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## **CHANGE OF EXECUTIVE DIRECTORS**

The Board announces that Mr Liu Xiao Kun and Mr Wo Fei Yu resigned as executive Directors with effect from 2 April 2013. Mr Liu Xiao Kun wishes to devote more time for his role as chairman and president of Beijing Founder Century Information Systems Co., Limited, an associated corporation of Peking Founder. Mr Wo Fei Yu wishes to devote more time for his role as general manager of strategy and investment department of PKU International Healthcare Group Co., Ltd., an associated corporation of Peking Founder. Mr Li Sheng Li and Ms Liu Yu Xiao were appointed as executive Directors with effect from 2 April 2013. Due to the resignation of Mr Liu Xiao Kun as the executive Director on 2 April 2013, he also resigned as the president of the Company with effect from 2 April 2013. Professor Yang Bin, an executive Director, was appointed as the president of the Company with effect from 2 April 2013.

The board of directors (the “Board”) of Founder Holdings Limited (the “Company”) announces that Mr Liu Xiao Kun and Mr Wo Fei Yu resigned as executive directors of the Company (“Directors”) with effect from 2 April 2013. Mr Liu Xiao Kun wishes to devote more time for his role as chairman and president of Beijing Founder Century Information Systems Co., Limited, an associated corporation of Peking University Founder Group Company Limited (“Peking Founder”), the substantial shareholder of the Company. Mr Wo Fei Yu wishes to devote more time for his role as general manager of the strategy and investment department of PKU International Healthcare Group Co., Ltd., an associated corporation of Peking Founder. Mr Li Sheng Li and Ms Liu Yu Xiao were appointed as executive Directors with effect from 2 April 2013. Due to the resignation of Mr Liu Xiao Kun as the executive Director on 2 April 2013, Mr Liu Xiao Kun also resigned as the president of the Company with effect from 2 April 2013. Professor Yang Bin, an executive Director, was appointed as the president of the Company with effect from 2 April 2013.

Mr Liu Xiao Kun and Mr Wo Fei Yu have confirmed to the Company that they have no disagreement with the Board and that they are not aware of any matter relating to their resignation that need to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr Liu Xiao Kun and Mr Wo Fei Yu for their invaluable contribution to the Company and its subsidiary (the “Group”) during their tenure of services.

Mr Li Sheng Li, aged 40, is the vice president and chief financial officer of Founder Information Industry Holding Co., Ltd. (方正信息產業控股有限公司) (“Founder Information”), a subsidiary of Peking Founder. He also holds directorships in a number of associated companies of Peking Founder. He received his bachelor’s degree in Economics at Peking University in 1997 and obtained graduation certificate in finance from Chinese Academy of Social Sciences in 2008. Mr Li has extensive experience in finance and management.

Prior to his appointment as an executive Director, Mr Li does not hold any position with the Company or any members of the Group, nor has any directorship in other listed public companies in the last three years.

Save as disclosed above, Mr Li does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Mr Li does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) (“SFO”).

Mr Li has entered into a service agreement as an executive Director with the Company for a term of two years from the date of appointment and should continue thereafter unless and until terminated by either the Company or Mr Li in accordance with the service agreement. Mr Li is not entitled to any director’s fee or salary payable by the Company at the time entering into the service agreement, however, which may be reviewed from time to time at the discretion of the Board. Mr Li is entitled to participate in any profit-related bonus scheme as may be established by the Company and his entitlement thereunder shall be determined at the absolute discretion of the Board and the total amount of bonus payable to all executive directors of the Company shall not exceed 15 per cent. of the audited consolidated net profit of the Group (after payment of all bonuses) after taxation and non-controlling interests of the Group for that financial year. He will hold office until the next general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the bye-laws of the Company.

Save as disclosed above, there are no other matters relating to the appointment of Mr Li that need to be brought to the attention of the shareholders of the Company nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Ms Liu Yu Xiao, aged 36, is the vice president of Founder Information. She also holds directorships in a number of associated companies of Peking Founder. She received her bachelor’s degree in industrial and foreign trading at Xi’an University of Technology in 1998 and obtained Master’s degree in Economics at Northwest University in 2001. Ms Liu also obtained qualification certificate of security industry from The Security Association of China and graduation certificate of Master’s degree in real estate economy from East China Normal University. Ms Liu has extensive experience in strategic investment.

Prior to her appointment as executive Director, Ms Liu does not hold any position with the Company or any members of the Group, nor has any directorship in other listed public companies in the last three years.

Save as disclosed above, Ms Liu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the date of this announcement, Ms Liu does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms Liu has entered into a service agreement as an executive Director for a term of two years from the date of appointment and should continue thereafter unless and until terminated by either the Company or Ms Liu in accordance with the service agreement. Ms Liu is not entitled to any director's fee or salary payable by the Company at the time entering into the service agreement, however, which may be reviewed from time to time at the discretion of the Board. Ms Liu is entitled to participate in any profit-related bonus scheme as may be established by the Company and her entitlement thereunder shall be determined at the absolute discretion of the Board and the total amount of bonus payable to all executive directors of the Company shall not exceed 15 per cent. of the audited consolidated net profit of the Group (after payment of all bonuses) after taxation and non-controlling interests of the Group for that financial year. She will hold office until the next general meeting of the Company and will retire at that general meeting but will be eligible for re-election pursuant to the bye-laws of the Company.

Save as disclosed above, there are no other matters relating to the appointment of Ms Liu that need to be brought to the attention of the shareholders of the Company nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of Listing Rules.

The Board would like to take this opportunity to extend its warmest welcome to Mr Li Sheng Li and Ms Liu Yu Xiao on their appointment as executive Directors.

By Order of the Board  
**Tang Yuk Bo, Yvonne**  
*Company Secretary*

Hong Kong, 2 April 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), Professor Yang Bin (President), Ms Yi Mei, Mr Li Sheng Li and Ms Liu Yu Xiao, 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*