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ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to the disclosure obligation under Rule 13.18 of the Listing Rules.

On 25 January 2013, Founder (Hong Kong) Limited, a wholly-owned subsidiary of the Company as borrower, the Company as guarantor and DBS Bank (Hong Kong) Limited as lender entered into the Facility Agreement. The Facility Agreement imposes a covenant relating to specific performance of the controlling shareholder of the Company.

This announcement is made pursuant to the disclosure obligation under Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The board of directors (the “Board”) of Founder Holdings Limited (the “Company”) announces that on 25 January 2013, Founder (Hong Kong) Limited, a wholly-owned subsidiary of the Company as borrower (the “Borrower”), the Company as guarantor and DBS Bank (Hong Kong) Limited as lender (the “Lender”) entered into a facility agreement (the “Facility Agreement”) which will expire on 31 May 2014, pursuant to which a banking facility relating to (i) an uncommitted Trade Finance Facility; and (ii) an uncommitted Short Term Loan (non-revolving) Facility (the “Facility”), in an aggregate amount of up to US\$25 million, was made available by the Lender to the Borrower on the terms and conditions therein contained. The Facility Agreement imposes a covenant relating to specific performance of the controlling shareholder of the Company.

The Facility Agreement provides that it would constitute an event of default under the Facility Agreement if 北大方正集團有限公司 (Peking University Founder Group Company Limited*) (the controlling shareholder of the Company held as to approximately 32.49% of the equity interest of the Company as at the date of the Facility Agreement) holds less than 30% of the shareholding interest in the Company, and in such event (amongst other things) the loans under the Facility may immediately become payable on demand.

Disclosure will be included in the interim and annual reports of the Company so long as the said specific performance obligation continues to exist.

By Order of the Board
Founder Holdings Limited
Fang Zhong Hua
Chairman

Hong Kong, 25 January 2013

As at the date of this announcement, the board of directors of the Company comprises executive directors of Mr Fang Zhong Hua (Chairman), Professor Xiao Jian Guo (Deputy Chairman), Mr Liu Xiao Kun (President), Ms Yi Mei, Professor Yang Bin and Mr Wo Fei Yu, and the independent non-executive directors of Mr Li Fat Chung, Ms Wong Lam Kit Yee and Mr Fung Man Yin, Sammy.

* *For identification purpose only*