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## **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 Tuesday, 11 October 2011 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 resolutions:

### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the Disposal Agreement be (as defined in the Circular) and are hereby approved;
- (b) any one Director be and is hereby authorized 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 Disposal Agreement and the transactions contemplated thereunder.”

2. **“THAT:**

- (a) the Master HP Agreement (as defined in the Circular) be and are hereby approved;
- (b) the proposed annual caps in relation to the transactions contemplated under the Master HP Agreement for the three years ending 31 December 2013 be and are hereby approved; and
- (c) any one Director be and is hereby authorized 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 HP Agreement and the transactions contemplated thereunder.”

3. “**THAT** Mr Fung Man Yin Sammy be re-elected as an independent non-executive director of the Company and any one or more Directors be and is/are hereby authorized to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient in connection with the re-election of Mr Fung Man Yin Sammy as an independent non-executive director of the Company.”

By order of the Board  
**Founder Holdings Limited**  
**Zhang Zhao Dong**  
*Chairman*

Hong Kong, 20 September 2011

*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 his/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 In such event, his/her form of proxy will be deemed to have been revoked.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 in Hong Kong at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, 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 and its associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolutions (1) and (2).
5. The ordinary resolutions as set out above will be determined by way of a poll.

*As at the date of this announcement, the board of directors 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, Ms Wong Lam Kit Yee and Mr Fung Man Yin Sammy.*

\* *For identification purpose only*