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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00418)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Special General Meeting of Founder Holdings Limited (the “**Company**” and its subsidiaries, together the “**Group**”) will be held at 10:00 a.m., on Thursday, 24 April 2025 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, with or without modifications, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) the deposit service framework agreement (the “**Deposit Service Framework Agreement**”) dated 20 February 2025 between the Company and Ping An Bank pursuant to which Ping An Bank agreed to provide deposit service to the Group commencing from the Effective Date (as defined in the circular of the Company dated 26 March 2025 (the “**Circular**”) to 31 December 2027 for a term not exceeding three years; and all the transactions contemplated in the Deposit Service Framework Agreement are hereby approved, confirmed and ratified (details of the Deposit Service Framework Agreement are set out in the Circular, copies of the Deposit Service Framework Agreement and the Circular have been tabled at the meeting and marked “A” and “B” initialed by the chairman of the meeting for identification purpose);
- (b) the proposed Annual Caps (as defined and more particularly described in the Circular) be and are hereby approved and confirmed; and
- (c) the directors of the Company, acting together, individually or by committee, be and are hereby authorised to take such actions, do such things and execute such further documents or deeds which in their opinion may be necessary, desirable or expedient

for the purpose of giving effect to and/or to implement the transactions contemplated under the Deposit Service Framework Agreement.”

Yours faithfully,  
By Order of the Board  
**Founder Holdings Limited**  
**Zhang Jian Guo**  
*Chairman*

Hong Kong, 26 March 2025

*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 instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder. 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 principal place of business of the Company at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong, or the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time for holding the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Thursday, 17 April 2025 to Thursday, 24 April 2025, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the Special General Meeting, all share transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 16 April 2025.
5. At the meeting (or at any adjournment thereof), the Chairman of the meeting will put the above resolution to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Bye-laws of the Company. The poll results will be published on the websites of the Company at [www.irasia.com/listco/hk/founder](http://www.irasia.com/listco/hk/founder) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) following the meeting.

*As at the date of this announcement, the Board comprises executive directors of Mr. Zhang Jian Guo (Chairman and President), Mr. Wang Jin Chao, Mr. Guo Song, Mr. Xu Chengjie, Mr. Li Shuo Feng and Ms. Wu Jing and the independent non-executive directors of Mr. Chan Chung Kik, Lewis, Mr. Lai Nga Ming, Edmund and Mr. Chak Chi Shing.*

\* *For identification purposes only*