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If you have sold or transferred all your shares in EC-Founder (Holdings) Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or other transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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(Incorporated in Bermuda with limited liability)

(Stock Code: 00618)

MAJOR TRANSACTION
ACQUISITION OF LAND USE RIGHTS IN CHANGSHA, THE PRC

* For identification purpose only

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Acquisition”	the acquisition of land use rights of the Land through public bidding process at the Auction
“associate”	has the meaning ascribed to it under the Listing Rules
“Auction”	the public auction held by Changsha Land Bureau at which the Land was offered for sale
“Auction Confirmation”	the auction confirmation notice (國有建設用地使用權掛牌競買成交通知書) entered into between Changsha Land Bureau, Ezhou Jinfeng and the JV Partner confirming the successful bidding at the Auction
“Board”	the board of Directors
“Changsha Land Bureau”	長沙市國土資源局 (Changsha Municipal Bureau of Land Resources*)
“Company”	EC-Founder (Holdings) Company Limited (方正數碼(控股)有限公司*), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 00618)
“Director(s)”	the director(s) of the Company
“Ezhou Jinfeng”	鄂州金豐房地產開發有限公司 (Ezhou Jinfeng Property Development Co., Limited*), a company established in the PRC and an indirect non wholly-owned subsidiary of the Company
“Founder Information”	Founder Information (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability which owns approximately 54.54% of the issued share capital of the Company as at the Latest Practicable Date
“Group”	the Company and its subsidiaries
“HK\$”	means Hong Kong dollars
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is(are) independent of and not connected with (within the meaning of the Listing Rules) any Directors, chief executive or substantial shareholders, of the Company, its subsidiaries or any of their respective associate(s)
”JV Partner”	成都恒隆鑫置業有限公司 (Chengdu Henglongxin Real Estate Co., Ltd*)
“Land”	a piece of land located at Southeast Corner, the crossing of Pingtang Road and Yuetang Road, Yanghu, Yuelu District, Changsha* (長沙岳麓區洋湖垸片區坪塘大道與岳塘路相交東南角(G-65))with a total site area of 39,630.8 sq.m.
“Land Use Rights Grant Contract”	Land Use Rights Grant Contract (國有建設用地使用權出讓合同) to be entered into between Changsha Land Bureau, Ezhou Jinfeng and the JV Partner pursuant to the Auction Confirmation
“Latest Practicable Date”	2 July 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Peking Founder”	北大方正集團有限公司 (Peking University Founder Group Co., Ltd.*), a company established in the PRC with limited liability
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region and Taiwan for the purpose of this circular
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	the ordinary shares of HK\$0.1 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“%” per cent.

“sq.m.” square metre

For illustrative purpose only, RMB is converted into HK\$ at an exchange rate of RMB1=HK\$1.26 in this circular.

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LETTER FROM THE BOARD



(Incorporated in Bermuda with limited liability)

(Stock Code: 00618)

Executive Directors:

Ms Yu Li (*Chairwoman*)
Mr Fang Hao (*President*)
Mr Zhou Bo Qin
Mr Zhang Zhao Dong
Mr Xie Ke Hai
Mr Zheng Fu Shuang

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal place of business in Hong Kong:

Unit 1408, 14th Floor
Cable TV Tower
9 Hoi Shing Road
Tsuen Wan
New Territories
Hong Kong

Independent non-executive Directors:

Mr Li Fat Chung
Ms Wong Lam Kit Yee
Ms Cao Qian

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION ACQUISITION OF LAND USE RIGHTS IN CHANGSHA, THE PRC

1. INTRODUCTION

Reference is made to the announcement of the Company dated 27 May 2013 in relation to the Acquisition. The purpose of this circular is to provide you with further details of the Acquisition.

2. ACQUISITION OF LAND USE RIGHTS

On 23 May 2013, Ezhou Jinfeng, an indirect non-wholly-owned subsidiary of the Company and the JV Partner together succeeded in the bid of the land use rights of the Land offered for sale by Changsha Land Bureau (長沙市國土資源局) at the Auction for RMB453,230,000 (equivalent to approximately HK\$571,069,800). On 26 June 2013, Ezhou Jinfeng and the JV Partner received the Auction Confirmation issued by Changsha Land Bureau. The Land Use Rights Grant Contract in relation to the Acquisition is expected to be entered into on or before 30 August 2013.

