. Under SFAS No. 142, goodwill is no longer subject to amortization over its estimated useful life. Rather, goodwill is subject to at least an annual assessment for impairment, applying a fair-value based test. Additionally, an acquired intangible asset should be separately recognized if the benefit of the intangible asset is obtained through contractual or other legal rights, or if the intangible asset can be sold, transferred, licensed, rented or exchanged, regardless of the acquirer's intent to do so. Other intangibles will continue to be valued and amortized over their estimated useful lives; in-process research and development will continue to be written off immediately.

The Company adopted SFAS No. 142 in the first quarter of fiscal 2002 and no longer amortizes goodwill, thereby eliminating annual goodwill amortization of approximately \$124.2 million, based on anticipated amortization that would have been incurred under the prior accounting standard for fiscal 2002. Prior to adoption of SFAS No. 142, the Company amortized any excess of cost over net assets acquired (goodwill) using the straight-line method over estimated lives generally ranging from two to fifteen years.

The Company evaluates goodwill and other intangibles for impairment, at least on an annual basis and whenever events or changes in circumstances indicate that the carrying amount may not be recoverable from its estimated future cash flows. Recoverability of goodwill is measured at the reporting unit level by comparing the reporting unit's carrying amount, including goodwill, to the fair value of the reporting unit, based on projected discounted future results of the unit using a discount rate reflecting the Company's average cost of funds. If the carrying amount of the reporting unit exceeds its fair value, goodwill is considered impaired and a second test is performed to measure the amount of impairment loss, if any. To date, the Company has not recognized any impairment of its goodwill and other intangible assets in connection with its adoption of SFAS No. 142. However, no assurances can be given that future evaluations of goodwill will not result in charges as a result of future impairment.

During fiscal year 2002, \$532.2 million of goodwill resulted from various business acquisitions as further described in Note 11, Business Combinations and Purchases of Assets, as well as contingent purchase price adjustments and other adjustments from historical acquisitions.

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Goodwill information for each reportable segment is as follows (in thousands):

	As of April 1, 2001	Goodwill Acquired	As of March 31, 2002
Segments:			
Asia	\$ 186,515	\$ 55,181	\$ 241,696
Americas	300,041	232,858	532,899
Western Europe	346,873	196,785	543,658
Central Europe	123,862	47,334	171,196
	<u> </u>	<u> </u>	<u> </u>
	\$957,291	\$532,158	\$1,489,449
	<u> </u>	<u> </u>	<u> </u>

Net income (loss) for the fiscal years ended March 31, 2001 and 2000 adjusted to exclude goodwill amortization, net of tax are as follows (in thousands):

	March 31, 2001	March 31, 2000
Net income (loss):		
As reported	\$(446,019)	\$158,568
Add back: goodwill amortization, net of tax	50,573	33,909
	<u> </u>	<u> </u>
Adjusted	\$(395,446)	\$192,477
	<u> </u>	<u> </u>

The proforma effects of the adoption on earnings (loss) per share of the Company for the fiscal years ended March 31, 2001 and 2000 are as follows:

	March 31, 2001	March 31, 2000
Basic earnings (loss) per share:		
As reported	\$(1.01)	\$0.44
Add back: goodwill amortization, net of tax	0.12	0.10
	<u> </u>	<u> </u>
Adjusted	\$(0.89)	\$0.54
	<u> </u>	<u> </u>
Diluted earnings (loss) per share:		
As reported	\$(1.01)	\$0.42
Add back: goodwill amortization, net of tax	0.12	0.08
	<u> </u>	<u> </u>
Adjusted	\$(0.89)	\$0.50
	<u> </u>	<u> </u>



All of the Company's acquired intangible assets are subject to amortization over their estimated useful lives. Intangible assets are comprised of contractual agreements, patents and trademarks, developed technologies and other acquired intangibles. Contractual agreements are being amortized over periods up to 10 years. Patents and trademarks and developed technologies are being amortized on a straight-line basis over periods of

S-27

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

up to 10 years. Other acquired intangibles relate to favorable leases and customer lists, and are amortized on a straight-line basis over one to ten years. No significant residual value is estimated for the intangible assets. During fiscal year 2002, there were \$33.7 million of additions to intangible assets. Currently, the Company is in the process of determining the value of its intangible assets acquired from Telia (please see Note 11, Business Combinations and Purchases of Assets). Intangible assets amortization for the fiscal years ended March 31, 2002, 2001 and 2000 was approximately \$12.6 million, \$7.3 million, and \$3.6 million, respectively. The components of intangible assets are as follows (in thousands):

