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CONVERSION OF CONVERTIBLE BONDS

The Company received on 11 November 2013 from Founder Information (Hong Kong) Limited (the “Subscriber”) a conversion notice in respect of the exercise of the subscription rights attached to the Convertible Bonds to convert an aggregate of HK\$188,000,000 of the principal amount of the Convertible Bonds at the Conversion Price of HK\$0.43 per Conversion Share. Accordingly, 437,209,302 Conversion Shares will be allotted and issued to the Subscriber pursuant to the terms and conditions of the Convertible Bonds. The Conversion Shares are expected to be allotted and issued to the Subscriber on or about 18 November 2013.

Reference is made to the announcement of EC-Founder (Holdings) Company Limited (the “Company”) dated 6 September 2012, the circular of the Company dated 16 November 2012 (the “Circular”) in relation to, among others, the issue of the Convertible Bonds, the announcement of the Company date 5 December 2012 in relation to the poll results of the special general meeting held on 5 December 2012. Unless otherwise defined herein, capitalised terms and expressions used in this announcement shall have the same meaning as those defined in the Circular.

According to the terms of the Convertible Bonds, Founder Information (Hong Kong) Limited (“the Subscriber”) which is the substantial shareholder of the Company and a Bondholder, has the right, at any time during the Conversion Period, to convert the Convertible Bonds in whole or in part representing at least HK\$1,000,000 of the outstanding principal amount of the Convertible Bonds into fully-paid shares of the Company by giving notice of such conversion (the “Conversion Notice”) to the Company.

The Company received on 11 November 2013 from the Subscriber a Conversion Notice in respect of the exercise in part by the Subscriber of the subscription rights attached to the Convertible Bonds to convert an aggregate of HK\$188,000,000 of the principal amount of the Convertible Bonds at the Conversion Price of HK\$0.43 per Conversion Share. Accordingly, 437,209,302 Conversion Shares will be allotted and issued to the Subscriber pursuant to the terms and conditions of the Convertible Bonds. The Conversion shares are expected to be allotted and issued to the Subscriber on or about 18 November 2013.

Assuming that there is no change in the issued share capital of the Company before the completion of the allotment and issue of the Conversion Shares, the shareholding structure of the Company (i) as at the date of this announcement and (ii) upon completion of the allotment and issue of the Conversion Shares to the Subscriber will be as follows:

Name	Shareholding as at the date of this announcement		Shareholding upon completion of the allotment and issue of the Conversion Shares to the Subscriber	
	Number of issued Shares	Approximate %	Number of issued Shares	Approximate %
Founder Information (Hong Kong) Limited (Note 1)	891,171,976	54.54	1,328,381,278	64.14
Directors				
Zhang Zhao Dong (Note 2)	3,956,000	0.24	3,956,000	0.19
Zheng Fu Shuang (Note 3)	200,019,000	12.24	200,019,000	9.66
Public Shareholders	538,822,040	32.98	538,822,040	26.01
Total	1,633,969,016	100.00	2,071,178,318	100.00

Notes:

- (1) The Shares are beneficially owned by Founder Information (Hong Kong) Limited, a company of which 97.36% of its share capital is owned by 北大方正集團有限公司 (Peking University Founder Group Company Limited*) (“Peking Founder”), which is owned as to 70% by 北京北大資產經營有限公司 (Peking University Asset Management Company Limited*) (“Peking UAM”). Accordingly, Peking Founder and Peking UAM are deemed to be interested in such Shares pursuant to Part XV of the SFO.
- (2) Zhang Zhao Dong directly holds these Shares.
- (3) Zheng Fu Shuang directly holds these Shares.

By order of the Board of
EC-Founder (Holdings) Company Limited
Yu Li
Chairwoman

Hong Kong, 11 November 2013

As at the date of this announcement, the Board comprises executive directors of Ms Yu Li (Chairwoman), Mr Fang Hao (President), Mr Zhou Bo Qin, Mr Zhang Zhao Dong, 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.

* For identification purpose only