Principal terms of the Auction Confirmation

Date of receipt of the Auction Confirmation : 26 June 2013

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Parties of the Auction Confirmation	:	Changsha Land Bureau, Ezhou Jinfeng and the JV Partner
Code of the Land	:	No. W-014 2013
Location of the Land	:	Southeast Corner, the crossing of Pingtang Road and Yuetang Road, Yanghu, Yuelu District, Changsha* (長沙岳麓區洋湖垸片區坪塘大道與岳塘路相交東南角(G-65))
Total site area	:	39,630.8 sq.m.
Nature of the land use rights	:	Residential and commercial use
Planned gross floor area	:	99,077 sq.m., comprising intended residential use of approximately 69,353.9 sq.m. and office/commercial of approximately 29,723.1 sq.m. excluding car parking spaces
Consideration	:	RMB453,230,000 (equivalent to approximately HK\$571,069,800), representing an average land cost of RMB4,575 (equivalent to approximately HK\$5,764.50) per sq.m. based on the planned gross floor area
Expected payment term	:	50% of the consideration is payable within 1 month from the date of the Auction Confirmation. The remaining 50% of the consideration is payable within 3 months from the date of the Auction Confirmation

Consideration

The consideration of RMB453,230,000 (equivalent to approximately HK\$571,069,800) was arrived at after bidding at the Auction held by Changsha Land Bureau. Ezhou Jinfeng and the JV Partner shall contribute such consideration as to 70% and 30% respectively (i.e. Ezhou Jinfeng shall contribute part of the consideration in the sum of RMB317,261,000 (equivalent to approximately HK\$399,748,860)).

Ezhou Jinfeng has entered into an agreement with the JV Partner on 18 May 2013, pursuant to which a joint venture will be formed to jointly develop the Land. Ezhou Jinfeng and the JV Partner shall contribute capital in the sum of RMB7,000,000 (equivalent to approximately HK\$8,820,000) and RMB3,000,000 (equivalent to approximately HK\$3,780,000), respectively, to the joint venture. The said joint venture will be owned as to 70% and 30% by Ezhou Jinfeng and the JV Partner respectively.

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Information of Changsha Land Bureau and JV Partner

Changsha Land Bureau is a PRC governmental authority and the seller of the Land, whereas the JV Partner is a party to the joint venture agreement entered into with Ezhou Jinfeng on 18 May 2013.

To the best knowledge, information and belief of the Directors having made all reasonable enquiry, Changsha Land Bureau, the JV Partner and their ultimate beneficial owners (if any) are Independent Third Parties.

Information on Ezhou Jinfeng

Ezhou Jinfeng is a company established in PRC and an indirect non wholly-owned subsidiary of the Company. Ezhou Jinfeng's principal activity is property development.

Reasons for the Acquisition

The Group is principally engaged in property development and property investment in the PRC, and distribution of information products in Hong Kong and the PRC.

As disclosed in the Company's circular dated 16 November 2012, in view of the intense competition in the industry of information products distribution, the Group intends to diversify its business into the property development and property investment in the PRC. The Board believes that the Acquisition provides an excellent investment opportunity for the Group to establish its position in the property market in Changsha, the PRC. The Directors consider that the Acquisition is in the interests of the Company and the Shareholders as a whole and the terms thereof are on normal commercial terms and in the Group's ordinary and usual course of business, which are fair and reasonable.

Listing Rules Implications

On the basis that the applicable percentage ratios in respect of the Acquisition are greater than 25% while all such ratios are less than 100% for the purposes of Rule 14.07 of the Listing Rules, the Acquisition constitutes a major transaction for the Company under the Listing Rules and is subject to the requirements of announcement, reporting and approval of the Shareholders. Under Rule 14.44 of the Listing Rules, Founder Information, holding 891,171,976 Shares representing approximately 54.54% shareholding interest in the Company, has given its consent to entering into the Acquisition. As no Shareholder is required to abstain from voting if the Company were to convene a general meeting for approval of the Acquisition, under Rule 14.44 of the Listing Rules, the written approval from Founder Information in lieu of holding a physical Shareholders' meeting is acceptable for approval of the Acquisition.

Since completion of the very substantial acquisition on 2 January 2013 (details of which are set out in the circular and the announcement of the Company dated 16 November 2012 and 2 January 2013, respectively), the Directors have considered that the Company is actively engaged in property development as a principal business activity. If the Company

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were to prepare and publish its financial statements today, the Directors would be able to confirm that:

- (a) there would be clear disclosure of property development activity as a current and continuing principal business activity in the Directors' Report of its published financial statements;
- (b) the property development activity would be reported as a separate and continuing segment in its published financial statements; and
- (c) its format for reporting segmental information and its published financial statements would have fully complied with the requirements of relevant accounting standards adopted for the preparation of its published financial statements on reporting of segment revenue and segment expense.

As such, the Company considers itself to be a Qualified Issuer pursuant to Rule 14.04(10B) of the Listing Rules. The Stock Exchange has confirmed that it shares the same view with the Company in this regard.

The Acquisition is regarded as a Qualified Property Acquisition under Rule 14.04(10C) of the Listing Rules as it involves an acquisition of governmental land in the PRC from a PRC Governmental Body (as defined under Rule 19A.04 of the Listing Rules) through a tender, auction or listing-for-sale governed by PRC Law (as defined under Rule 19A.04 of the Listing Rules). Therefore, valuation of the Land is not required under Rule 5.02A(2) of the Listing Rules.