	March 31, 2002			March 31, 2001		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Intangibles:						
Contractual agreements	\$44,168	\$ (9,081)	\$35,087	\$17,304	\$ (1,714)	\$15,590
Patents and trademarks	206	(93)	113	7,625	(5,514)	2,111
Developed technologies	1,901	(512)	1,389	1,275	(850)	425
Other acquired intangibles	31,276	(19,166)	12,110	17,629	(9,662)	7,967
Total	\$77,551	\$(28,852)	\$48,699	\$43,833	\$(17,740)	\$26,093

Expected future estimated annual amortization expense is as follows (in thousands):

Fiscal Years:	
2003	\$16,077
2004	13,507
2005	7,295
2006	6,284
2007	4,980
Thereafter	556
Total amortization expense	\$48,699

Derivative Instruments and Hedging Activities

On April 1, 2001, the Company adopted SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities, as amended by SFAS No. 137 and No. 138. All derivative instruments are recorded on the balance sheet at fair value. If the derivative is designated as a cash flow hedge, the effective portion of changes in the fair value of the derivative is recorded in Other Comprehensive Income (OCI) and is recognized in the statement of operations when the hedged item affects earnings. Ineffective portions of changes in the fair value of cash flow hedges are immediately recognized in earnings. If the derivative is designated as a fair value hedge, the changes in the fair value of the derivative and of the hedged item attributable to the hedged risk are recognized in earnings in the current period. For derivative instruments not designated as hedging instruments under SFAS 133, changes in fair values are recognized in earnings in the

Table of Contents

FLEXTRONICS INTERNATIONAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

current period. Such instruments are typically forward contracts used to hedge foreign currency balance sheet exposures.

The Company is exposed to foreign currency exchange rate risk inherent in forecasted sales, cost of sales and assets and liabilities denominated in non-functional currencies. The Company has established currency risk management programs to protect against reductions in value and volatility of future cash flows caused by changes in foreign currency exchange rates. The Company enters into short-term foreign currency forward contracts to hedge only those currency exposures associated with certain assets and liabilities, mainly accounts receivable and accounts payable, and cash flows denominated in non-functional currencies.

At March 31, 2002, the fair value of these short-term foreign currency forward contracts was recorded as an asset amounting to \$54,000. At the same date the Company had in OCI recorded immaterial deferred gains relating to our foreign currency forward contracts. These gains are expected to be recognized in earnings over the next twelve months. The gains and losses recognized in earnings due to hedge ineffectiveness were immaterial.

Trade Receivables Securitization

In September 2000, the FASB issued SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities a replacement of FASB Statement No. 125. The new standard carries forward some provisions of SFAS No. 125, but modifies the methods of accounting for securitizations and other transfers of financial assets and collateral, in addition to requiring additional disclosures. The Company adopted SFAS No. 140 in the first quarter of fiscal 2002. The adoption of SFAS No. 140 did not have a material impact on the financial position or results of operations of the Company.

Asset Retirement Obligations

In October 2001, the FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations to be effective for all fiscal years beginning after June 15, 2002, with early adoption permitted. SFAS No. 143 establishes accounting standards for the recognition and measurement of an asset retirement obligation and its associated asset retirement cost. It also provides accounting guidance for legal obligations associated with the retirement of tangible long-lived assets. The company will adopt SFAS No. 143 in fiscal 2004. The Company does not believe the adoption of SFAS No. 143 will have a material impact on the Company's financial position or results of operations.

Long-Lived Asset Impairment

In October 2001, the FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. SFAS No. 144 supercedes SFAS No. 121 and requires that one accounting model be used for long-lived assets to be disposed of by sale, whether previously held and used or newly acquired and by broadening the presentation of discontinued operations to include more disposal transactions. SFAS No. 144 will be effective for fiscal years beginning after December 15, 2001. The Company will adopt SFAS No. 144 in the first quarter of fiscal year 2003. The Company does not believe the adoption of SFAS No. 144 will have a material impact on the Company's financial position or results of operations.

