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**RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 22 JANUARY 2013**

The Board is pleased to announce that the ordinary resolution to approve the transactions contemplated under the New Master Sales Agreement (including the proposed annual caps for the three years ending 31 December 2015) was duly passed at the SGM held on Tuesday, 22 January 2013.

Reference is made to the notice of special general meeting dated 4 January 2013 (the “**SGM Notice**”) and the circular of the Company dated 4 January 2013 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meaning as those defined in the Circular.

The Board is pleased to announce that as more than 50% of the valid votes were cast in favour of the ordinary resolution to approve the transactions contemplated under the New Master Sales Agreement (including the proposed annual caps for the three years ending 31 December 2015), and that such ordinary resolution was duly passed by the Independent Shareholders by poll at the SGM on Tuesday, 22 January 2013. 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.

The poll results in respect of ordinary resolution proposed at the SGM are as follows:

ORDINARY RESOLUTION	FOR	AGAINST	Total number of Shares voted (%)
	Number of Shares (%)	Number of Shares (%)	
To approve the transactions contemplated under the New Master Sales Agreement (including the proposed annual caps for the three years ending 31 December 2015)	56,200,666 99.9%	54,400 0.1%	56,255,066 100%

Note: The full text of the above ordinary resolution is set out in the SGM Notice.

As at the date of the SGM, the number of issued shares of the Company (the “**Shares**”) was 1,130,299,893 Shares. As set out in the Circular, Peking Founder and its associates were interested in 367,179,610 Shares, representing approximately 32.49% of the issued share capital of the Company. Peking Founder and its associates were required to, and did, abstain from voting at the SGM in respect of the above ordinary resolution. As a result, Independent Shareholders holding a total of 763,120,283 Shares were entitled to attend and vote on the ordinary resolution proposed at the SGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour at the SGM as set out in Rule 13.40 of the Listing Rules. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the SGM.

By order of the Board of
Founder Holdings Limited
Fang Zhong Hua
Chairman

Hong Kong
22 January 2013

As at the date of this announcement, the Board comprises executive Directors of Mr Fang Zhong Hua (Chairman), Professor Xiao Jian Guo (Deputy Chairman), Mr Liu Xiao Kun (President), Ms Yi Mei, Professor Yang Bin and Mr Wo Fei Yu, and the independent non-executive Directors of Mr Li Fat Chung, Ms Wong Lam Kit Yee and Mr Fung Man Yin, Sammy.

* For identification purpose only