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FOUNDER HOLDINGS LIMITED
方正控股有限公司*
(Incorporated in Bermuda with limited liability)

(Stock Code: 00418)

CONTINUING CONNECTED TRANSACTIONS

LEASING OF OFFICE PREMISES AND PROPERTY MANAGEMENT OF OFFICE PREMISES

LEASING OF OFFICE PREMISES

Reference is made to the announcements of the Company (i) on leasing of office premises dated 30 December 2024, according to which each of Founder Electronics and Founder EasiPrint entered into a lease agreement with New Founder Boya to lease certain premises at Shangdi Founder Building on 30 December 2024, and (ii) dated 26 September 2025 in relation to Founder EasiPrint and New Founder Boya entered into the Supplemental Lease Agreement, pursuant to which the parties agreed, among other things, the termination of leasing of certain areas of the premises at Shangdi Founder Building, and the adjustment to the remaining quarterly rental payment and the total annual rent. Such lease agreements will expire on 31 December 2025. As the Group intend to continue to lease such premises at Shangdi Founder Building, on 17 December 2025, each of Founder Electronics, Founder EasiPrint and Tianjin Founder Handwriting entered into a new lease agreement with New Founder Boya to lease certain premises at Shangdi Founder Building from New Founder Boya. The 2026 Lease Agreements will expire on 31 December 2026.

PROPERTY MANAGEMENT OF OFFICE PREMISES

Reference is made to the announcements of the Company (i) on property management of office premises dated 30 December 2024, according to which each of Founder Electronics and

Founder EasiPrint entered into a management agreement with Shanghai Delin on 30 December 2024, and (ii) dated 26 September 2025 in relation to Founder EasiPrint and Shanghai Delin entered into the Amendment Management Agreement on 26 September 2025, in view of the termination of leasing certain areas of the premises of Shangdi Founder Building, Founder EasiPrint and Shanghai Delin entered into the Amendment Management Agreement on 26 September 2025, pursuant to which the parties agreed, among other things, the adjustment to the service scope and the remaining monthly management fee. Given that the management agreements of office premises will expire on 31 December 2025, on 17 December 2025, each of Founder Electronics, Founder EasiPrint and Tianjin Founder Handwriting entered into a new management agreement with Shanghai Delin, according to which Shanghai Delin will provide each of Founder Electronics, Founder EasiPrint and Tianjin Founder Handwriting with property management services in relation to their respective office premises leased at Shangdi Founder Building. The 2026 Management Agreements will expire on 31 December 2026.

LISTING RULES IMPLICATIONS

As at the date of this announcement, New Founder is interested in around 31.55% equity interest of the Company and therefore a controlling shareholder and a connected person of the Company for the purposes of the Listing Rules. New Founder Boya is an associate of New Founder by virtue of being an indirect wholly-owned subsidiary of New Founder. Shanghai Delin is an associate of New Founder by virtue of being an indirect wholly-owned subsidiary of New Founder. Meanwhile, Founder Electronics, Founder EasiPrint and Tianjin Founder Handwriting are the subsidiaries of the Company. Therefore, the transactions contemplated under the 2026 Lease Agreements and 2026 Management Agreements will be continuing connected transactions of the Company.

The Group adopted HKFRS 16 using the modified retrospective method of adoption from 1 January 2019. Under HKFRS 16, a contract is, or contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. However, as allowed under HKFRS 16, the Group has elected not to recognise right-of-use assets and lease liabilities for leases that at the commencement date, have a lease term of 12 months or less. Instead, the Group recognises the lease payments associated with those leases as an expense on a straight-line basis over the lease term. Therefore, the leases under the 2026 Lease Agreements will be continuing connected transactions of the Company.

The 2026 Lease Agreements and the 2026 Management Agreements have been aggregated for the Listing Rules purposes on the basis that they all relate to the same properties that Founder Electronics, Founder EasiPrint and Tianjin Founder Handwriting leased from New Founder

Boya at Shangdi Founder Building. As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) for the transactions contemplated under the 2026 Lease Agreements and the 2026 Management Agreements in aggregate exceeds 0.1% and is less than 5%, the transactions contemplated under the 2026 Lease Agreements and the 2026 Management Agreements are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders' approval requirement under the Listing Rules.

