**FOUNDER HOLDINGS LIMITED**
**方正控股有限公司***
*(Incorporated in Bermuda with limited liability)*
**(Stock Code: 00418)**

# MAJOR TRANSACTION AND CONTINUING CONNECTED TRANSACTIONS IN RELATION TO THE SUPPLEMENTAL AGREEMENT TO THE DEPOSIT SERVICE FRAMEWORK AGREEMENT

**Independent Financial Adviser to the Independent Board Committee and Independent Shareholders**

VINCO 梁高

**Vinco Financial Limited**

The Board announces that on 28 August 2026, the Company and Ping An Bank entered into the Supplemental Agreement commencing from the Effective Date to 31 December 2028. Accordingly, Ping An Bank agreed to provide the Deposit Service and the Wealth Management Products Service to the Group subject to the terms and conditions stipulated therein.

## IMPLICATIONS OF THE LISTING RULES

Ping An Bank is a subsidiary of Ping An Group, which is the holding company of Ping An Life. Ping An Life indirectly holds 367,179,610 Shares, representing about 31.84% of the issued Shares of the Company. Ping An Bank is therefore a connected person of the Company as defined under Chapter 14A of the Listing Rules, and the transactions contemplated under the Supplemental Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest of the applicable percentage ratios (other than profits ratio) as defined in Rule 14.07 of the Listing Rules in respect of the Annual Caps for the Deposit Service and the Wealth Management Products Service under the Supplemental Agreement exceeds 5%, the provision of the Deposit Service and the Wealth Management Products Service shall be subject to the reporting, announcement, circular (including the independent financial advice), annual review, and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the highest of applicable percentage ratios as defined in Rule 14.07 of the Listing Rules in respect of the Annual Caps for the Wealth Management Products Service under the Supplemental Agreement is more than 25% but less than 100%, the provision of the Wealth Management Products Service constitutes a major transaction of the Company and is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

**GENERAL INFORMATION**

A circular containing, among other matters, (i) further information on the Supplemental Agreement and the transactions contemplated thereunder; (ii) a letter from the Independent Financial Adviser; (iii) a letter from the Independent Board Committee; and (iv) the notice convening the SGM and a form of proxy will be despatched to the Shareholders of the Company after the publication of this announcement on or before 18 September 2026, so as to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

Reference is made to the announcement of the Company dated 20 February 2025 in relation to the Deposit Service Framework Agreement. The Board announces that on 28 August 2026 (after trading hours of the Stock Exchange), the Company and Ping An Bank entered into the Supplemental Agreement pursuant to which Ping An Bank agreed to (i) provide the Wealth Management Products Service to the Group commencing from the Effective Date to 31 December 2028 for a term not exceeding three years; and (ii) revise the Annual Caps of the Deposit Service.

## SUPPLEMENTAL AGREEMENT

Principal terms of the Supplemental Agreement are as follows:

| | | |
|---|---|---|
| Date | : | 28 August 2026 |
| Parties | : | (i) the Company; and<br>(ii) Ping An Bank |
| Name of the agreement | : | The name of the Deposit Service Framework Agreement is agreed to be changed to "Deposit and Wealth Management Products Services Framework Agreement". |

| | | |
|---|---|---|
| Nature of additional services | : | In addition to the Deposit Service, the Group is entitled to purchase wealth management products issued by or managed by Ping An Bank (and its subsidiaries) based on their needs and receive investment return thereon. Based on the understanding of the market situation and in consideration of other factors, the Group can make its own decision as to the utilisation of the Wealth Management Products Service under the Supplemental Agreement and the wealth management products service to be provided by other financial institutions so as to maximise the interests of the Shareholders. |
| Term | : | From the Effective Date (the date of fulfilment of all the conditions precedent of the Supplemental Agreement) to 31 December 2028. |
| Conditions precedent | : | (i) the approvals of the Supplemental Agreement and the related Deposit Service and Wealth Management Products Service by the Directors in the Board meeting and by the Shareholders in the SGM as required by the Bye-laws and the Listing Rules; and<br>(ii) the signing of the Supplemental Agreement by both parties to the Supplemental Agreement. |
| Further agreements | : | The members of the Group will enter into further agreements with Ping An Bank (or its subsidiaries) to effect the Wealth Management Products Service and the provisions of such further agreements will comply with the principles and terms of the Supplemental Agreement and the applicable legal requirements. |

Annual Caps : The proposed Annual Caps for the Deposit Service and the Wealth Management Products Service are set out below:

| **Year ending** | **Annual Caps for Deposit Service** *(RMB million)* | **Annual Caps for Wealth Management Products Service** *(RMB million)* |
|---|---|---|
| 31 December 2025 | 460 | N/A |
| 31 December 2026 | 60 | 400 |
| 31 December 2027 | 60 | 420 |
| 31 December 2028 | 60 | 420 |

The Annual Caps for the Deposit Service in the above table represent the maximum limit of the daily outstanding balance of the deposits placed by the Group with Ping An Bank (including the corresponding interest accrued thereon) during the relevant years. The Annual Caps for the Wealth Management Products Service in the above table represent the maximum limit of the daily balance of the Wealth Management Products Service (including expected return and accrued investment income) issued by or managed by Ping An Bank for the Group during the relevant years.

