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EC-FOUNDER (HOLDINGS) COMPANY LIMITED

方正數碼(控股)有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 0618)

CONTINUING CONNECTED TRANSACTIONS

FURTHER REVISION OF CAPS

Reference is made to the Company's announcement dated 15 November 2006 in relation to the proposal to revise the annual caps for the Founder Sales for the three years ending 31 December 2008.

Based on the latest information available to the Company in respect of the potential demand for the Founder Sales in 2006, the Company proposes to revise the proposed annual caps for the Founder Sales for the three years ending 31 December 2008 to RMB97,000,000, RMB114,597,000 and RMB131,128,000 respectively.

Reference is made to the Company's announcement dated 15 November 2006 in relation to the proposal to increase the annual caps for the Founder Sales for the three years ending 31 December 2008 to RMB107,360,000, RMB126,672,000 and RMB145,014,000 respectively (the "Announcement"). On 15 November 2006, the Company entered into the Supplemental Agreement with Founder to amend the cap amounts subject to the approval of the Independent Shareholders. Capitalized terms used in this announcement have the same meaning as defined in the Announcement unless otherwise specifies.

Based on the latest information available to the Company in respect of the potential demand for the Founder Sales in 2006 (which is less than that originally anticipated at the time of the Announcement), the Company proposes to revise the proposed annual caps for the Founder Sales for the three years ending 31 December 2008 to RMB97,000,000, RMB114,597,000 and RMB131,128,000 respectively (the "Proposed New Caps").

On 5 December 2006, the Company entered into another supplemental agreement to the Master Agreement with Founder to replace and supersede the Supplemental Agreement in order to amend the cap amounts under the Master Agreement to the Proposed New Caps. The Proposed New Caps are subject to the approval of the Independent Shareholders.

Based on the Proposed New Caps, it is expected that the annual amount of the Founder Sales for each of the three years ending 31 December 2008 will be not less than HK\$10 million and the applicable percentage ratios under Rule 14.07 of the Listing Rules will be not less than 2.5%. The Proposed New Caps are subject to the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Board comprises Mr Zhang Zhao Dong (Chairman), Mr Xia Yang Jun, Mr Xie Ke Hai, Mr Chen Geng (President) and Mr Zheng Fu Shuang (each of whom an executive Director), Mr Li Fat Chung, Ms Wong Lam Kit Yee and Ms Cao Qian (each of whom an independent non-executive Director).

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

Hong Kong, 5 December 2006

* *For identification purpose only*

*Please also refer to the published version of this announcement in
The Standard and Sing Tao Daily.*