2026 LEASE AGREEMENTS

Reference is made to the announcements of the Company (i) on leasing of office premises dated 30 December 2024, according to which each of Founder Electronics and Founder EasiPrint entered into a lease agreement with New Founder Boya to lease certain premises at Shangdi Founder Building on 30 December 2024, and (ii) dated 26 September 2025 in relation to Founder EasiPrint and New Founder Boya entered into the Supplemental Lease Agreement, pursuant to which the parties agreed, among other things, the termination of leasing of certain areas of the premises of Shangdi Founder Building, and the adjustment to the remaining quarterly rental payment and the total annual rent. Such lease agreements will expire on 31 December 2025. As the Group intend to continue to lease such premises at Shangdi Founder Building, on 17 December 2025, each of Founder Electronics, Founder EasiPrint and Tianjin Founder Handwriting entered into a new lease agreement with New Founder Boya to lease certain premises at Shangdi Founder Building from New Founder Boya. The 2026 Lease Agreements will expire on 31 December 2026.

Principal Terms of Founder Electronics Lease Agreement

Lessee	Founder Electronics
Lessor	New Founder Boya
Property leased	Underground (part) of Block 1, 1st floor (part) of Block 1, 2nd floor (part) of Block 1, 3rd floor (part) of Block 1, 4th floor (part) of Block 1, 5th floor (rooms) of Block 1 of Founder Building, No.9 Shangdi Fifth Road (Street)
Area	7,597.53 square meters

Rent period	1 January 2026 to 31 December 2026
Total rental	RMB6,558,880.64 (equivalent to approximately HK$7,190,000)
Other principal terms and conditions	The rental is payable in cash quarterly in advance. Subject to compliance with the Listing Rules, the lessee shall give at least three-month written notice to the lessor before the expiry of the lease in order to continue to lease the relevant premises from the lessor or terminate the lease when it expires. Neither party shall terminate the lease in advance without cause unless both parties agree or otherwise permitted in the lease, and prior notice no less than one month before is served. Each of the lessor and lessee will have the right to terminate the lease if the other party fails to comply with the terms and conditions of the agreement.

Principal Terms of Founder EasiPrint Lease Agreement

Lessee	Founder EasiPrint
Lessor	New Founder Boya
Property leased	2nd floor (part) of Block 1, 3rd floor (part) of Block 1, 4th floor (part) of Block 1, underground 1st floor (rooms) of Block 1of Founder Building, No.9 Shangdi Fifth Road (Street)
Area	2,880.64 square meters

Rent period	1 January 2026 to 31 December 2026
Total rental	RMB2,486,830.04 (equivalent to approximately HK$2,726,000)
Other principal terms and conditions	The rental is payable in cash quarterly in advance. Subject to compliance with the Listing Rules, the lessee shall give at least three-month written notice to the lessor before the expiry of the lease in order to continue to lease the relevant premises from the lessor or terminate the lease when it expires. Neither party shall terminate the lease in advance without cause unless both parties agree or otherwise permitted in the lease, and prior notice no less than one month before is served. Each of the lessor and lessee will have the right to terminate the lease if the other party fails to comply with the terms and conditions of the agreement.

Principal Terms of Tianjin Founder Handwriting Lease Agreement

Lessee	Tianjin Founder Handwriting Beijing branch
Lessor	New Founder Boya
Property leased	Underground 1st floor (part) of Block 1, 4th floor (rooms) of Block 1 of Founder Building, No.9 Shangdi Fifth Road (Street)
Area	229.54 square meters
Rent period	1 January 2026 to 31 December 2026

Total rental	RMB198,158.88 (equivalent to approximately HK$217,000)
Other principal terms and conditions	The rental is payable in cash quarterly in advance. Subject to compliance with the Listing Rules, the lessee shall give at least three-month written notice to the lessor before the expiry of the lease in order to continue to lease the relevant premises from the lessor or terminate the lease when it expires. Neither party shall terminate the lease in advance without cause unless both parties agree or otherwise permitted in the lease, and prior notice no less than one month before is served. Each of the lessor and lessee will have the right to terminate the lease if the other party fails to comply with the terms and conditions of the agreement.