## INFORMATION OF THE PARTIES

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.

Ping An Bank is a national joint-stock commercial bank regulated by the PBOC and the NFRA, and is held as to about 8.44% and 49.56% of its equity interest, respectively by Ping An Life and its holding company Ping An Group. Ping An Life indirectly holds 367,179,610 Shares, representing about 31.84% of the issued Shares of the Company, and is therefore a connected person of the Company. Ping An Bank mainly provides a wide range of financial services to its clients, including corporations, the retail sector and government departments, and the shares of which are listed on the Shenzhen Stock Exchange (stock code: 000001). Ping An Group, together with its subsidiaries, is an insurance and financial service group in the PRC, and is capable of providing a wide range of insurance and financial services and products to corporate and retail customers. A shares (stock code: 601318) and H shares (stock code: 2318) of Ping An Group are listed on the Shanghai Stock Exchange and the Stock Exchange, respectively.

## HISTORICAL AMOUNTS AND ANNUAL CAPS

Set out below are the historical amounts of the maximum daily outstanding balance of the deposits placed by the Group with Ping An Bank in the year ended 31 December 2025 and the six months ended 30 June 2026 and the corresponding annual caps approved by the Shareholders at the special general meeting dated 24 April 2025.

| **Period ended** | **Approved annual caps** *(RMB million)* | **Maximum daily outstanding balance of deposits** *(RMB million)* |
|---|---:|---:|
| The year ended 31 December 2025 | 460 | 380 |
| Six months ended 30 June 2026 | 460 | 420 |

Pursuant to the Supplemental Agreement, the Group will also utilise the Wealth Management Products Service to be provided by Ping An Bank and its subsidiaries. The proposed Annual Caps for the Deposit Service and the Wealth Management Products Service during the three years ending 31 December 2028 are set out in the following table:

| **Year ending** | **Annual Caps for Deposit Service** *(RMB million)* | **Annual Caps for Wealth Management Products Service** *(RMB million)* |
|---|---:|---:|
| 31 December 2026 | 60 | 400 |
| 31 December 2027 | 60 | 420 |
| 31 December 2028 | 60 | 420 |

## BASIS FOR DETERMINING THE ANNUAL CAPS

The Annual Caps for the Deposit Service are determined with reference to a number of factors including: (i) the historical RMB deposit amounts of the subsidiaries of the Group in the PRC; (ii) the expected continual growth in the Group's operational scale and anticipated amounts of the Group available for deposit in the three years ending 31 December 2028; and (iii) the potential demand for the Group's financial service in the next few years.

The Annual Caps for the Wealth Management Products Service are determined based on the following factors:

(i) The Group plans on adjusting the capital structure in the PRC by utilising its cash and bank balances for the Wealth Management Products Service, with a view to maximising capital and enhancing returns for Shareholders. As of 30 June 2026, the Group's cash and bank balances (including time deposits) in the PRC amounted to approximately RMB620 million; and

(ii) To ensure the stable operation of the Group, having considered the Group's financial resources, cash position, and operational needs, the proposed Annual Caps for the Wealth Management Products Service for the three years ending 31 December 2028 is at its highest, RMB420 million, representing less than 60% of the Group's cash and bank balances as of 31 December 2025. Therefore, the Directors are of the opinion that the proposed Annual Caps for the Wealth Management Products Service are set at a reasonable level, and the remaining cash and bank balances of the Group will continue to be sufficient to meet the operational needs of the Group. In addition, before entering into any specific transactions in contemplation of the Supplemental Agreement, the management of the Company will take into account a range of factors such as the current cash and bank balances of the Group, working capital requirements, and the debt level of the Group.

The Directors (excluding independent non-executive Directors, whose opinions on the matter will be included in the circular after taking into account the advice of the Independent Financial Advisor) are of the opinion that the proposed Annual Caps for the Deposit Service and the Wealth Management Products Service under the Supplemental Agreement are in the interests of the Group and the Shareholders as a whole and are fair and reasonable.

## REASONS FOR AND BENEFITS OF ENTERING INTO THE SUPPLEMENTAL AGREEMENT

The Board is of the view that entering into the Supplemental Agreement is in the interest of the Group. As of 30 June 2026, the Group hold cash and bank balances (including time deposits) of approximately RMB620 million in the PRC. Affected by the macroeconomic environment, the interest rates on fixed deposits of commercial banks in the PRC market have continued to decline, resulting in low returns on idle capital stored in banks. To optimise the capital structure of the Group and activate the self-owned idle capital, the Company and its subsidiaries plan to allocate partial cash and bank balances to carry out standardised financial investment business. Compared to traditional bank fixed deposits, compliant wealth management investment services can create better capital returns for the Group.

