



NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Founder Holdings Limited (the “Company”) will be held at 10:30 a.m. on Monday, 22 September 2008 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 ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the terms of the New Lease Agreement dated 15 August 2008 (as defined in the circular of the Company dated 3 September 2008 (the “Circular”) of which this notice forms part) (a copy of the New Lease Agreement is produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) entered into between 北京北大方正電子有限公司 (Beijing Founder Electronics Co., Ltd.*) and 北京方誠物業管理有限責任公司 (Beijing Fangcheng Property Management Co., Limited*), the transactions contemplated under the New Lease Agreement and the proposed annual cap in respect of the transactions contemplated under the New Lease Agreement for the year ending 31 December 2008 as set out in the Circular be and are hereby approved; and
- (b) 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 New Lease Agreement and the transactions contemplated therein.”

2. **“THAT:**

- (a) the terms of the Lease Renewal Agreement dated 15 August 2008 (as defined in the Circular of which this notice forms part) (a copy of the Lease Renewal Agreement is produced to the meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification) entered into between 北京北大方正電子有限公司 (Beijing Founder Electronics Co., Ltd.*) and 北京方誠物業管理有限責任公司 (Beijing Fangcheng Property

Management Co., Limited*), the transactions contemplated under the Lease Renewal Agreement and the proposed caps in respect of the transactions contemplated under the Lease Renewal Agreement for each of the three years ending 31 December 2011 as set out in the Circular be and are hereby approved; and

- (b) 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 Lease Renewal Agreement and the transactions contemplated therein.”

3. **“THAT:**

- (a) the terms of the Additional Subway Software Agreement dated 15 August 2008 (as defined in the Circular of which this notice forms part) (a copy of the Additional Subway Software Agreement is produced to the meeting marked “C” and signed by the Chairman of the meeting for the purpose of identification) entered into between 北京方正奧德計算機系統有限公司 (Beijing Founder Order Computer System Co., Limited*) and 北京方正國際軟件系統有限公司 (Beijing Founder International Co., Limited*) and the transactions contemplated under the Additional Subway Software Agreement be and are hereby approved; and
- (b) 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 Additional Subway Software Agreement and the transactions contemplated therein.”

4. **“THAT:**

- (a) the terms of the New Japan Master Agreement dated 15 August 2008 (as defined in the Circular of which this notice forms part) (a copy of the New Japan Master Agreement is produced to the meeting marked “D” and signed by the Chairman of the meeting for the purpose of identification) entered into between the Company and 方正株式會社(Founder International Inc.), the transactions contemplated under the New Japan Master Agreement and the proposed caps in respect of the transactions contemplated under the New Japan Master Agreement for each of the three years ending 31 December 2010 as set out in the Circular be and are hereby approved; and

- (b) 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 New Japan Master Agreement and the transactions contemplated therein.”

By Order of the Board
Founder Holdings Limited
Tang Yuk Bo, Yvonne
Company Secretary

Hong Kong, 3 September 2008

Registered office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal place of business in Hong Kong:
Unit 1408, 14th Floor
Cable TV Tower
9 Hoi Shing Road
Tsuen Wan
New Territories
Hong Kong

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 in his/her stead. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote in his/her stead. A proxy needs not be a shareholder of the Company. 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"), Peking University Founder Group Company Limited, the controlling shareholder of the Company, and its associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolutions.
5. The ordinary resolutions as set out above will be determined by way of poll.

As at the date of this announcement, the Board of the Company comprises executive directors of Mr Zhang Zhao Dong (Chairman), Professor Xiao Jian Guo (Deputy Chairman), Mr Liu Xiao Kun (President), Professor Wei Xin, Mr Chen Geng and Mr Xie Ke Hai, and the independent non-executive directors of Dr Hu Hung Lick, Henry, Mr Li Fat Chung and Ms Wong Lam Kit Yee.

* *For identification purpose only*