Reasons for and Benefits of the 2026 Lease Agreements

The Group has been leasing certain premises at Shangdi Founder Building as offices for over ten years. As the Group intend to continue to lease such premises at Shangdi Founder Building, on 17 December 2025, each of Founder Electronics, Founder EasiPrint and Tianjin Founder Handwriting entered into the 2026 Lease Agreements with New Founder Boya for a term of twelve months ending on 31 December 2026.

The terms of the 2026 Lease Agreements, including the rental payable by the Group, result from arm's length negotiations between the parties taking account of (i) the market rent of properties in Shangdi area of Beijing, which has been obtained through the Company's enquiries with estate agents; (ii) the historical transaction amounts in respect of the leasing of office premises between the subsidiaries of the Company and Peking Founder; and (iii) the estimated rent of properties in the coming year in Shangdi area of Beijing.

The Directors (including the independent non-executive Directors) are of the view that

transactions under the 2026 Lease Agreements are fair and reasonable, on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and its shareholders as a whole.

2026 MANAGEMENT AGREEMENTS

Reference is made to the announcements of the Company (i) on property management of office premises dated 30 December 2024, according to which each of Founder Electronics and Founder EasiPrint entered into a management agreement with Shanghai Delin on 30 December 2024, and (ii) dated 26 September 2025 in relation to Founder EasiPrint and Shanghai Delin entered into the Amendment Management Agreement on 26 September 2025, in view of the termination of leasing certain areas of the premises at Shangdi Founder Building, Founder EasiPrint and Shanghai Delin entered into the Amendment Management Agreement on 26 September 2025, pursuant to which the parties agreed, among other things, the adjustment to the service scope and the remaining monthly management fee. Given that the management agreements of office premises will expire on 31 December 2025, on 17 December 2025, each of Founder Electronics, Founder EasiPrint and Tianjin Founder Handwriting entered into a new management agreement with Shanghai Delin, according to which Shanghai Delin will provide each of Founder Electronics, Founder EasiPrint and Tianjin Founder Handwriting with property management services in relation to their respective office premises leased at Shangdi Founder Building. The 2026 Management Agreements will expire on 31 December 2026.

Principle Terms of Founder Electronics Management Agreement

Parties	(i) Founder Electronics; and (ii) Shanghai Delin
Property managed	Underground (part) of Block 1, 1st floor (part) of Block 1, 2nd floor (part) of Block 1, 3rd floor (part) of Block 1, 4th floor (part) of Block 1, 5th floor (rooms) of Block 1 of Founder Building, No.9 Shangdi Fifth Road (Street)
Area	7,957.53 square meters
Contract period	1 January 2026 to 31 December 2026

Total annual management fee	RMB2,663,864.88 (equivalent to approximately HK$2,920,000)
Other principal terms and conditions	The management fee is payable in cash monthly in advance. Founder Electronics shall be responsible for the payment of certain other fees, including, among other things, water, electricity and other utility fees. If the relevant lease agreement is terminated or the property management agreement entered into between Shanghai Delin and the landlord is terminated or released, both parties have the right to unilaterally terminate the agreement.

Principle Terms of Founder EasiPrint Management Agreement

Parties	(i) Founder EasiPrint; and (ii) Shanghai Delin
Property managed	2nd floor (part) of Block 1, 3rd floor (part) of Block 1, 4th floor (part) of Block 1, underground 1st floor (rooms) of Block 1of Founder Building, No.9 Shangdi Fifth Road (Street)
Area	2,880.64 square meters
Contract period	1 January 2026 to 31 December 2026
Total annual management fee	RMB1,010,017.08 (equivalent to approximately

	HK$1,107,000)
Other principal terms and conditions	The management fee is payable in cash monthly in advance. Founder EasiPrint shall be responsible for the payment of certain other fees, including, among other things, water, electricity and other utility fees. If the relevant lease agreement is terminated or the property management agreement entered into between Shanghai Delin and the landlord is terminated or released, both parties have the right to unilaterally terminate the agreement.

