



(Incorporated in Bermuda with limited liability)

(Stock Code: 0418)

## RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 18 MARCH 2005

The Board is pleased to announce that the ordinary resolutions to approve the connected and discloseable transaction and continuing connected transactions were duly passed at the SGM held on 18 March 2005.

Reference is made to the notice of Special General Meeting (“SGM”) dated 28 February 2005 (the “Notice”) and the circular of Founder Holdings Limited (the “Company”) dated 28 February 2005 (the “Circular”). Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Notice and the Circular.

The Board is pleased to announce that each of the ordinary resolutions to approve the connected and discloseable transaction and continuing connected transactions was duly passed by way of a poll by the Independent Shareholders at the SGM. 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.

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

ORDINARY RESOLUTION	FOR	AGAINST	Total number of Shares
	Number of Shares (%)	Number of Shares (%)	
1. Resolution to approve the Agreement dated 7 February 2005 and the transactions contemplated therein	69,538,750 (100%)	Nil (0%)	69,538,750
2. Resolution to approve the Japan Software Agreement dated 7 February 2005 and the transactions contemplated therein and the Japan Annual Cap	69,538,750 (100%)	Nil (0%)	69,538,750

As at the date of the SGM, the number of issued shares of the Company was 1,123,799,893 Shares. As referred to in the Circular, Peking Founder, which had a direct 32.67% interest in the capital of the Company and controlled or was entitled to exercise the control over the voting right in respect of its 32.67% interest in the capital of the Company (representing 367,179,610 Shares), was the controlling shareholder of the Company. Under the Listing Rules, Peking Founder and its associates were required to, and did, abstain from voting in respect of the resolutions proposed at the SGM. As a result, Shareholders holding a total of 756,620,283 Shares were entitled to attend and vote for or against the resolutions proposed at the SGM.

By Order of the Board  
**Cheung Shuen Lung**  
*Chairman*

Hong Kong, 18 March 2005

*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 propose only*

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