3. GENERAL

Your attention is also drawn to the financial information of the Group and general information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
EC-Founder (Holdings) Company Limited
Yu Li
Chairwoman

1. CONSOLIDATED FINANCIAL STATEMENTS

The Company is required to set out in this circular the information for the last three financial years with respect to the profits and losses, financial record and position, set out as a comparative table and the latest published audited balance sheet together with the notes on the annual accounts for the last financial year for the Group.

The audited consolidated financial statements of the Group for the year ended 31 December 2012 are set out on pages 29 to 95 in the Annual Report 2012 of the Company, which was published on 24 April 2013. The Annual Report 2012 is also posted on the Company's website www.irasia.com/listco/hk/ecfounder. Please also see below a quick link to the Annual Report 2012:

[http://www.irasia.com/listco/hk/ecfounder/annual/ar107686-e_ec_founder_annualreport2012\(2013.04.25\).pdf](http://www.irasia.com/listco/hk/ecfounder/annual/ar107686-e_ec_founder_annualreport2012(2013.04.25).pdf)

The audited consolidated financial statements of the Group for the year ended 31 December 2011 are set out on pages 25 to 93 in the Annual Report 2011 of the Company, which was published on 27 April 2012. The Annual Report 2011 is also posted on the Company's website www.irasia.com/listco/hk/ecfounder. Please also see below a quick link to the Annual Report 2011:

http://www.irasia.com/listco/hk/ecfounder/annual/ar91199-e_ec_founderannualreport.pdf

The audited consolidated financial statements of the Group for the year ended 31 December 2010 are set out on pages 25 to 87 in the Annual Report 2010 of the Company which was published on 18 April 2011. The Annual Report 2010 is also posted on the Company's website www.irasia.com/listco/hk/ecfounder. Please also see below a quick link to the Annual Report 2010:

http://www.irasia.com/listco/hk/ecfounder/annual/ar72218-e_618annualreport.pdf

2. INDEBTEDNESS

At the close of business on 31 May 2013, being the latest practicable date for the purpose of the indebtedness statement prior to the printing of this circular, the Group had outstanding borrowings of approximately HK\$711.6 million which comprised unsecured bank loans of approximately HK\$395.3 million and secured bank loans of approximately HK\$316.3 million. The above unsecured bank loans included bank loans of approximately HK\$344.6 million guaranteed by Peking Founder, a substantial shareholder of the Company. The secured loans were secured by certain of the Group's properties under development. As at the close of business on 31 May 2013, the Group provided a guarantee of approximately HK\$151.8 million to certain banks relating to the mortgage loans arranged for the purchasers of the Group's properties sold to these purchasers.

Save as disclosed above and apart from intra-group liabilities, the Group did not have, at the close of business on 31 May 2013, any debt securities issued and outstanding or agreed to be issued, bank borrowings or other similar indebtedness, mortgages and charges, guarantees or other material contingent liabilities.

3. WORKING CAPITAL

After due and careful consideration, the Directors are of the opinion that, taking into account the Group's internal resources, available banking facilities and in the absence of unforeseen circumstances, the Group will have sufficient working capital for its present requirements for the period of twelve months from the date of this circular.

4. MATERIAL ADVERSE CHANGE

The Directors confirm that there was no material adverse change in the financial or trading position of the Group since 31 December 2012, being the date to which the latest published audited consolidated accounts of the Company were made up.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

In the coming financial year, the Group will continue to be engaged in property development and property investment in the PRC and the distribution of information products in Hong Kong and the PRC.

For the property development and property investment in the PRC, the management team has been exploring business opportunities to expand the Group's operation and enhance its earnings. The management team is actively looking for suitable investments opportunities from time to time to diversify its existing business portfolio and to broaden its source of income.

As to the distribution of information products, the management will continuously refine its product structure to avoid product overlapping and minimise market risk. The Group will focus on the distribution of information products with higher profit margin and exploring the more profitable value-added service business. Moreover, the management will also place stronger emphasis on operating cash flow, stringent control on working capital such as trade receivables and payables and inventory and cost management. The Group will continue to look for alliance with other international information products suppliers and investment opportunities.