Principle Terms of Tianjin Founder Handwriting Management Agreement

Parties	(i) Tianjin Founder Handwriting Beijing branch; and (ii) Shanghai Delin
Property managed	Underground (part) of Block 1, 4th floor (rooms) of Block 1 of Founder Building, No.9 Shangdi Fifth Road (Street)
Area	229.54 square meters
Contract period	1 January 2026 to 31 December 2026
Total annual management fee	RMB80,481.72 (equivalent to approximately HK$88,000)

Other principal terms and conditions	The management fee is payable in cash monthly in advance. Tianjin Founder Handwriting shall be responsible for the payment of certain other fees, including, among other things, water, electricity and other utility fees. If the relevant lease agreement is terminated or the property management agreement entered into between Shanghai Delin and the landlord is terminated or released, both parties have the right to unilaterally terminate the agreement.

Reasons for and Benefits of the 2026 Management Agreements

The Group has been leasing certain premises at Shangdi Founder Building as offices for over ten years. As the previous management agreements will expire on 31 December 2025, the Group entered into the 2026 Management Agreements to renew the property management service for a term ending on 31 December 2026.

The terms of the 2026 Management Agreements, including the management fees payable by the Group, result from arm's length negotiations between the parties taking account of (i) the management fees of properties in Shangdi area of Beijing, which have been obtained through the Company's enquiries with estate agents; (ii) the historical transaction amounts in respect of the property management service of office premises between the subsidiaries of the Company and Beida Management and Shanghai Delin; and (iii) the estimated management fees in the coming year in Shangdi area of Beijing.

The Directors (including the independent non-executive Directors) are of the view that transactions under the 2026 Management Agreements are fair and reasonable, on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and its shareholders as a whole.

INFORMATION ON THE GROUP

The Group is principally engaged in software development and provision of systems integration

services relating to the media and non-media industries including financial institutions, enterprises and government departments. The Group purchases information hardware products for its customers in order to establish computer systems. It also provides software and hardware solutions to its customers as well as for use in its software development business.

INFORMATION OF NEW FOUNDER BOYA AND SHANGHAI DELIN

New Founder Boya is an associate of New Founder by virtue of being an indirect wholly-owned subsidiary of New Founder.

New Founder Boya is principally engaged in property management, non-residential real estate leasing, car park services, corporate management, conference and exhibition services, and hotel management.

Shanghai Delin is an associate of New Founder by virtue of being an indirect wholly-owned subsidiary of New Founder.

Shanghai Delin is principally engaged in property management, evaluation of property service, commercial complex management services, non-residential real estate leasing, residential housing leasing, park management services and car park services.

As at the date of this announcement, the ultimate majority shareholder of New Founder is Ping An which holds 66.51% equity interest in New Founder and is a controlling shareholder of the Company. It is principally engaged in the business of insurance, banking, investment and Internet finance products and services.

Zhuhai Huafa Group Co., Ltd. (on behalf of Zhuhai State-owned Assets) (珠海華發集團有限公司（代表珠海國資）) indirectly holds 28.5% equity interest in New Founder, and is principally engaged in development and operation of properties. The remaining equity interest in New Founder is directly held by Zhuhai Founder No. 1 Enterprise Management Partnership (Limited Partnership) (珠海市方正一號企業管理合夥企業（有限合夥）) by 1.63% and Zhuhai Founder No. 2 Enterprise Management Partnership (Limited Partnership) (珠海市方正二號企業管理合夥企業（有限合夥）) by 3.36%, both of which are shareholding platform companies of the creditors of the Five Companies including Peking Founder.