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****3. SUPPLEMENTAL CASH FLOW DISCLOSURES**

The following information relates to fiscal years ended March 31 (in thousands):

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Cash paid for:			
Interest	\$ 120,399	\$ 68,363	\$ 78,293
Income taxes	22,157	15,312	12,927
Non-cash investing and financing activities:			
Equipment acquired under capital lease obligations	3,921	10,318	50,897
Conversion of convertible notes to common stock			85,074
Issuance of ordinary shares for purchases of OEM assets		26,902	
Issuance of ordinary shares for acquisitions of businesses	182,589	338,583	

4. BANK BORROWINGS AND LONG-TERM DEBT

In June 2000, the Company issued approximately \$645.0 million of senior subordinated notes, consisting of \$500.0 million of 9.875% notes and 150.0 million of 9.75% notes. Interest is payable on July 1 and January 1 of each year, commencing January 1, 2001. The notes mature on July 1, 2010. The Company may redeem the notes on or after July 1, 2005. The approximate fair value of the 9.875% senior subordinated notes and the 9.75% euro senior subordinated notes based on broker trading prices was 105.5% and 107.25% of the face value on March 31, 2002, respectively.

Additionally, the Company has \$150.0 million in unsecured senior subordinated notes due in 2007 outstanding with an annual interest rate of 8.75%. Interest is payable on April 15 and October 15 of each year. The notes mature on October 15, 2007. The approximate fair value of the unsecured senior subordinated notes based on broker trading prices was 101.25% of the face value on March 31, 2002.

The indentures relating to the notes contain certain covenants that, among other things, limit the ability of the Company and certain of its subsidiaries to (i) incur additional debt, (ii) issue or sell stock of certain subsidiaries, (iii) engage in asset sales, and (iv) make distributions or pay dividends. The covenants are subject to a number of significant expectations and limitations. As of March 31, 2002, the Company was in compliance with its debt covenants.

In March 2002, the Company replaced its existing credit facilities, with an \$800.0 million Revolving Credit Facility (Credit Facility) with a syndicate of domestic and foreign banks. The Credit Facility consisted of two separate credit agreements, one providing for up to \$400.0 million principal amount of revolving credit loans to the Company and designated subsidiaries (Tranche A) and one providing for up to \$400.0 million principal amount of revolving credit loans to a U.S. subsidiary of the Company (Tranche B). Both Tranche A and Tranche B are split one-third to a 364-day and two-thirds to a three-year facility. Borrowings under the Credit Facility bear interest, at the Company's option, at either: (i) the base rate (as defined in the Credit Facility); or (ii) the LIBOR rate (as defined in the Credit Facility) plus the applicable margin for LIBOR loans ranging between 0.875% and 2.25%, based on the company's credit ratings and

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

facility usage. The Company is required to pay a quarterly commitment fee ranging from 0.125% to 0.50% per annum, based on the Company's credit ratings, of the unutilized portion of the Credit Facility.

The Credit Facility is unsecured, and contains certain restrictions on the Company's ability to (i) incur certain debt, (ii) make certain investments and (iii) make certain acquisitions of other entities. The Credit Facility also requires that the Company maintain certain financial covenants, including, among other things, a maximum ratio of total indebtedness to EBITDA (earnings before interest expense, taxes, depreciation, and amortization), a minimum ratio of fixed charge coverage, and a minimum net worth, as defined, during the term of the Credit Facility. Borrowings under the Credit Facility are guaranteed by the Company and certain of its subsidiaries. As of March 31, 2002, there were no borrowings outstanding under the Credit Facility and the Company was in compliance with its covenants.

Certain subsidiaries of the Company have various lines of credit available with annual interest rates generally ranging from 2.13% to 9.0%. These lines of credit expire on various dates through 2003. The Company also has term loans with annual interest rates generally below 8.0% with terms of up to 15 years. These lines of credit and term loans are primarily secured by assignment of account receivables and assets.

The Company has financed the purchase of certain facilities with mortgages. The mortgages generally have terms of up to 10 years and annual interest rates ranging from 2.0% to 9.0% and are secured by the underlying properties with a net book value of approximately \$31.8 million at March 31, 2002.

Bank borrowings and long-term debt was comprised of the following at March 31 (in thousands):

	<u>2002</u>	<u>2001</u>
Senior subordinated notes	\$ 778,269	\$ 779,596
Outstanding under lines of credit	194,609	219,579
Mortgages	15,554	43,340
Term loans and other debt	137,128	135,062
	<u>1,125,560</u>	<u>1,177,577</u>
Current portion	(282,478)	(298,052)
	<u>\$ 843,082</u>	<u>\$ 879,525</u>
Non-current portion		

Maturities for the Company's bank borrowings and other long-term debt are as follows for the years ending March 31 (in thousands):

2003	\$ 282,478
2004	26,193
2005	15,635
2006	8,473
2007	4,592
Thereafter	788,189
	<u>\$ 1,125,560</u>

Table of Contents

FLEXTRONICS INTERNATIONAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. FINANCIAL INSTRUMENTS

The value of the Company's cash and cash equivalents, investments, accounts receivable and accounts payable carrying amount approximates fair value. The fair value of the Company's long-term debt (see Note 4, "Bank Borrowings and Long-Term Debt") is determined based on current broker trading prices. The Company's cash equivalents are comprised of cash deposited in money market accounts, corporate debt securities and certificates of deposit (see Note 2, "Summary of Accounting Policies"). The Company's investment policy limits the amount of credit exposure to 20% of the total investment portfolio in any single issuer.