6. FINANCIAL EFFECT OF THE ACQUISITION

Immediately upon the Acquisition and assuming HK\$75.6 million to be satisfied by the internal resources of the Group and the remaining HK\$324.1 million by bank borrowings and loan from substantial shareholder or its related companies, the total assets and the total liabilities of the Group will be increased by HK\$324.1 million. The Company considers that there will not be any material effect on the earnings of the Group immediately upon the Acquisition.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS BY DIRECTORS

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were required, pursuant to Section 352 of the SFO to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as contained in Appendix 10 to the Listing Rules, were as follows:

(a) Long positions in the Shares of the Company under the SFO

Name of Director	Number of ordinary shares held	Nature of Interest	Percentage of the Company's issued share capital
Mr Zhang Zhao Dong	3,956,000	Beneficial interest	0.24%
Mr Zheng Fu Shuang	200,019,000	Beneficial interest	12.24%

(b) Directors' rights to acquire shares in the Company and any of its associated corporations

Directors' interests in share options of the Company

Name of Directors	Number of share options held	Date of grant of share options	Exercise period of share options	Exercise price of share options
Ms Yu Li	16,339,690	10.6.2013	10.6.2014 to 9.6.2016	0.910
Mr Fang Hao	16,339,690	10.6.2013	10.6.2014 to 9.6.2016	0.910

Name of Directors	Number of share options held	Date of grant of share options	Exercise period of share options	Exercise price of share options
Mr Zhou Bo Qin	16,339,690	10.6.2013	10.6.2014 to 9.6.2016	0.910
Mr Zhang Zhao Dong	10,514,050	5.12.2011	5.12.2012 to 4.12.2014	0.281
Mr Zhang Zhao Dong	16,339,690	10.6.2013	10.6.2014 to 9.6.2016	0.910
Mr Xie Ke Hai	10,514,050	5.12.2011	5.12.2012 to 4.12.2014	0.281
Mr Xie Ke Hai	16,339,690	10.6.2013	10.6.2014 to 9.6.2016	0.910

Save as disclosed in this paragraph, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which were required, pursuant to Section 352 of the SFO to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Listing Rules.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by or leased to any member of the Group or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2012, being the date to which the latest published audited consolidated accounts of the Company were made up.

No Director was materially interested in any contract or arrangement subsisting at the Latest Practicable Date which was significant in relation to the business of the Group taken as a whole.

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, other than a Director or chief executive of the Company, the following persons had interests or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company:

Name	Notes	Capacity and nature of interest	Number of ordinary shares held	Percentage of the Company's issued share capital
北京北大資產經營有限公司 (Peking University Asset Management Company Limited*)	1	Through a controlled corporation	891,171,976	54.54%
Peking Founder	2	Through a controlled corporation	891,171,976	54.54%
Founder Information		Directly beneficially owned	891,171,976	54.54%
Peking University Education Foundation		Directly beneficially owned	93,240,000	5.71%
Peking University Education Foundation		Beneficiary of a trust	2,330,000	0.14%

Notes:

1. Peking University Asset Management Company Limited is deemed to be interested in the 891,171,976 shares of the Company under the SFO by virtue of its interest in Peking Founder.
2. Peking Founder is deemed to be interested in the 891,171,976 shares of the Company under the SFO by virtue of its interest in Founder Information.

Save as disclosed above, as at the Latest Practicable Date, so far as was known to any Director or chief executive of the Company, other than a Director or chief executive of the Company, no persons had interests or short position in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part

* For identification purpose only

XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or any options in respect of such capital.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with the Company or any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation, other than statutory compensation).

5. MATERIAL CONTRACT

The following contract (not being contract in the ordinary course of business of the Group) has been entered into by members of the Group which is or may be material within the two years immediately preceding the date of this circular:

(i) the sale and purchase and subscription agreement dated 23 August 2012 and entered into among the Company and Founder Information, pursuant to which (a) the Company has agreed to acquire entire issued shares in Hong Kong Tianranju Holdings Limited and Hong Kong Tianhe Holdings Limited from Founder Information at total consideration of HK\$537 million and (b) Founder Information agreed to subscribe the convertible bonds in aggregate principal amount of HK\$62 million issued by the Company.

6. LITIGATION AND CLAIMS

As at the Latest Practicable Date, neither the Company nor any other member of the Group was engaged in any litigations or claims and no litigations or claims of material importance is pending or threatened against the Company or any member of the Group.

7. DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors or their respective associates had any personal interests in companies engaged in businesses, which compete or may compete with the Group.

8. GENERAL

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

The company secretary of the Company is Ms Tang Yuk Bo, Yvonne, ACS, ACIS.

The registered office of the Company is situated at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda and its principal place of business in Hong Kong is situated at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong. The transfer office of the Company is situated at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong.

The English text of this circular shall prevail over the Chinese text in case of inconsistency.

9. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents will be available for inspection at the principal place of business of the Company in Hong Kong at Unit 1408, 14th Floor, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong during normal business hours on any weekday (public holidays excluded) from the date of this circular up to and including 22 July 2013:

- (i) the bye-laws of the Company;
- (ii) the annual reports of the Company for the two years ended 31 December 2012;
- (iii) the material contract referred to in the paragraph headed “Material contract” in this appendix; and
- (iv) this circular.