

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON
FOR ELECTION AS A DIRECTOR
(RULE 13.51D OF THE LISTING RULES)**

Subject to applicable laws and regulations, including the Companies Act 1981 of Bermuda and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, and the Bye-laws of Founder Holdings Limited (the “Company”) as amended from time to time, shareholders of the Company may put forward proposal on director election in accordance with the following provision:

Bye-law103 of the Bye-laws of the Company

No person, other than a retiring Director at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice in writing signed by a shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice in writing signed by the person to be proposed of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office provided that the minimum length of the period, during which such notice(s) in writing are given, shall be at least seven days and that the period for lodgment of such notice(s) in writing shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

Accordingly, if a shareholder wishes to nominate a person to stand for election as a Director of the Company at the annual general meeting, the following documents must be validly served on the Company Secretary at the Company’s principal place of business in Hong Kong within the period specified in Bye-law 103 of the Bye-laws of the Company, namely (1) his/her notice of intention to propose a resolution to elect a nominated candidate as a Director of the Company at the annual general meeting; (2) a notice signed by the nominated candidate of the candidate’s willingness to be

elected; (3) the nominated candidate's information as required to be disclosed under rule 13.51(2) of the Listing Rules; and (4) the nominated candidate's written consent to the publication of his/her personal data.

Note:

If there is any inconsistency between the English and Chinese version of this Term of Reference, the English version shall prevail.

30 March 2012