LISTING RULES IMPLICATIONS

As at the date of this announcement, New Founder is interested in around 31.55% equity interest

of the Company and therefore a controlling shareholder and a connected person of the Company for the purposes of the Listing Rules. New Founder Boya is an associate of New Founder by virtue of being an indirect wholly-owned subsidiary of New Founder. Shanghai Delin is an associate of New Founder by virtue of being an indirect wholly-owned subsidiary of New Founder. Meanwhile, Founder Electronics, Founder EasiPrint and Tianjin Founder Handwriting are the subsidiaries of the Company. Therefore, the transactions contemplated under the 2026 Lease Agreements and 2026 Management Agreements will be continuing connected transactions of the Company.

The Group adopted HKFRS 16 using the modified retrospective method of adoption from 1 January 2019. Under HKFRS 16, a contract is, or contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. However, as allowed under HKFRS 16, the Group has elected not to recognise right-of-use assets and lease liabilities for leases that at the commencement date, have a lease term of 12 months or less. Instead, the Group recognises the lease payments associated with those leases as an expense on a straight-line basis over the lease term. Therefore, the leases under the 2026 Lease Agreements will be continuing connected transactions of the Company.

The 2026 Lease Agreements and the 2026 Management Agreements have been aggregated for the Listing Rules purposes on the basis that they all relate to the same properties that Founder Electronics, Founder EasiPrint and Tianjin Founder Handwriting leased from New Founder Boya at Shangdi Founder Building. As the highest applicable percentage ratio (as defined under Rule 14.07 of the Listing Rules) for the transactions contemplated under the 2026 Lease Agreements and the 2026 Management Agreements in aggregate exceeds 0.1% and is less than 5%, the transactions contemplated under the 2026 Lease Agreements and the 2026 Management Agreements are subject to the reporting, annual review and announcement requirements but are exempt from the independent shareholders' approval requirement under the Listing Rules.

To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, no Director has material interest in the 2026 Lease Agreements and the 2026 Management Agreements and will be required to abstain from voting on the relevant Board resolution approving the 2026 Lease Agreements and the 2026 Management Agreements.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the meanings set out below:

"2026 Lease Agreements"	Founder Electronics Lease Agreement, Founder EasiPrint Lease Agreement and Tianjin Founder Handwriting Lease Agreement
"2026 Management Agreements"	Founder Electronics Management Agreement, Founder EasiPrint Management Agreement and Tianjin Founder Handwriting Management Agreement
"Amendment Management Agreement"	the supplemental management agreement to the Founder EasiPrint Management Agreement dated 26 September 2025 entered into between Founder EasiPrint and Shanghai Delin
"associate(s)"	has the meaning as ascribed thereto under the Listing Rules
"Board"	the board of Directors of the Company
"Company"	Founder Holdings Limited (方正控股有限公司*), a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange under the stock code 00418
"connected person(s)"	has the same meaning as ascribed thereto under the Listing Rules
"controlling shareholder"	has the same meaning as ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company
"Five Companies including Peking Founder"	Peking University Founder Group Company Limited, Peking University Founder Information Industry Group Co., Ltd., Founder Industry Holdings Co., Ltd., PKU Healthcare Industry Group Co., Ltd., and Peking University Resource Group Limited
"Founder EasiPrint"	北京方正印捷數碼技術有限公司 (Beijing Founder EasiPrint Digital Technology Co., Ltd.*), a company incorporated in the PRC and a subsidiary of the Company

