



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 of Founder Holdings Limited (the “Company”) will be held at 10:00 a.m. on 10 July 2006 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:

ORDINARY RESOLUTION

“**THAT** the agreement (the “Agreement”) entered into between the Company and Shining Wisdom Group Limited dated 26 May 2006 in relation to the transfer of 240,425,000 shares of HK\$0.10 each in the share capital of EC-Founder (Holdings) Company Limited for a total cash consideration of HK\$68,521,125 (a copy of the Agreement marked A and signed by the Chairman of this meeting has been submitted to the meeting for identification purposes) be and is hereby approved, confirmed and ratified, and the directors of the Company be and are hereby authorised to do such acts and things, take all steps and execute all such further documents which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated under the Agreement.”

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

Hong Kong, 16 June 2006

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 in his/her stead. A shareholder who is holder of two or more shares may appoint more than one proxy to attend and vote in his/her 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 In such event, his/her form of proxy will be deemed to have been revoked.*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.*

The Board of Directors of the Company comprises Mr Cheung Shuen Lung (Chairman), Professor Xiao Jian Guo (Deputy Chairman), Professor Wei Xin, Mr Zhang Zhao Dong and Mr Xia Yang Jun (each of whom an executive director), Dr Hu Hung Lick, Henry, Mr Li Fat Chung and Ms Wong Lam Kit Yee (each of whom an independent non-executive director).

** For identification purpose only*

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