The Company enters into forward exchange contracts to hedge underlying transactional currency exposures and does not engage in foreign currency speculation. The credit risk of these forward contracts is minimal since the contracts are with large financial institutions. The Company hedges committed exposures and these forward contracts generally do not subject the Company to risk of accounting losses. The gains and losses on forward contracts generally offset the gains and losses on the assets, liabilities and transactions hedged. The Company's off-balance sheet financial instruments consisted of \$200.4 million of aggregate foreign currency forward contracts outstanding at the end of fiscal year 2001. On April 1, 2001, the Company adopted SFAS No. 133, as amended by SFAS No. 137 and No. 138, and as such all foreign currency forward contracts are reported on the balance sheet at fair value. The aggregate outstanding contracts at the end of fiscal year 2002 was \$475.4 million. The majority of these foreign exchange contracts expire in less than one month, and almost all expire within three months. They will settle in Euro, British pound, Japanese yen, Norwegian kronor, Singapore dollar, Swedish kronor, Swiss franc and United States dollar.

6. COMMITMENTS AND CONTINGENCIES

As of March 31, 2002 and 2001, the Company has financed a total of \$81.0 million and \$142.8 million, respectively, in machinery and equipment purchases with capital leases. Accumulated depreciation for property and equipment under capital leases totaled \$36.8 million and \$61.2 million at March 31, 2002 and 2001, respectively. These capital leases have interest rates ranging from 2.09% to 17.9%. The Company also leases certain of its facilities under non-cancelable operating leases. The capital and operating leases expire in

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

various years through 2034 and require the following minimum lease payments for the years ended March 31 (in thousands):

	<u>Capital</u>	<u>Operating</u>
2003	\$ 24,414	\$ 107,966
2004	9,364	73,769
2005	2,079	40,955
2006	1,468	27,114
2007	207	21,057
Thereafter	1,409	108,366
	<u>38,941</u>	<u>\$ 379,227</u>
Minimum lease payments		
	<u>(2,173)</u>	
Amount representing interest		
	36,768	
Present value of minimum lease payments		
Current portion	<u>(16,557)</u>	
	<u>\$ 20,211</u>	
Capital lease obligations, net of current portion		

Total rent expense was \$93.0 million, \$78.7 million, \$50.7 million and for the years ended March 31, 2002, 2001 and 2000, respectively.

Included in the above remaining operating lease payments are payments under two leases on properties located in Mexico and Texas in the amounts of \$22.9 million and \$39.4 million, respectively. Upon the expiration of these leases in 2006 and 2008, respectively, the Company may renew the leases for an additional five years subject to certain approvals and conditions, or arrange a sale of the buildings to a third party. The Company also has the right to purchase the buildings at fair market value at the end of the lease terms, or to terminate the leases at any time by paying the outstanding termination value. The Company has provided a residual value guarantee, which means that if the building is sold to a third party, the Company is responsible for making up any shortfall between the actual sales price and the amount funded under the leases. The Company believes that the fair market value at March 31, 2002 exceeds the value of the residual guarantee.

In fiscal 2002, the Company entered into a receivables securitization agreement and sold a designated pool of qualified trade receivables to a third party qualified special purpose entity, which in turn sold an undivided ownership interest to a conduit, administered by an unaffiliated financial institution. The agreement, which expires in March 2003, is subject to annual renewal and has a current maximum limit of \$250.0 million. As of March 31, 2002, we received net cash proceeds of \$105.3 million, which reflects the net accounts receivable sold from the start of the securitization agreement. The accounts receivable balances that were sold were removed from the consolidated balance sheet and the proceeds received from the sale are reflected as cash provided by operating activities in the consolidated statement of cash flows. The Company accounts for its sale of receivables to the qualified special purpose entity, as sales under SFAS No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities.

