

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



(Incorporated in Bermuda with limited liability)
(Stock Code : 00418)

RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 11 OCTOBER 2011

The Board is pleased to announce that the ordinary resolutions to approve (i) the Disposal Agreement; (ii) the Master HP Agreement (including the annual caps for the three years ending 31 December 2013); and (iii) the re-election of Mr Fung Man Yin Sammy as an independent non-executive Director were all duly passed by the Shareholders by way of poll at the SGM held on Tuesday, 11 October 2011.

References are made to the notice of special general meeting dated 20 September 2011 and the circular of the Company dated 20 September 2011 (the “Circular”) in relation to (i) the Disposal Agreement; (ii) the Master HP Agreement (including the annual caps for the three years ending 31 December 2013); and (iii) the re-election of Mr Fung Man Yin Sammy as an independent non-executive Director. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that, as more than 50% of the valid votes were cast in favour of each of the ordinary resolutions to approve (i) the Disposal Agreement; (ii) the Master HP Agreement (including the annual caps for the three years ending 31 December 2013); and (iii) the re-election of Mr Fung Man Yin Sammy as an independent non-executive Director, all such ordinary resolutions were duly passed by the Shareholders by way of poll at the SGM held on Tuesday, 11 October 2011. The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited was appointed as the scrutineer for the vote-taking at the SGM.

The poll results in respect of the ordinary resolutions proposed at the SGM are as follows:

ORDINARY RESOLUTIONS	FOR	AGAINST	Total number of Shares voted (%)
	Number of Shares (%)	Number of Shares (%)	
(i) to approve the transactions contemplated under the Disposal Agreement	56,131,750 (99.85%)	84,400 (0.15%)	56,216,150 (100%)
(ii) to approve the transactions contemplated under the Master HP Agreement (including the annual caps for the three years ending 31 December 2013)	52,997,750 (100%)	0 (0%)	52,997,750 (100%)
(iii) to approve the re-election of Mr Fung Man Yin Sammy as an independent non-executive Director	52,997,750 (100%)	0 (0%)	52,997,750 (100%)

As at the date of the SGM, the number of issued shares of the Company (the “Shares”) was 1,130,299,893 Shares.

As set out in the Circular, Peking Founder and its associates were interested in 367,179,610 Shares, representing approximately 32.49% of the issued share capital of the Company, they were required to, and did abstain from voting at the SGM in respect of the above ordinary resolutions (i) and (ii) above. As a result, the Independent Shareholders holding a total of 763,120,283 Shares were entitled to attend and vote for or against the ordinary resolutions (i) and (ii) above.

No Shareholder was required to abstain from voting at the SGM in respect of the above ordinary resolution (iii). As a result, all Shareholders holding a total of 1,130,299,893 Shares were entitled to attend and vote for or against the ordinary resolution (iii) above.

No Shareholder was entitled to attend and vote only against any of the ordinary resolutions at the SGM, nor did any Shareholder state their intention in the Circular to vote against any of the ordinary resolutions.

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

Hong Kong, 11 October 2011

As at the date of this announcement, the Board 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