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COMPLETION OF THE ACQUISITION AND THE SUBSCRIPTION

The Board is pleased to announce that Completion took place on 2 January 2013.

Reference is made to the announcements of EC-Founder (Holdings) Company Limited (the “Company”) dated 6 September 2012, 27 September 2012, 16 November 2012 and 5 December 2012 and the circular of the Company dated 16 November 2012 (the “Circular”) in relation to, among other things, the S&P and Subscription Agreement. Terms used in this announcement shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that as all conditions precedent to the S&P and Subscription Agreement had been fulfilled, Completion took place in accordance with the terms of the S&P and Subscription Agreement on 2 January 2013.

The following table sets out the shareholding structure of the Company (i) immediately before the Completion; (ii) immediately after the Completion; and (iii) immediately after full exercise of the conversion rights attaching to the Convertible Bonds (assuming that there will be no change in the issued share capital of the Company, other than the issue of the Consideration Shares and the Shares pursuant to the exercise of options granted under the Share Option Scheme, from the date of this announcement up to the exercise in full of the conversion rights attaching to the Convertible Bonds):

	Immediately before the Completion		Immediately after the Completion		After the Completion and upon full exercise of the conversion rights attaching to the Convertible Bonds			
					Assuming none of the outstanding share options granted under the Share Option Scheme will be exercised		Assuming all outstanding share options granted under the Share Option Scheme will be exercised	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
The Vendor and parties acting in concert with it (Notes 1 and 5)	363,265,000	32.84	891,171,976	54.54	1,756,288,254	70.28	1,756,288,254	69.12
Directors								
Zhang Zhao Dong (Note 2)	3,956,000	0.36	3,956,000	0.24	3,956,000	0.16	14,470,050	0.57
Zheng Fu Shuang (Note 3)	200,019,000	18.08	200,019,000	12.24	200,019,000	8.00	200,019,000	7.87
Chen Geng (Note 4)	–	–	–	–	–	–	10,514,050	0.41
Xia Yang Jun (Note 4)	–	–	–	–	–	–	10,514,050	0.41
Xie Ke Hai (Note 4)	–	–	–	–	–	–	10,514,050	0.41
Sub-total	203,975,000	18.44	203,975,000	12.48	203,975,000	8.16	246,031,200	9.67
Other non-public Shareholders								
Cheung Shuen Lung (Note 6)	36,890,100	3.34	36,890,100	2.26	36,890,100	1.47	36,890,100	1.45
F2 Consultant Limited (Note 7)	60,671,600	5.49	60,671,600	3.71	60,671,600	2.43	60,671,600	2.39
Sub-total	97,561,700	8.83	97,561,700	5.97	97,561,700	3.90	97,561,700	3.84
Public Shareholders (Note 5)	441,260,340	39.89	441,260,340	27.01	441,260,340	17.66	441,260,340	17.37
Total	1,106,062,040	100.00	1,633,969,016	100.00	2,499,085,294	100.00	2,541,141,494	100.00

- 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) The Bondholder shall not convert the Convertible Bonds which will cause the Company to be unable to meet the public float requirements as required under Rule 8.08 of the Listing Rules.

- (6) Cheung Shuen Lung is a director of a subsidiary of the Company.
- (7) 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 of
EC-Founder (Holdings) Company Limited
Zhang Zhao Dong
Chairman

Hong Kong, 2 January 2013

As at the date of this announcement, the board of directors of the Company 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*