



**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/We<sup>1</sup>, \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ share(s)

of HK\$0.10 each in the capital of Founder Holdings Limited (the "Company") hereby appoint<sup>3</sup> the Chairman of the meeting or

\_\_\_\_\_ of \_\_\_\_\_

or failing him \_\_\_\_\_ 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 Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on Monday, 8 June 2009 at 11:15 a.m. and at any adjournment thereof on the undermentioned resolutions referred to in the notice convening the Annual General Meeting, or if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>4</sup>	Against <sup>4</sup>
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 2008.		
2.	(A) (a) To re-elect Professor Wei Xin as Director.		
	(b) To re-elect Dr Hu Hung Lick, Henry as Director.		
	(c) To re-elect Mr Li Fat Chung 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.		
Special Resolution		For <sup>4</sup>	Against <sup>4</sup>
7.	To approve the Proposed Amendments to the Bye-laws of the Company.		

Signature(s)<sup>5</sup>: \_\_\_\_\_

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 Annual General Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A proxy need not be a shareholder of the Company.
- 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 discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by the appointor, or his 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 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 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 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 and vote in his stead. Completion and return of this form of proxy will not preclude a shareholder from attending the meeting and voting in person at the meeting. In such event, his form of proxy will be deemed to have been revoked.
- The Notice of Annual General Meeting is set out in the circular of the Company dated 30 April 2008.

\* For identification purpose only