



EC-FOUNDER (HOLDINGS) COMPANY LIMITED
方正數碼(控股)有限公司*

(Incorporated in Bermuda with limited liability)
 (Stock Code: 00618)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

I/We¹, _____
 of _____
 being the registered holder(s) of² _____
 share(s) of HK\$0.10 each in the capital of EC-Founder (Holdings) Company Limited (the “Company”), hereby appoint³ & ⁴ the
 Chairman of the meeting or _____
 of _____
 or failing him³ & ⁴ _____ of _____
 as my/our proxy to vote for me/us on my/our behalf at the special general meeting of the Company to be held at 10:00 a.m. on
 Wednesday, 5 December 2012 (“SGM”) 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 SGM, or if no
 such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ⁵	Against ⁵
1.	To approve the transactions contemplated under the S&P and Subscription Agreement, including but not limited to allot and issue the Consideration Shares, to issue the Convertible Bonds and to allot and issue the Conversion Shares upon the conversion of the Convertible Bonds.		
2.	To approve the Whitewash Waiver to be granted by the Executive to waive the obligation of the Vendor to make a mandatory general offer for all the shares of the Company not already owned or agreed to be acquired by it and its concert parties pursuant to Rule 26 of the Takeovers Code.		
3.	To approve the transactions contemplated under the Loan Agreement and the Entrusted Loan Agreement.		
4.	To approve the transactions contemplated under the Master Lease Agreement (including the annual caps for the three years ending 31 December 2014).		

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 SGM 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 appointer, 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 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.
- 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 of authority must be deposited at the Company’s principal place of business in Hong Kong 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 of 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 in person 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.
- In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), Founder Information (Hong Kong) Limited, Peking University Founder Group Co., Ltd. and their respective associates (as defined under the Listing Rules) are required to abstain from voting on all the above ordinary resolutions.
- The ordinary resolutions as set out above will be determined by way of a poll.

* For identification purpose only