



EC-FOUNDER (HOLDINGS) COMPANY LIMITED
方正數碼(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 618)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of EC-Founder (Holdings) Company Limited (the “Company”) will be held at 10:00 a.m. on Monday, 29 November 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:

- a. the conditional agreement dated 20 October 2004 (the “Agreement”) entered into between Founder Data Corporation International Limited (“Founder Data”), 方正軟件(蘇州)有限公司 (Founder Software (Suzhou) Company Limited**) and 上海方正信息安全技術有限公司 (Shanghai Founder Information Security Technology Company Limited**) (together, the “Purchasers”), and Peking University Founder Group Corporation in relation to the disposal of the entire equity interest in 北京方正數碼有限公司 (EC-Founder Co., Ltd.***) by Founder Data to the Purchasers, a copy of which has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, the transactions contemplated under the Agreement and the implementation thereof be and are hereby approved, confirmed and ratified (***English translated names given for identification purpose only*); and
- b. the directors of the Company be authorised to take any such action, execute any such document and do any such other thing on behalf of the Company as they may consider necessary, appropriate or desirable in relation to, or in connection with, the implementation of the Agreement and the transactions contemplated thereunder.”

By order of the Board
EC-Founder (Holdings) Company Limited
Tang Yuk Bo, Yvonne
Company Secretary

Hong Kong, 11 November 2004

Principal place of business in Hong Kong:

Unit 1408, 14th Floor

Cable TV Tower

9 Hoi Shing Road

Tsuen Wan

New Territories

Hong Kong

Notes:

- (1) Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder. 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 Peking University Founder Group Corporation and its associates (as defined in the Listing Rules) (including the Purchasers, Founder Holdings Limited and their respective subsidiaries) 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 board of directors of the Company comprises executive directors of Mr Zhang Zhao Dong, Mr Cheung Shuen Lung, Professor Wei Xin, Mr Xia Yang Jun and Mr Xie Ke Hai, a non-executive director of Mr Yung Chih Shin, Richard, and independent non-executive directors of Mr Yang Lin, Richard, 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.