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Company participates in the securitization agreement as an investor conduit. This is to allow the operating subsidiaries to receive full cash payment for sold receivables, less a deferred purchase price receivable, which amounted to \$10.0 million on March 31, 2002, representing a reserve for potential credit losses, interest and fees. Depending on the collection performance of sold receivables, the Company's portion of the total investment varies. On March 31, 2002, the Company's investment was approximately \$53.5 million, classified as Other Assets in the Company's consolidated balance sheet.

The Company will continue to service, administer and collect the receivables on the behalf of the limited purpose entity and receives a servicing fee approximately 1% of sold receivables per annum, which management has determined approximates market compensation for these services. The Company pays facility and commitment fees of up to 0.24% for unused amounts under the line and program fees of up to 0.34% of outstanding amounts.

We are party to various legal proceedings that arise in the normal course of business. In the opinion of management, the ultimate disposition of these proceedings will not have a material adverse effect on our consolidated financial position, liquidity or results of operations.

7. INCOME TAXES

The domestic and foreign components of income (loss) before income taxes were comprised of the following for the years ended March 31 (in thousands):

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Singapore	\$ 146,820	\$ (269,771)	\$ 32,377
Foreign	(389,422)	(282,533)	149,271
	<u> </u>	<u> </u>	<u> </u>
Total	\$ (242,602)	\$ (552,304)	\$ 181,648
	<u> </u>	<u> </u>	<u> </u>

The provision for (benefit from) income taxes consisted of the following for the years ended March 31 (in thousands):

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Current:			
Singapore	\$ 2,807	\$ 6,607	\$ 839
Foreign	22,760	27,170	35,406
	<u> </u>	<u> </u>	<u> </u>
	25,567	33,777	36,245
	<u> </u>	<u> </u>	<u> </u>
Deferred:			
Singapore	1,913	(2,206)	2,870
Foreign	(116,334)	(137,856)	(16,035)
	<u> </u>	<u> </u>	<u> </u>
	(114,421)	(140,062)	(13,165)
	<u> </u>	<u> </u>	<u> </u>
Provision for (benefit from) income taxes	\$ (88,854)	\$ (106,285)	\$ 23,080
	<u> </u>	<u> </u>	<u> </u>

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Singapore statutory income tax rate was approximately 24.5% for each of the years in the two year period ended March 31, 2002 and 26.0% the period ended March 31, 2000. The reconciliation of the income tax expense (benefit) expected based on Singapore statutory income tax rates to the provision for income taxes included in the consolidated statements of operations for the years ended March 31 is as follows (in thousands):

	<u>2002</u>	<u>2001</u>	<u>2000</u>
Income taxes based on Singapore statutory rates	\$ (59,438)	\$(135,315)	\$ 47,133
Effect of tax rate differential	(131,261)	(138,105)	(41,984)
Goodwill and other intangibles amortization	3,091	15,568	4,334
Motorola unusual charge		70,201	
Merger expenses		16,059	
Change in valuation allowance	116,226	26,848	15,993
Other	(17,472)	38,459	(2,396)
	<u> </u>	<u> </u>	<u> </u>
Provision for (benefit from) income taxes	\$ (88,854)	\$(106,285)	\$ 23,080
	<u> </u>	<u> </u>	<u> </u>

S-35

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The components of deferred income taxes are as follows as of March 31 (in thousands):

	<u>2002</u>	<u>2001</u>
Deferred tax liabilities:		
Fixed assets	\$ (16,323)	\$
Intangible assets		(6,665)
Others	(3,555)	(803)
	<u> </u>	<u> </u>
Total deferred tax liabilities	(19,878)	(7,468)
	<u> </u>	<u> </u>
Deferred tax assets:		
Fixed assets		15,855
Intangible assets	8,944	
Deferred compensation	60,939	43,147
Provision for inventory obsolescence	37,792	35,760
Provision for doubtful accounts	10,963	8,782
Net operating loss and other carryforwards	508,626	145,274
Others	50,382	43,715
	<u> </u>	<u> </u>
	677,646	292,533
Valuation allowances	(292,818)	(102,792)
	<u> </u>	<u> </u>
Total deferred tax asset	\$ 384,828	\$ 189,741
	<u> </u>	<u> </u>
Net deferred tax asset	\$ 364,950	\$ 182,273
	<u> </u>	<u> </u>
The net deferred tax asset is classified as follows:		
Current	\$ 51,954	\$ 42,595
Long-term	312,996	139,678
	<u> </u>	<u> </u>
Total	\$ 364,950	\$ 182,273
	<u> </u>	<u> </u>

