



EC-FOUNDER (HOLDINGS) COMPANY LIMITED

方正數碼(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0618)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of EC-Founder (Holdings) Company Limited (the “Company”) will be held at 9:45 a.m. on Wednesday, 4 January 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 resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** the Master Agreement (as defined in the circular of the Company dated 12 December 2005 (the “Circular”) of which the notice of this meeting forms part, a copy of which was marked “A” and has been produced to the meeting and signed by the chairman of the meeting for the purposes of identification) proposed to be entered into between the Company and Founder Holdings Limited be and is hereby approved; and the proposed annual caps in relation to the transactions contemplated under the Master Agreement for each of the three financial years ending 31 December 2006, 2007 and 2008 as set out in the Circular be and are hereby approved; and any one director of the Company be and is hereby authorised on behalf of the Company to execute all such documents, in such final form or with such amendments as that director may deem appropriate, and to do all such acts or things, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the Master Agreement and the transactions contemplated therein.”
2. **“THAT** the Peking Founder Master Agreement (as defined in the Circular of which the notice of this meeting forms part, a copy of which was marked “B” and has been produced to the meeting and signed by the chairman of the meeting for the purposes of identification) proposed to be entered into between the Company and Peking University Founder Group Company Limited be and is hereby approved; and the proposed annual caps in relation to the transactions contemplated under the Peking Founder Master Agreement for each of the three financial years ending 31 December 2006, 2007 and 2008 as set out in the Circular be and are hereby approved; and any one director of the Company be and is hereby authorised on behalf of the Company to execute all such documents, in such final form or with such amendments as that director may deem appropriate, and to do all such acts or things, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the Peking Founder Master Agreement and the transactions contemplated therein.”

SPECIAL RESOLUTION

3. **“THAT** the Bye-laws of the Company be amended in the following manner:
 - (A) Bye-law 70
 - (a) by inserting in the first paragraph after the words “decided on a show of hands, unless”, the following words:
“voting by way of a poll is required by the rules of the Designated Stock Exchange or”;
 - (b) by deleting the full-stop at the end of Bye-law 70(iv) and replacing therewith a semi-colon and the word “or” immediately thereafter and by inserting the following as new Bye-law 70(v):
“70.(v) by any Director or Directors (including the chairman of a general meeting of the Company) who, individually or collectively, hold proxies in respect of shares representing 5 per cent. or more of the total voting rights at such meeting and if on a show of hands such meeting votes in the opposite manner to that instructed in those proxies.”
 - (B) By deleting the existing Bye-law 71 in its entirety and substituting therefor the following:
“71. If a poll is duly demanded, the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The chairman of the meeting shall count and record all proxy votes properly, and announce the result of the poll, in accordance with the requirements of the Designated Stock Exchange.”
 - (C) Bye-law 99
 - (a) by deleting Bye-law 99(A) in its entirety and substituting therefor the following:
“99. (A) Subject to the provisions of any Statute and notwithstanding any other provisions in the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot.”
 - (b) by inserting the words “and shall retain office until the close of the meeting at which he retires” after the words “re-election” at the end of the first sentence of Bye-law 99. (B).
 - (D) By adding “the next following general meeting of the Company (in the case of filling a casual vacancy) or until” after the words “Any Director so appointed shall hold office only until” and adding “(in the case of an addition to their member)” after “the next following annual general meeting of the Company” in the existing Bye-law 102 (B).”

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

Hong Kong, 12 December 2005

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 instead of him/her. 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/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.
- (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”), Founder Holdings Limited, Peking University Founder Group Company Limited and their respective associates (as defined in the Listing Rules) are required to abstain from voting on all of the above ordinary resolutions.
Mr Cheung Shuen Lung, Professor Xiao Jian Guo, Professor Wei Xin and Mr Zhang Zhao Dong and their respective associates will voluntarily abstain from voting in respect of the above ordinary resolutions.
- (5) The ordinary resolutions as set out above will be determined by way of a poll.

The Board comprises Mr Zhang Zhao Dong (Chairman), Mr Cheung Shuen Lung, Professor Wei Xin, Mr Xia Yang Jun and Mr Xie Ke Hai (each of whom an executive director), Mr Yung Chih Shin, Richard (Honorary Chairman) (a non-executive director), Mr Li Fat Chung, Ms Wong Lam Kit Yee and Ms Cao Qian (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.*