



FOUNDER HOLDINGS LIMITED
方正控股有限公司*

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

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Founder Holdings Limited (the “Company”) will be held at 10:00 a.m. on 30 August 2004 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 which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the share application agreement dated 22 July 2004 (the “Subscription Agreement”) entered between Founder International Inc. (“Founder Inc.”) and Media Champion Holdings Limited (the “Subscriber”) in relation to the subscription by the Subscriber of a total of 870 new ordinary shares in the share capital of Founder Inc. (the “Subscription Shares”), a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification, the transactions contemplated by the Subscription Agreement and the execution and performance thereof be and are hereby approved, confirmed and ratified; and the issue and allotment of the Subscription Shares by Founder Inc. to the Subscriber pursuant to the Subscription Agreement be and is hereby approved.”

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

Hong Kong, 13 August 2004

Notes:

- (1) A shareholder who is holder of two or more shares, and who is entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote in his stead. A proxy needs 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 In such event, his form of proxy will be deemed to have been revoked.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 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”), if Mr. Guan Xiang Hong and his associates (as defined in the Listing Rules) hold shares of the Company as at the date of the meeting, they are required to abstain from voting on the above 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 directors of the Company are Mr. Cheung Shuen Lung, Professor Xiao Jian Guo, Professor Wei Xin, Mr. Zhang Zhao Dong, Dr. Hu Hung Lick, Henry and Mr. Li Fat Chung.

* *For identification purpose only*

*Please also refer to the published version of this announcement in
The Standard and Sing Pao.*