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**RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 10 SEPTEMBER 2014**

The Board is pleased to announce that the ordinary resolution to approve the transactions contemplated under the Entrusted Loan Master Agreement and the proposed annual caps in relation thereto for three years ending 31 December 2016, was duly passed at the SGM held on Wednesday, 10 September 2014.

Reference is made to the notice of SGM dated 22 August 2014 (the “**Notice of SGM**”) and the circular dated 22 August 2014 (the “**Circular**”). Unless the context otherwise requires, capitalised terms used herein shall have the same meaning as those defined in the Circular.

The board of directors (the “**Board**”) of the Founder Holdings Limited (the “**Company**”) 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 Entrusted Loan Master Agreement and the proposed annual caps in relation thereto for three years ending 31 December 2016, such ordinary resolution was duly passed by the Independent Shareholders by poll at the SGM on Wednesday, 10 September 2014. 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 Entrusted Loan Master Agreement and the proposed annual caps in relation thereto for three years ending 31 December 2016.	62,578,150 (99.997%)	2,000 (0.003%)	62,580,150 (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 1,168,717,453 Shares. As set out in the Circular, Peking Founder, Mr Fang Zhong Hua and Professor Xiao Jian Guo were interested in 367,179,610 Shares, 2,955,200 Shares and 2,955,200 Share representing approximately 31.42%, 0.25% and 0.25% of the issued share capital of the Company respectively. Peking Founder and its associates, Founder Information, Professor Xiao Jian Guo and Mr Fang Zhong Hua 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 795,627,443 Shares were entitled to attend and vote on the ordinary resolution proposed at the SGM.

There were no Shares entitling Shareholders to attend and abstain from voting in favour at the SGM as set out in Rule 13.40 of the Listing Rules.

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

Hong Kong, 10 September 2014

As at the date of this announcement, the board of directors of the Company comprises executive directors of Mr Fang Zhong Hua (Chairman), Professor Xiao Jian Guo (Deputy Chairman), Professor Yang Bin (President), Ms Yi Mei, Ms Zuo Jin and Ms Liu Yu Xiao, 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