A deferred tax asset arises from available loss carryforwards and non-deductible accruals. The Company has total tax loss carryforwards of approximately \$1.3 billion, a portion of which begin expiring in tax year 2010. The utilization of these tax loss deductions is limited to the future operations of the Company in the tax jurisdictions in which such loss deductions arose. As a result, management is uncertain as to when or whether these operations will generate sufficient profit to realize the deferred tax asset benefit. The valuation allowance provides a reserve against deferred tax assets that may expire or go unutilized by the Company. However, management has determined that it is more likely than not that the Company will realize certain of these benefits and, accordingly, has recognized a deferred tax asset from these benefits. Approximately \$20.0 million of the valuation allowance relates to income tax benefits arising from the exercise of stock options which will be credited directly to stockholders' equity and will not be available to benefit the income tax provision in any future period.

Table of Contents

FLEXTRONICS INTERNATIONAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The amount of deferred tax assets considered realizable, however, could be reduced or increased in the near-term if facts, including the amount of taxable income or the mix of taxable income between subsidiaries, differ from management's estimates.

The Company does not provide for federal income taxes on the undistributed earnings of its foreign subsidiaries, as such earnings are not intended by management to be repatriated in the foreseeable future. Determination of the amount of the unrecognized deferred tax liability on these undistributed earnings is not practicable.

8. SHAREHOLDERS' EQUITY

Secondary Offerings

During fiscal 2002, 2001, and 2000, the Company completed various secondary offerings of its ordinary shares. The Company received net proceeds of approximately \$503.8 million (20,000,000 ordinary shares sold) \$1.4 billion (39,650,000 ordinary shares sold) and \$1.2 billion (67,018,000 ordinary shares sold) in fiscal years 2002, 2001 and 2000, respectively.

Stock Splits

In fiscal 2001, the Company effected a 2:1 stock split. A distribution of 209,001,331 ordinary shares occurred on October 16, 2000. In fiscal 2000, the Company effected a 2:1 stock split, resulting in the distribution of 57,497,204 ordinary shares on December 22, 1999. Each of the stock splits was effected as a bonus issue (the Singapore equivalent of a stock dividend). The Company has accounted for these transactions as a stock split and all share and per share amounts have been retroactively restated to reflect all stock splits.

Strategic Alliance

In connection with the Company's strategic alliance with Motorola Inc. (Motorola) in May 2000, Motorola paid \$100.0 million for an equity instrument that entitled it to acquire 22,000,000 million Flextronics ordinary shares at any time through December 31, 2005 upon meeting targeted purchase levels or making additional payments to the Company. The issuance of this equity instrument resulted in a one-time charge equal to the excess of the fair value of the equity instrument issued over the \$100.0 million proceeds received. As a result, the one-time non-cash charge amounted to approximately \$286.5 million offset by a corresponding credit to additional paid-in capital in the first quarter of fiscal 2001.

In June 2001, the Company entered into an agreement with Motorola under which it repurchased this equity instrument for \$112.0 million. The fair value of the equity instrument on the date it was repurchased exceeded the amount paid to repurchase the equity instrument. Accordingly, the Company accounted for the repurchase of the equity instrument as a reduction to shareholders' equity in the accompanying consolidated statement of shareholders' equity.

Table of Contents

FLEXTRONICS INTERNATIONAL LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Stock-Based Compensation

The Company's 2001 Equity Incentive Plan (the 2001 Plan) provides for grants of up to 7,000,000 stock options. Additionally, the remaining shares that are available under the Company's 1993 Share Option Plan (the 1993 Plan) and any shares issuable upon exercise of the options granted under the 1993 Plan that expire or become unexercisable for any reason without having been exercised in full, will be available for grant under the 2001 Plan. The adoption of the 2001 Plan mandated that no additional options be granted under the 1993 Plan. Any options outstanding under the 1993 Plan will remain outstanding until exercised or until they terminate or expire by their terms. The 2001 Plan contains two separate equity incentive programs including a discretionary option grant program and an automatic option grant program. The discretionary option grant program is administered by the Compensation Committee with respect to officers and directors and by the Chairman of the Company's Board, with respect to all other employees.

Options issued under the 2001 Plan and 1993 Plan generally vest over 4 years. Options granted under the 2001 Plan expire 10 years from the date of grant. Pursuant to an amendment to the provisions relating to the term of options provided under the 1993 Plan, options granted subsequent to October 1, 2000 expire 10 years from the date of grant, rather than the five-year term previously provided. The 2001 Plan and 1993 Plan provide for option grants at an exercise price equal to the fair market value per ordinary share on the option grant date.

