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**FOUNDER HOLDINGS LIMITED**  
**方正控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00418)**

**INSIDE INFORMATION**  
**ANNOUNCEMENT ON NOTIFICATION LETTER**  
**FROM PEKING FOUNDER ON POTENTIAL CHANGE OF CONTROL**

This announcement is made by Founder Holdings Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”).

References are made to (i) the announcement of the Company dated 18 February 2020, in relation to the notification letter from Peking University Founder Group Company Limited (“**Peking Founder**”), a substantial shareholder of the Company, regarding a petition for its restructuring; (ii) the announcement of the Company dated 19 February 2020, in relation to the notification letter from Peking Founder regarding the acceptance of the petition for its restructuring by the Court; (iii) the announcement of the Company dated 17 July 2020, in relation to the notification letter from Peking Founder regarding the petition for the substantive consolidated restructuring of its subsidiaries; (iv) the announcement of the Company dated 31 July 2020, in relation to the notification letter from Peking Founder regarding the Court ruling on the petition for the substantive consolidated restructuring of the Five Companies including Peking Founder; (v) the announcement of the Company dated 25 January 2021, in relation to the notification letter from Peking Founder regarding the Court’s ruling on the extension of deadline for submission of restructuring proposal of Peking Founder; and (vi) the announcement of the Company dated 29 January 2021, in relation to the notification letter from Peking Founder regarding the determination of investors of the restructuring of Peking Founder. Unless otherwise stated, capitalized terms used herein shall have the same meaning as defined in such announcements.

## RESTRUCTURING INVESTMENT AGREEMENT

The Company received a notification letter from the administrator of Peking University Founder Group Company Limited on 30 April 2021, which stated that Zhuhai Huafa Group Co., Ltd. (珠海華發集團有限公司(代表珠海國資)) (on behalf of Zhuhai State-owned Assets), Ping An Insurance (Group) Company of China, Ltd. (中國平安保險(集團)股份有限公司) and Shenzhen SDG Group Co., Ltd\*. (深圳市特發集團有限公司) and entities designated by them (the “**Restructuring Investors**”) have entered into a restructuring investment agreement with the Five Companies including Peking Founder on 30 April 2021 (the “**Restructuring Investment Agreement**”). The Restructuring Investment Agreement has become effective as at the date of this announcement. Please refer to the announcement made by the administrator of Peking University Founder Group Company Limited for more details of the principal terms of the Restructuring Investment Agreement via the following link (<https://www.cfae.cn/connector/selectOnePortalView?infoId=223654>).

Based on the Restructuring Investment Agreement and related documents, the administrator of Peking University Founder Group Company Limited has formulated the restructuring proposal and submitted to the Court. Such proposal is still subject to the approval by the Court and the creditor’s meeting of the Five Companies including Peking Founder and has uncertainty. Once the restructuring proposal is effected, the equity interests in the Company held by Peking University Founder Information Industry Group Co., Ltd. will be held by the Restructuring Investors directly or indirectly which may result in the change of controlling shareholders of the Company.

The Company will continue to closely follow the subsequent development in relation to the matters above and comply with relevant disclosure requirements under the Listing Rules, the SFO and the Takeovers Code (where applicable) in a timely manner.

**Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**Founder Holdings Limited**  
**Cheung Shuen Lung**  
*Chairman*

Hong Kong, 30 April 2021

*As at the date of this announcement, the board of directors of the Company comprises executive directors of Mr Cheung Shuen Lung (Chairman), Mr Shao Xing (President), Professor Xiao Jian Guo, Ms Zuo Jin, Mr Hu Bin and Ms Liao Hang, and the independent non-executive directors of Mr Chan Chung Kik, Lewis, Mr Lau Ka Wing and Mr Lai Nga Ming, Edmund.*

\* For identification purpose only