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**CHANGE OF EXECUTIVE DIRECTORS,
CHANGE OF CHAIRMAN OF THE BOARD OF DIRECTORS,
CHANGE OF MEMBER AND CHAIRMAN OF THE NOMINATION COMMITTEE,
CHANGE OF MEMBER OF REMUNERATION COMMITTEE AND
CHANGE OF AUTHORISED REPRESENTATIVES OF THE COMPANY**

The Board announces that Mr Fang Zhong Hua, Ms Yi Mei and Ms Liu Yu Xiao resigned as executive Directors with effect from 1 March 2016. The reason for resignation of Mr Fang Zhong Hua is his intention to concentrate on his own business engagement. The reason for resignation of Ms Yi Mei and Ms Liu Yu Xiao is to devote more time on their respective personal commitments. Mr Liu Jian, Ms Sun Min and Ms Luo Yan were appointed as executive Directors with effect from 1 March 2016. Due to the resignation of Mr Fang Zhong Hua as the executive Director on 1 March 2016, Mr Fang Zhong Hua also ceased to be the Chairman of the Board, the member and Chairman of the nomination committee of the Company and the member of the remuneration committee of the Company with effect from 1 March 2016. Professor Xiao Jian Guo was appointed to replace Mr Fang Zhong Hua as the Chairman of the Board, the member and Chairman of the nomination committee of the Company and the member of the remuneration committee of the Company with effect from 1 March 2016. Mr Fang Zhong Hua and Ms Yi Mei also ceased to be the authorised representatives of the Company under Rule 3.05 of the Listing Rules with effect from 1 March 2016. Professor Xiao Jian Guo and Mr Liu Jian were appointed to replace Mr Fang Zhong Hua and Ms Yi Mei as the authorised representatives of the Company with effect from 1 March 2016.

The board of directors (the “Board”) of Founder Holdings Limited (the “Company”) announces that Mr Fang Zhong Hua, Ms Yi Mei and Ms Liu Yu Xiao resigned as executive directors of the Company (“Directors”) with effect from 1 March 2016. The reason for resignation of Mr Fang Zhong Hua is his intention to concentrate on his own business engagement. The reason for resignation of Ms Yi Mei and Ms Liu Yu Xiao is to devote more time on their respective personal commitments. Mr Liu Jian, Ms Sun Min and Ms Luo Yan were appointed as executive Directors with effect from 1 March 2016. Due to the resignation of Mr Fang Zhong Hua as the executive Director on 1 March 2016, Mr Fang Zhong Hua also ceased to be the Chairman of the Board, the member and Chairman of the nomination committee of the Company and the member of the remuneration committee of the Company with effect from 1 March 2016. Professor Xiao Jian Guo was appointed to replace Mr Fang Zhong Hua as the Chairman of the Board, the member and Chairman of the nomination committee of the Company and the member of the remuneration committee of the Company with effect from 1 March 2016. Mr Fang Zhong Hua and Ms

Yi Mei also ceased to be the authorised representatives of the Company under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) with effect from 1 March 2016. Professor Xiao Jian Guo and Mr Liu Jian were appointed to replace Mr Fang Zhong Hua and Ms Yi Mei as the authorised representatives of the Company with effect from 1 March 2016.

Mr Fang Zhong Hua, Ms Yi Mei and Ms Liu Yu Xiao 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 Fang Zhong Hua, Ms Yi Mei and Ms Liu Yu Xiao for their invaluable contribution to the Company and its subsidiaries (the “Group”) during their tenure of services.

Mr Liu Jian (“Mr Liu”), aged 53, is the vice president and member of executive committee of 北大方正集團有限公司 (Peking University Founder Group Company Limited*) (“Peking Founder”) and the chief executive officer of 北大方正信息產業集團有限公司 (Peking University Founder Information Industry Group Co., Ltd.*) (“Founder Information”), the subsidiary of Peking Founder. Peking Founder and Founder Information are the substantial shareholders of the Company. Mr Liu received his bachelor’s degree at Ningjing University of Information Science & Technology (南京信息工程大學) and master degree in weather dynamics at Institute of Atmospheric Physics, Chinese Academy of Sciences (中國科學院大氣物理研究所) in the People Republic of China. He was formerly the general manager of Founder Broadband Network Service Co., Ltd. (方正寬頻網路服務有限公司). He has extensive experience in corporate strategic investment.

Mr Liu does not hold any position with the Company or any members of the Group. Mr Liu does not have any directorship in other listed public companies in the last three years.

Save as disclosed above, Mr 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, Mr Liu 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 Liu 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 Liu in accordance with the service agreement. Mr Liu is not entitled to any director’s fee payable 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 Liu 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 shall not exceed 15 per cent. of the audited consolidated net profit (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 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 the Listing Rules.

Ms Sun Min (“Ms Sun”), aged 39, is the vice president of Peking Founder, the substantial shareholder of the Company, in charge of administration and internal audit departments of Peking Founder. She is the director of Founder Technology Group Corporation (Stock Code: 600601), a company listed in the Shanghai Stock Exchange. Ms Sun received her bachelor’s degree in audit at Hangzhou Dianzi University in the People’s Republic of China and is a Certified Public Accountant in the People’s Republic of China. Prior to joining Peking Founder in 2007, she was a manager of an international firm of Certified Public Accountants. Ms Sun has extensive knowledge and experience in financial management.

Ms Sun does not hold any position with the Company or any members of the Group. Save as disclosed above, Ms Sun does not have any directorship in other listed public companies in the last three years.

Save as disclosed above, Ms Sun 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 Sun does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms Sun 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 Sun in accordance with the service agreement. Ms Sun is not entitled to any director’s fee payable 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 Sun 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 shall not exceed 15 per cent. of the audited consolidated net profit (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 Sun 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 Listing Rules.

Ms Luo Yan (“Ms Luo”), aged 42, is the financial controller of Beijing Founder Electronics Co., Ltd. (“Founder Electronics”), a wholly-owned subsidiary of the Company. Ms Luo received her bachelor’s

degree in petroleum geology at Northeast Petroleum University and master degree in petroleum reservoir engineering at China University of Geosciences in the People's Republic of China. She was formerly the operation controller of Founder Electronics. She has extensive knowledge and experience in strategic and financial management.

Save as disclosed above, Ms Luo does not hold any position with the Company or any members of the Group. Ms Luo does not have any directorship in other listed public companies in the last three years.

Save as disclosed above, Ms Luo 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 Luo does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms Luo 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 Luo in accordance with the service agreement. Ms Luo is not entitled to any director's fee payable 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 Luo 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 shall not exceed 15 per cent. of the audited consolidated net profit (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 Luo 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 Listing Rules.

The Board would like to take this opportunity to extend its warmest welcome to Mr Liu, Ms Sun and Ms Luo on their appointment as executive Directors.

By Order of the Board
Founder Holdings Limited
Xiao Jian Guo
Chairman

Hong Kong, 1 March 2016

As at the date of this announcement, the Board comprises executive Directors of Professor Xiao Jian Guo (Chairman), Professor Yang Bin (President), Mr Liu Jian, Ms Zuo Jin, Ms Sun Min and Ms Luo Yan, 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*