The Company's 1997, 1998 and 1999 Interim Option Plans provide for grants of up to 2,000,000, 3,144,000, and 5,200,000 stock options, respectively. These plans provide grants of non-statutory stock options to employees and other qualified individuals to purchase ordinary shares of the Company. Options under these plans cannot be granted to executive officers and directors. All Interim Option Plans have an exercise price of not less than 85% of the fair market value of the underlying stock on the date of grant. Options issued under these plans generally vest over 4 years and expire 5 years from the date of grant.

The Company's Employee Stock Purchase Plan (the Purchase Plan) provides for issuance of up to 2,400,000 ordinary shares. The Purchase Plan was approved by the shareholders in October 1997. Under the Purchase Plan, employees may purchase, on a periodic basis, a limited number of ordinary shares through payroll deductions over a six-month period up to 10% of each participant's compensation. The per share purchase price is 85% of the fair market value of the stock at the beginning or end of the offering period, whichever is lower. The ordinary shares sold under this plan in fiscal 2002, 2001 and 2000, amounted to 767,301, 445,476 and 2,117,740, respectively. The weighted-average fair value of ordinary shares sold under this plan in fiscal 2002, 2001 and 2000 was \$20.08, \$20.00 and \$7.74 per share, respectively.

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table gives information about equity awards under the Company's 2001 Plan; 1993 Plan; 1997, 1998 and 1999 Interim Option Plans; and Purchase Plan.

Plan Category	(A) Number of Ordinary Shares to be Issued Upon Exercise of Outstanding Options	(B) Weighted-Average Exercise Price of Outstanding Options	(C) Number of Ordinary Shares Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Ordinary Shares Reflected in Column (A))
Equity compensation plans approved by shareholders	33,975,652	\$ 17.84	6,691,359(1)
Equity compensation plans not approved by shareholders(3)	3,547,859	\$ 8.08	2,866,999(2)
Total	37,523,511	\$ 16.92	9,558,358

- (1) Of these shares, 6,060,736 shares remain available for grant under the 2001 Plan and 630,623 shares remain available for purchase under the Purchase Plan.
- (2) Of these shares, 2,197,165 shares remain available for grant under the 1999 Interim Option Plan, 177,470 shares remain available for grant under the 1998 Interim Option Plan and 492,364 shares remain available for grant under the 1997 Interim Option Plan.
- (3) The Company has certain option plans and the underlying options of companies, which the Company has merged with or acquired (the Assumed Plans). Total stock options assumed under these plans amounted to 8,097,628. These options have a weighted average exercise price of \$6.12 per share. Options under the Assumed Plans have been converted into the Company's options and adjusted to effect the appropriate conversion ratio as specified by the applicable acquisition agreement, but are otherwise administered in accordance with the terms of the Assumed Plans. Options under the Assumed Plans generally vest over 4 years and expire 10 years from the date of grant. No further awards will be made under the Assumed Plans. Statistics regarding the assumed options are not included in the above table.

S-39

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table presents the activity for options outstanding under all of the stock option plans as of March 31 (Price reflects the weighted average exercise price):

	2002		2001		2000	
	Options	Price	Options	Price	Options	Price
Outstanding, beginning of year	47,235,431	\$ 13.35	44,853,772	\$ 7.46	39,283,808	\$ 4.25
Granted	9,009,567	16.51	14,655,646	23.23	11,668,916	13.49
Exercised	(7,989,287)	5.43	(11,404,613)	5.54	(4,990,596)	3.57
Forfeited	(2,614,572)	18.86	(869,374)	23.98	(1,108,356)	6.30
Outstanding, end of year	45,641,139	\$ 15.00	47,235,431	\$ 13.35	44,853,772	\$ 7.46
Exercisable, end of year	24,490,124		21,065,008		13,583,702	
Weighted average fair value per option granted	\$ 12.43		\$ 12.60		\$ 7.44	

The following table presents the composition of options outstanding and exercisable as of March 31, 2002 (Price and Life reflect the weighted average exercise price and weighted average contractual life unless otherwise noted):

Range of Exercise Prices	Options Outstanding		Life	Options Exercisable	
	Amount	Price		Amount	Price
\$ 0.39 - \$ 5.61	9,849,974	\$ 3.73	2.90	9,432,591	\$ 3.70
6.00 - 13.98	9,532,019	9.03	4.26	6,657,655	8.59
14.03 - 18.19	9,967,710	15.33	6.56	2,493,666	14.79
18.53 - 23.19	9,534,444	22.72	8.18	2,902,109	22.55
23.61 - 44.12	6,756,992	28.43	3.42	3,004,103	28.43
Total, March 31, 2002	45,641,139	\$ 15.00	5.16	24,490,124	\$ 11.43

