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CHANGE OF EXECUTIVE DIRECTOR OF THE COMPANY

The Board announces that Mr Li Sheng Li resigned as executive director of the Company with effect from 20 March 2014 to devote more time for the business of associated corporations of Peking University Founder Group Company Limited. Ms Zuo Jin was appointed as executive director of the Company with effect from 20 March 2014.

The board of directors (the “**Board**”) of Founder Holdings Limited (the “**Company**”) announces that Mr Li Sheng Li resigned as executive director of the Company with effect from 20 March 2014 to devote more time for the business of associated corporations of Peking University Founder Group Company Limited (“Peking Founder”). Ms Zuo Jin was appointed as executive director of the Company with effect from 20 March 2014.

Mr Li Sheng Li has confirmed to the Company that he has no disagreement with the Board and that he is not aware of any matter relating to his 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 Li Sheng Li for his invaluable contribution to the Group during his tenure of services.

Ms Zuo Jin, aged 40, is the vice president and chief financial officer of Peking University Founder Information Industry Group Co., Ltd., a subsidiary of Peking Founder. She is the director of 北京方正印捷數碼技術有限公司 (Beijing Founder EasiPrint Digital Technology Co., Ltd.*) and 珠海方正特會軟件系統有限公司 (Zhu Hai Te Hui Software System Co., Ltd.*), subsidiaries of the Company. Ms Zuo received her bachelor’s degree in Economics at University of International Business and Economics in the People Republic of China and is a Certified Public Accountant in the People’s Republic of China. Prior to joining Peking Founder in 2003, she was a manager of an international firm of Certified Public Accountants. Ms Zuo has extensive knowledge and experience in financial management.

Save as disclosed above, Ms Zuo does not hold any position with the Company and other members of the Group. She does not have any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, Ms Zuo 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 Zuo 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.

Ms Zuo 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 Ms Zuo in accordance with the service agreement. Ms Zuo 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 Zuo 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 but before extraordinary items 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 Zuo that need to be brought to the attention of the shareholders of the Company nor any information 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 Ms Zuo on her appointment as an executive director of the Company.

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

Hong Kong, 20 March 2014

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 Yang Bin (President), Ms Yi Mei, Ms Zuo Jin 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*