



FOUNDER HOLDINGS LIMITED 方正控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00418)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We¹, _____
of _____
being the registered holder(s) of ² _____ share(s)
of HK\$0.10 each in the capital of Founder Holdings Limited (the "Company") hereby appoint³ & ⁴ the Chairman of the meeting or
_____ of _____
or failing him ³ & ⁴ _____ of _____
as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at 10:45 a.m. on
Friday, 1 June 2012 ("AGM") at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong
Kong and at any adjournment thereof on the undermentioned resolutions referred to in the notice convening the AGM, or if no such
indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ⁵	Against ⁵
1.	To receive and adopt the audited Financial Statements and the Reports of Directors and Auditors of the Company for the year ended 31 December 2011.		
2.	(A) (a) To re-elect Mr Liu Xiao Kun as Director.		
	(b) To re-elect Mr Li Fat Chung as Director.		
	(c) To re-elect Mr Fang Zhong Hua as Director.		
	(d) To re-elect Ms Yi Mei as Director.		
	(e) To re-elect Professor Yang Bin as Director.		
	(f) To re-elect Mr Wo Fei Yu as Director.		
	(B) To authorise the Board of Directors to fix the Directors' remuneration.		
3.	To re-appoint Ernst & Young as auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Board of Directors to allot, issue, grant, distribute and otherwise deal with additional shares in the Company, not exceeding twenty per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of this Resolution.		
5.	To grant a general mandate to the Board of Directors to repurchase shares in the Company, not exceeding ten per cent. of the aggregate nominal amount of the issued share capital of the Company at the date of this Resolution.		
6.	Conditional on the passing of Resolutions 4 and 5, to authorise the Board of Directors to exercise the powers to allot, issue, grant, distribute and otherwise deal with additional shares in the Company under Resolution 4 in respect of the aggregate nominal amount of share capital in the Company purchased by the Company.		

Signature(s)⁶: _____

Date: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Any shareholder entitled to attend and vote at the AGM is entitled to appoint another person as his/her proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent you.
- Please insert the name and address of the proxy desired and strike out the words "the chairman of the meeting or / of / or failing him". **IF YOU DO NOT STRIKE OUT SUCH WORDS AND YOUR PROXY DOES NOT ATTEND THE MEETING OR IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- This form of proxy must be signed by the appointor, or his/her attorney duly authorised in writing, or if such appointor be a corporation, either under its common seal or under the hand of an officer, attorney or other person so authorised.
- 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 was solely entitled thereto; but if more than one of such joint holders are 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.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's principal place of business at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong not later than 48 hours before the time for holding the meeting or any adjournment thereof.
- Any alterations made in this form of proxy should be initialled by the person who signs it.
- A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy needs not be a shareholder of the Company but must be present at the meeting to represent the shareholder. 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.
- At the AGM (or at any adjournment thereof), the Chairman of the meeting will put each of the above resolutions to the vote by way of a poll. On a poll, every shareholder who is present in person or by proxy or (being corporation) is present by a duly authorised representative shall have one vote for every share of which he is the holder.

* For identification purpose only