The Company has elected to follow APB Opinion No. 25 Accounting for Stock Issued to Employees and related interpretations in accounting for its employee stock option plans and employee stock purchase plans and has adopted the disclosure provisions of SFAS No. 123 Accounting for Stock Based Compensation. Because the exercise price of the Company's stock options has equaled the fair value of the underlying stock on the date of grant, no compensation expense has been recognized under APB Opinion No. 25. Had the compensation cost for the Company's stock-based compensation plans been determined based on the fair

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

values of these options, the Company's fiscal 2002, 2001 and 2000 net income (loss) and earnings (loss) per share would have been adjusted to the proforma amounts indicated below:

	Years Ended March 31,		
	2002	2001	2000
Net income (loss):			
As reported	\$(153,748)	\$(446,019)	\$158,568
Proforma	(220,925)	(596,494)	133,319
Basic earnings (loss) per share:			
As reported	\$ (0.31)	\$ (1.01)	\$ 0.44
Proforma	(0.45)	(1.35)	0.37
Diluted earnings (loss) per share:			
As reported	\$ (0.31)	\$ (1.01)	\$ 0.42
Proforma	(0.45)	(1.35)	0.35

In accordance with the disclosure provisions of SFAS No. 123, the fair value of employee stock options granted during fiscal 2002, 2001 and 2000 was estimated at the date of grant using the Black-Scholes model and the following weighted average assumptions:

	Years Ended March 31,		
	2002	2001	2000
Volatility	62%	62%	58%
Risk-free interest rate range	6.3%	6.3%	6.2%
Dividend yield	0%	0%	0%
Expected lives	9.6 yrs	3.6 yrs	3.5 yrs

Because SFAS No. 123 is applicable only to awards granted subsequent to December 30, 1994, and due to the subjective nature of the assumptions used in the Black-Scholes model, the proforma net income (loss) and earnings (loss) per share disclosures may not reflect the associated fair value of the outstanding options.

9. UNUSUAL CHARGES*Fiscal 2002*

The Company recognized unusual pre-tax charges of approximately \$574.4 million during fiscal 2002, of which \$530.0 million related to closures of several manufacturing facilities and \$44.4 million was primarily for the impairment of investments in certain technology companies. As further discussed below, \$464.4 million of the charges relating to facility closures have been classified as a component of Cost of Sales.

Unusual charges recorded in fiscal 2002 by segments are as follows: Americas, \$265.8 million; Asia, \$70.7 million; Western Europe, \$185.4 million; and Central Europe, \$52.5 million.

Table of Contents**FLEXTRONICS INTERNATIONAL LTD.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The components of the unusual charges recorded in fiscal 2002 are as follows (in thousands):

Facility closure costs:		
Severance	\$ 153,598	cash
Long-lived asset impairment	163,724	non-cash
Other exit costs	212,660	cash/non-cash
	<hr/>	
Total facility closure costs	529,982	
Other unusual charges	44,444	cash/non-cash
	<hr/>	
Total Unusual Charges	574,426	
	<hr/>	
Income tax benefit	(122,948)	
	<hr/>	
Net Unusual Charges	\$ 451,478	
	<hr/>	

In connection with the fiscal 2002 facility closures, the Company developed formal plans to exit certain activities and involuntarily terminate employees. Management's plan to exit an activity included the identification of duplicate manufacturing and administrative facilities for closure or consolidation into other facilities. Management currently anticipates that the facility closures and activities to which all of these charges relate will be substantially completed within one year of the commitment dates of the respective exit plans, except for certain long-term contractual obligations.

Of the total pre-tax facility closure costs recorded in fiscal 2002, \$153.6 million related to employee termination costs, of which \$118.4 million has been classified as a component of Cost of Sales. As a result of the various exit plans, the Company identified 13,391 employees to be involuntarily terminated related to the various facility closures. As of March 31, 2002, 7,444 employees had been terminated, and another 5,947 employees had been notified that they are to be terminated upon completion of the various facility closures and consolidations. During fiscal 2002, the Company paid employee termination costs of approximately \$86.0 million, related to the fiscal 2002 restructuring activities. The remaining \$67.6 million of employee termination costs was classified as accrued liabilities as of March 31, 2002 and is expected to be paid out within one year of the commitment dates of th