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(Incorporated in Bermuda with limited liability)

(Stock code: 00618)

**RESULT OF THE SPECIAL GENERAL MEETING
HELD ON 5 DECEMBER 2012**

The Board is pleased to announce that the ordinary resolutions to approve (i) the transactions contemplated under the S&P and Subscription Agreement, including but not limited to allot and issue the Consideration Shares, to issue the Convertible Bonds and to allot and issue the Conversion Shares upon the conversion of the Convertible Bonds; (ii) the Whitewash Waiver; (iii) the transactions contemplated under the Loan Agreement and the Entrusted Loan Agreement; and (iv) the transactions contemplated under the Master Lease Agreement (including the annual caps for the three years ending 31 December 2014) were all duly passed by the Shareholders by way of poll at the SGM held on Wednesday, 5 December 2012.

References are made to the notice of special general meeting dated 16 November 2012 and the circular of EC-Founder (Holdings) Company Limited (the “Company”) dated 16 November 2012 (the “Circular”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that, as more than 50% of the valid votes were cast in favour of each of the ordinary resolutions to approve (i) the transactions contemplated under the S&P and Subscription Agreement, including but not limited to the allotment and issue of the Consideration Shares, the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares upon the conversion of the Convertible Bonds; (ii) the Whitewash Waiver; (iii) the transactions contemplated under the Loan Agreement and the Entrusted Loan Agreement; and (iv) the transactions contemplated under the Master Lease Agreement (including the annual caps for the three years ending 31 December 2014), all such ordinary resolutions were duly passed by the Shareholders by way of poll at the SGM held on Wednesday, 5 December 2012. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited was appointed as the scrutineer for the vote-taking at the SGM.

The poll results in respect of the ordinary resolutions proposed at the SGM are as follows:

Ordinary Resolutions	For	Against	Total number of Shares voted (%)
	Number of Shares (%)	Number of Shares (%)	
(i) the transactions contemplated under the S&P and Subscription Agreement, including but not limited to the allotment and issue of the Consideration Shares, the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares upon the conversion of the Convertible Bonds	293,267,000 (100%)	0 (0%)	293,267,000 (100%)
(ii) the Whitewash Waiver	293,267,000 (100%)	0 (0%)	293,267,000 (100%)
(iii) the transactions contemplated under the Loan Agreement and the Entrusted Loan Agreement	293,267,000 (100%)	0 (0%)	293,267,000 (100%)
(iv) the transactions contemplated under the Master Lease Agreement (including the annual caps for the three years ending 31 December 2014)	293,267,000 (100%)	0 (0%)	293,267,000 (100%)

As at the date of the SGM, the total number of issued shares of the Company was 1,106,062,040 Shares. In respect of the ordinary resolutions (i) and (ii) above, the Vendor, parties acting in concert with it or those who are interested in or involved in the Acquisition, the Whitewash Waiver and the transactions contemplated thereunder were required to abstain from voting. Accordingly, the Vendor, who was interested in 363,265,000 Shares representing approximately 32.84% of the issued share capital of the Company as at the date of SGM, and Mr Zhang Zhao Dong, who was interested in 3,956,000 Shares representing approximately 0.36% of the issued share capital of the Company as at the date of SGM, were required to, and had abstained from voting at the SGM in respect of the ordinary resolutions (i) and (ii) above. As a result, Independent Shareholders holding a total of 738,841,040 Shares were entitled to attend and vote for or against the ordinary resolutions (i) and (ii) proposed at the SGM.

In respect of the ordinary resolutions (iii) above, PKU Resource, Founder Finance, their respective associates and those who are involved in or interested in the Loan Agreement and the Entrusted Loan Agreement were required to abstain from voting, whereas in respect of the ordinary resolutions (iv) above, Peking Founder, its associates and those who are involved in or interested in the transactions contemplated under the Master Lease Agreement were required to abstain from voting. Accordingly, the Vendor, who was interested in 363,265,000 Shares representing approximately 32.84% of the issued share capital of the Company as at the date of SGM, was required to, and had abstained from voting at the SGM in respect of the ordinary resolutions (iii) and (iv) above. As a result, Independent Shareholders holding a total of 742,797,040 Shares were entitled to attend and vote for or against the ordinary resolutions (iii) and (iv) proposed at the SGM.

No Shareholder was entitled to attend and vote only against any of the ordinary resolutions at the SGM, and no Shareholder had stated his intention in the Circular to vote against any of the ordinary resolutions.

The Company will make further announcement as soon as the Completion takes place. As disclosed in the Circular, the shareholding of the Company immediately after the Completion (assuming that there will be no change in the issued share capital of the Company from the date of this announcement up to the Completion, other than the issue of the Consideration Shares and the Shares pursuant to the exercise of options granted under the Share Option Scheme) will be as follows:

	Immediately after the issue of the Consideration Shares and before the conversion of the Convertible Bonds			
	Assuming none of the outstanding share options granted under the Share Option Scheme will be exercised		Assuming all the outstanding share options granted under the Share Option Scheme will be exercised	
	No. of Shares	%	No. of Shares	%
The Vendor and parties acting in concert with it (Note 1)	891,171,976	54.54%	891,171,976	53.17%
Directors				
Zhang Zhao Dong (Note 2)	3,956,000	0.24%	14,470,050	0.86%
Zheng Fu Shuang (Note 3)	200,019,000	12.24%	200,019,000	11.93%
Chen Geng (Note 4)	–	–	10,514,050	0.63%
Xia Yang Jun (Note 4)	–	–	10,514,050	0.63%
Xie Ke Hai (Note 4)	–	–	10,514,050	0.63%
Sub-total	203,975,000	12.48%	246,031,200	14.68%
Other non-public Shareholders				
Cheung Shuen Lung (Note 5)	36,890,100	2.26%	36,890,100	2.20%
F2 Consultant Limited (Note 6)	60,671,600	3.71%	60,671,600	3.62%
Sub-total	97,561,700	5.97%	97,561,700	5.82%
Public Shareholders	441,260,340	27.01%	441,260,340	26.33%
Total	1,633,969,016	100%	1,676,025,216	100%

Notes:

- (1) This does not include the shareholding of Zhang Zhao Dong, a director of Peking Founder, in the Company.
- (2) Zhang Zhao Dong is interested in 3,956,000 Shares and the share options to subscribe for 10,514,050 Shares.
- (3) Zheng Fu Shuang directly holds these Shares.
- (4) Each of Chen Geng, Xia Yang Jun and Xie Ke Hai is interested in the share options to subscribe for 10,514,050 Shares.
- (5) Cheung Shuen Lung is a director of a subsidiary of the Company.
- (6) F2 Consultant Limited holds the Shares as nominee on behalf of the directors of Founder Data Corporation International Limited (“FDC”, a wholly-owned subsidiary of the Company) who are acting in their capacity as the trustees of a discretionary trust for the employees of FDC and its subsidiaries. Li Yong Hui and Ying Yu Ling are the directors of FDC.

By order of the Board
EC-Founder (Holdings) Company Limited
Zhang Zhao Dong
Chairman

Hong Kong, 5 December 2012

As at the date of this announcement, the Board comprises executive Directors of Mr Zhang Zhao Dong (Chairman), Mr Chen Geng (President), Mr Xia Yang Jun, Mr Xie Ke Hai and Mr Zheng Fu Shuang, and the independent non-executive Directors of Mr Li Fat Chung, Ms Wong Lam Kit Yee and Ms Cao Qian.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purpose only*