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- (1) VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTIONS:
ACQUISITION OF TIANRANJU AND TIANHE AND ISSUE OF
CONSIDERATION SHARES AND CONVERTIBLE BONDS**
- (2) WHITEWASH WAIVER**
- (3) CONTINUING CONNECTED TRANSACTIONS:
LOAN AGREEMENT AND ENTRUSTED LOAN AGREEMENT**
- (4) CONTINUING CONNECTED TRANSACTIONS:
MASTER LEASE AGREEMENT**

DELAY IN DESPATCH OF CIRCULAR

Pursuant to Rule 14.36A of the Listing Rules, the Board wishes to announce that the despatch of the Circular in relation to the Transactions will be postponed. It is currently expected that the Circular will be despatched to the Shareholders no later than 27 November 2012. The Company will apply to the Executive for the waiver from strict compliance with Rule 8.2 of the Takeovers Code.

Reference is made to the announcement of EC-Founder (Holdings) Company Limited (the “Company”) dated 6 September 2012 (the “Announcement”) in relation to the Acquisition, the Subscription, the issue of the Convertible Bonds, the allotment and issue of the Consideration Shares and the Conversion Shares upon conversion pursuant to the terms and conditions of the Convertible Bonds, the Whitewash Waiver, the Loan Agreement, the Entrusted Loan Agreement and the Master Lease Agreement (the “Transactions”).

Unless otherwise stated, capitalised terms used herein shall bear the same meanings as those defined in the Announcement.

DELAY IN DESPATCH OF CIRCULAR

Pursuant to Rule 8.2 of the Takeovers Code, the Company should send the circular (the “Circular”) containing further details of, among others, the Acquisition and the Whitewash Waiver and arrange for its publication within 21 days after the date of the Announcement, being no later than 27 September 2012.

As more time is required to finalise certain information of the Group and the indebtedness statement of the Enlarged Group, the despatch of the Circular will be postponed. Pursuant to Rule 14.36A of the Listing Rules, the Company wishes to inform the Shareholders that it is currently expected that the Circular will be despatched to the Shareholders no later than 27 November 2012. The Company will apply to the Executive for a waiver from strict compliance of Rule 8.2 of the Takeovers Code by extending the despatch date of the Circular to no later than 27 November 2012.

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

Hong Kong, 27 September 2012

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 of the Company 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*