



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 10:30 a.m. on 18 March 2005 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 which will be proposed as an ordinary resolution:

ORDINARY RESOLUTIONS

1. **“THAT:**

the Agreement dated 7 February 2005 and the transactions contemplated therein including the Disposal and the Loan Assignment (both such terms as defined in the circular of the Company dated 28 February 2005 of which the notice of this meeting forms part) be and are hereby approved, ratified and confirmed and any one director be and is hereby authorised to sign and execute such documents (and, if required, affix the common seal of the Company thereto) for and on behalf of the Company, in such final form and with such amendments as that director may deem appropriate, and to otherwise do all such things, as he may in his absolute discretion consider necessary or desirable to give effect to the Agreement and the transactions contemplated therein.”

2. **“THAT:**

- (a) the Japan Software Agreement (as defined in the circular of the Company dated 28 February 2005 of which the notice of this meeting forms part) dated 7 February 2005 and the transactions contemplated therein be and are hereby approved, ratified and confirmed;
- (b) the proposed Japan Annual Cap (as defined in the said circular of the Company dated 28 February 2005) for each of the three years ending 31 December 2005, 2006 and 2007 being US\$860,000 (equivalent to HK\$6,708,000), US\$1,000,000 (equivalent to HK\$7,800,000) and US\$1,350,000 (equivalent to HK\$10,530,000) respectively be and are hereby approved; and
- (c) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents, instruments and to do all such acts or things as that director may in his absolute discretion deem appropriate to give effect to the Japan Software Agreement and the transactions contemplated therein.”

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

Hong Kong, 28 February 2005

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"), Peking University Founder Group Corporation, the controlling shareholder of the Company and its associates (as defined in the Listing Rules) are required to abstain from voting on all of the above resolutions.
- (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 Cheung Shuen Lung, Professor Xiao Jian Guo, Professor Wei Xin, Mr Zhang Zhao Dong and Mr Xia Yang Jun, and the independent non-executive directors of Dr Hu Hung Lick, Henry, Mr Li Fat Chung and Mrs Wong Lam Kit Yee.

* *For identification purpose only*

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