



EC-FOUNDER (HOLDINGS) COMPANY LIMITED

方正數碼(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0618)

**RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 4 JANUARY 2006**

The Board is pleased to announce that the ordinary resolutions to approve the continuing connected transactions under the Master Agreement and the Peking Founder Master Agreement and the special resolution to amend the Bye-laws were duly passed at the SGM held on 4 January 2006.

Reference is made to the notice of SGM dated 12 December 2005 (the "Notice") and the circular of the Company dated 12 December 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 the ordinary resolutions to approve the continuing connected transactions under the Master Agreement and the Peking Founder Master Agreement, as well as the relevant annual caps for the three financial years ending 31 December 2006, 2007 and 2008, were duly passed by the Independent Shareholders by poll and the special resolution to amend the Bye-laws was duly passed by the Shareholders on a vote of hands at the SGM held on 4 January 2006. The Company's branch share registrar in Hong Kong, Tengis 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 passed at the SGM are as follows:

ORDINARY RESOLUTIONS	FOR	AGAINST	Total number of Shares voted
	Number of Shares (%)	Number of Shares (%)	
1. Resolution to approve the Master Agreement, the transactions contemplated therein and the proposed annual caps in relation to the transactions contemplated therein.	157,444,100 (100%)	0 (0%)	157,444,100
2. Resolution to approve the Peking Founder Master Agreement, the transactions contemplated therein and the proposed annual caps in relation to the transactions contemplated therein.	157,444,100 (100%)	0 (0%)	157,444,100

As at the date of the SGM, the number of issued shares of the Company (the "Shares") was 1,100,562,040 Shares. As set out in the Circular, Founder and its associates were interested in 603,609,000 Shares, representing approximately 54.85% of the issued share capital of the Company. Founder, Peking Founder and their respective associates were required to, and did, abstain from voting at the SGM in respect of the above ordinary resolutions. Mr Cheung Shuen Lung, Professor Xiao Jian Guo, Professor Wei Xin and Mr Zhang Zhao Dong are executive directors of Founder and Peking Founder. They and their respective associates were interested in an aggregate of 53,505,100 Shares, representing approximately 4.86% of the issued share capital of the Company. They and their respective associates voluntarily abstained from voting at the SGM in respect of the above ordinary resolutions. As a result, Shareholders holding a total of 443,447,940 Shares were entitled to attend and vote for or against the ordinary resolutions at the SGM. No Shareholder was entitled to attend and vote only against the ordinary resolutions at the SGM.

The Master Agreement and the Peking Founder Master Agreement will be entered into as soon as practicable.

By Order of the Board
EC-Founder (Holdings) Company Limited
Zhang Zhao Dong
Chairman

Hong Kong, 4 January 2006

The Board comprises Mr Zhang Zhao Dong (Chairman), Mr Cheung Shuen Lung, Professor Wei Xin, Mr Xia Yung 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.*