	which is principally engaged in software development and systems integration business
"Founder EasiPrint Lease Agreement"	the lease agreement dated 17 December 2025 and entered into between Founder EasiPrint and New Founder Boya in relation to the lease of certain premises at Shangdi Founder Building by Founder EasiPrint from New Founder Boya for a term of twelve months ending on 31 December 2026
"Founder EasiPrint Management Agreement"	the management agreement dated 17 December 2025 and entered into between Founder EasiPrint and Shanghai Delin, according to which Shanghai Delin will provide Founder EasiPrint with property management services in relation to the certain premises at Shangdi Founder Building for a term of twelve months ending on 31 December 2026
"Founder Electronics"	北京北大方正電子有限公司 (Beijing Founder Electronics Co., Ltd.*), a company incorporated in the PRC and a subsidiary of the Company which is principally engaged in software development and systems integration business
"Founder Electronics Lease Agreement"	the lease agreement dated 17 December 2025 and entered into between Founder Electronics and New Founder Boya in relation to the lease of certain premises at Shangdi Founder Building by Founder Electronics from New Founder Boya for a term of a twelve months ending on 31 December 2026
"Founder Electronics Management Agreement"	the management agreement dated 17 December 2025 and entered into between Founder Electronics and Shanghai Delin, according to which Shanghai Delin will provide Founder Electronics with property management services in relation to the office premises leased by Founder Electronics at Shangdi Founder Building for a term of twelve months ending on 31 December 2026
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"HKFRS"	Hong Kong Financial Reporting Standards
"Hong Kong"	The Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
"New Founder"	New Founder Development Co., Ltd.* (新方正控股發展有限責任公司), a company incorporated in the PRC with limited liabilities, a controlling shareholder of the Company, which indirectly holds approximately 31.55% of the issued share capital of the Company through its wholly-owned subsidiary Founder Information Industry Company Limited (方正信息產業有限責任公司) as at the date of this announcement
"New Founder Boya"	Beijing New Founder Boya Real Estate Management Co., Ltd.* (北京新方正博雅不動產管理有限公司), a company incorporated in the PRC
"Peking Founder"	北大方正集團有限公司 (Peking University Founder Group Company Limited*), which used to be a controlling shareholder of the Company before the transfer of the entire equity interest of Founder Information Industry Company Limited (方正信息產業有限責任公司) to New Founder
"Ping An"	Ping An Insurance (Group) Company of China, Ltd. (中國平安保險（集團）股份有限公司), a joint-stock company incorporated in the PRC with limited liabilities, the H shares of which are listed on the Stock Exchange with the stock code of 02318 and the A shares of which are listed on the Shanghai Stock Exchange with the stock code of 601318, the ultimate controlling shareholder of the Company as at the date of this announcement

"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"Shangdi Founder Building"	上地方正大廈 (Shangdi Founder Building) at No. 9, Shangdi 5th Street (also known as Shangdi Information Industry Base), Haidian District, Beijing, the PRC
"Shanghai Delin"	Shanghai Delin Property Management Co., Ltd.* (上海德麟物業管理有限公司), a company incorporated in the PRC
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary"	has the meaning ascribed to it under the Listing Rules
"Supplemental Lease Agreement"	the supplemental lease agreement to the Founder EasiPrint Lease Agreement dated 26 September 2025 entered into between Founder EasiPrint and New Founder Boya
"Tianjin Founder Handwriting"	天津方正手迹數字技術有限公司 (Tianjin Founder Handwriting Digital Technology Ltd.*) a company incorporated in the PRC and a subsidiary of the Company which is principally engaged on software development and systems integration business
"Tianjin Founder Handwriting Electronics Lease Agreement"	the lease agreement dated 17 December 2025 and entered into between Tianjin Founder Handwriting and New Founder Boya in relation to the lease of certain premises at Shangdi Founder Building by Tianjin Founder Handwriting from New Founder Boya for a term of a twelve months ending on 31 December 2026
"Tianjin Founder Handwriting Management Agreement"	the management agreement dated 17 December 2025 and entered into between Tianjin Founder Handwriting and Shanghai Delin, according to which Shanghai Delin will provide Tianjin Founder Handwriting with property management services in relation to the office premises leased by Tianjin Founder Handwriting at Shangdi Founder

	Building for a term of twelve months ending on 31 December 2026
"%"	per cent.

By Order of the Board
Founder Holdings Limited
Zhang Jian Guo
Chairman

Hong Kong, 17 December 2025

The exchange rate adopted in this announcement for illustration purpose only is RMB1.00 = HK$1.0962.

As at the date of this announcement, the Board comprises executive Directors of Mr. Zhang Jian Guo (Chairman and President), Mr. Wang Jin Chao, Mr. Guo Song, Mr. Xu Chengjie, Mr. Li Shuo Feng and Ms. Wu Jing, and the independent non-executive directors of Mr. Chan Chung Kik, Lewis, Mr. Lai Nga Ming, Edmund and Mr. Chak Chi Shing.

* *For identification purposes only*