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**RESULT OF THE SPECIAL GENERAL MEETING
HELD ON 20 JULY 2016**

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 2018) was duly passed at the SGM on Wednesday, 20 July 2016.

Reference is made to the notice of special general meeting dated 4 July 2016 (the “**Notice of SGM**”) and the circular dated 4 July 2016 (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 2018), and that such ordinary resolution was duly passed by the Independent Shareholders by poll at the SGM on Wednesday, 20 July 2016. The Company’s branch share register in Hong Kong, Computershare Hong Kong Investor Services Limited was appointed as scrutineer for the vote-taking at the SGM.

The poll result in respect of ordinary resolution proposed at the SGM is 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 2018)	72,198,816 (98.63%)	1,000,000 (1.37%)	73,198,816 (100%)

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

As at the date of the SGM, the number of issued shares of the Company (the “**Shares**”) was 1,199,746,993 Shares. As set out in the Circular, Peking Founder and its associates were interested in 367,179,610 Shares, representing approximately 30.60% 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 832,567,383 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 resolution at the SGM.

By order of the Board of
Founder Holdings Limited
Xiao Jian Guo
Chairman

Hong Kong, 20 July 2016

As at the date of this announcement, the board of directors of the Company comprises executive directors of Professor Xiao Jian Guo (Chairman), Mr Shao Xing (President), Mr Liu Jian, Professor Yang Bin, Ms Zuo Jin and Ms Sun Min, 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*