



**FOUNDER HOLDINGS LIMITED**  
**方正控股有限公司\***

*(Incorporated in Bermuda with limited liability)*  
(Stock Code : 0418)

**(1) NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Founder Holdings Limited (the “Company”) will be held at 10:00 a.m. on Friday, 23 November 2007 at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution:

**ORDINARY RESOLUTION**

**“THAT:**

the S&P Agreement (as defined in the circular of the Company dated 6 November 2007 (the “Circular”) of which the notice of this meeting forms part, a copy of which was marked “A” and has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification) entered into between Founder (Hong Kong) Limited and Founder Information (Hong Kong) Limited in relation to the sale and purchase of the entire issued share capital of Founder Apabi International Limited of one ordinary share of US\$1.00 (the “Sale Share”) at a consideration of HK\$27,200,000 and the consideration for the sale of the Sale Share shall be satisfied in cash and subject to other terms and conditions set out in the S&P Agreement and all the transactions contemplated thereunder be and is hereby approved; the Master Purchase Agreement (as defined in the Circular of which the notice of this meeting forms part, a copy of which was marked “B” and has been produced to the meeting and signed by the chairman of the meeting for the purposes of identification) dated 5 November 2007 entered into between the Company and Peking Founder Group Company Limited and the proposed annual caps, in relation to the aforesaid continuing connected transactions for each of the three years ending 31 December 2009 and other terms and conditions set out in the Master Purchase Agreement and all the transactions contemplated thereunder be and are hereby approved; and any one director of the Company be and is hereby authorised on behalf of the Company to execute all such documents, in such final form or with such amendments as that director may deem appropriate, and to do all such acts or things, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the Master Purchase Agreement and the transactions contemplated therein.”

\* For identification purpose only

## **(2) ENTERING INTO OF THE MASTER PURCHASE AGREEMENT AND THE MASTER SALES AGREEMENT**

On 5 November 2007, the Master Purchaser Agreement and the Master Sales Agreement were entered into between Founder Holdings Limited and Peking University Founder Group Company Limited, the controlling shareholder of Founder Holdings Limited. The terms and conditions of each of the Master Purchase Agreement and the Master Sales Agreement are the same as they were already set out in the announcement issued by Founder Holdings Limited on 16 October 2007.

By Order of the Board  
**Founder Holdings Limited**  
**Tang Yuk Bo, Yvonne**  
*Company Secretary*

Hong Kong, 6 November 2007

### *Notes:*

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. Completion and return of the form of proxy will not preclude a shareholder from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
2. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof.
4. In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), Peking University Founder Group Company Limited, the controlling shareholder of the Company, and its associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolution.
5. The ordinary resolution as set out above will be determined by way of a poll.

*As at the date of this announcement, the Board of the Company comprises the executive directors of Mr. Zhang Zhao Dong (Chairman), Professor Xiao Jian Guo (Deputy Chairman), Mr. Liu Xiao Kun (President), Professor Wei Xin, Mr. Chen Geng and Mr. Xie Ke Hai, and the independent non-executive directors of Mr. Li Fat Chung, Dr. Hu Hung Lick, Henry and Ms. Wong Lam Kit Yee.*