To achieve the maximisation of capital returns under the premise of controllable risks, the Group has conducted comprehensive market research and comparative evaluation on PRC financial institutions offering corresponding wealth management services. As a leading commercial bank with comprehensive strength and excellent market reputation in the PRC, Ping An Bank has a mature and complete asset management system, long-term and rich investment and operation experience. Based on the comprehensive analysis of Ping An Bank's operating history, industry comprehensive ranking, asset scale, and market reputation of Ping An Bank, the overall risk control and safety of its Wealth Management Products Service are generally subject to controllable risk and offer a relatively higher level of security. Cooperating with Ping An Bank for investment and wealth management can significantly improve the efficiency of the Group's own capital utilisation, efficiently activate the idle capital, and maximise the overall capital returns of the Group on the basis of strictly controlled investment risks.

Taking into account the above, the Directors (excluding independent non-executive Directors, whose opinions on the matters will be provided in subsequent circular by reference to the advice of Independent Financial Adviser) are of the view that the terms of the Supplemental Agreement are fair and reasonable, the transaction is the ordinary and usual course of business within the daily operating scope of the Group, and the pricing of the transaction follows normal and fair commercial terms, which is in line with the long-term overall interests of the Company and Shareholders as a whole.

## INTERNAL CONTROLS AND PRICING POLICY

### 1. Internal controls and pricing policy for the Wealth Management Products Service

In order to standardise the ongoing continuing connected transactions with Ping An Bank and ensure the strict compliance with the Supplemental Agreement and relevant regulatory Listing Rules throughout the transaction, the Company has established a multi-level and full process internal control mechanism, supporting complete pricing review, limit control, supervision and review measures. The specific internal control arrangements are as follows:

(a) The personnel in the financial department of the subsidiaries of the Company in the PRC continuously track the pricing rules of market financial products and actively obtain quotes for similar wealth management services products from other independent licensed financial institutions in the PRC. On one hand, they compare the rates, returns, and terms regarding risk control on products from the Wealth Management Products Service provided by Ping An Bank with similar businesses of independent institutions in the market, to ensure that the terms and conditions offered by Ping An Bank to the Group are not less favourable to the Group than those provided by other independent licensed financial institutions in the PRC for similar wealth management services. On the other hand, by synchronously comparing the terms of the same type of products from the Wealth Management Products Service provided by Ping An Bank to other Independent Third-Party customers of Ping An Bank, we ensure that the product returns and terms and conditions enjoyed by the Group are not less favourable than the standards Ping An Bank offered to their other Independent Third-Party customers, and ensure the pricing of the transactions are fair;

(b) The personnel in the financial department of the subsidiaries of the Company in the PRC shall establish a ledger and implement daily ongoing record-keeping and monitoring. Real-time statistics shall be collected on all balances for the Wealth Management Products Service (including expected return and accrued investment income) of the Group under the Supplemental Agreement, and the fund size shall be checked in real-time. The threshold controls for fund size shall be strictly implemented to ensure that the total daily balance of the Wealth Management Products Service (including expected return and accrued investment income) does not exceed the proposed Annual Caps stipulated in the Supplemental Agreement;

(c) The head of the financial department of the subsidiaries of the Company in the PRC is responsible for pre-transaction review and provides professional opinions based on three key criteria: (i) to review the interbank and intra-institution third-party price comparison settlements conducted by the cash settlement officer; (ii) to estimate the Group's short-term cash needs arising from routine operating activities in the PRC and project disbursements, with a view to ensuring sufficient funding for its core business; and (iii) to compare the Group's overall cash balance in the PRC with the total scale of investments held in Ping An Bank accounts, and to assess the reasonableness of the fund allocation. After the review is completed, the professional opinions will be submitted to the management of the Company as the basis for approving each injection of capital into Ping An Bank for the Wealth Management Products Service. At the same time, the head of the financial department of the subsidiaries of the Company supervises the implementation of continuing connected transactions throughout the process, ensuring that all business operations strictly comply with the Supplemental Agreement;

(d) The independent non-executive Directors review the transactions contemplated under the Supplemental Agreement every year; and

(e) The external auditors of the Company conduct annual review of the transactions contemplated under the Supplemental Agreement.

**2. Internal controls for the Deposit Service**

The Group has adopted the following internal control measures in connection with the Deposit Service:

(a) Before placing any deposit with Ping An Bank, the financial department of the subsidiaries of the Company in the PRC will obtain and compare against at least two comparable interest rates of deposits of the same type and duration from independent commercial banks to ensure that the interest rate offered by Ping An Bank is not inferior to the terms offered by Independent Third Parties;

(b) Specifically designated personnel from the financial department of the subsidiaries of the Company in the PRC monitors the status of the deposits through the internet banking services provided by Ping An Bank and are responsible for regular monitoring of the transactions contemplated under the Supplemental Agreement to ensure effective control of the Annual Caps such that they shall not be exceeded;

(c) The independent non-executive Directors review the transactions contemplated under the Supplemental Agreement every year; and

(d) The external auditors of the Company conduct annual review of the transactions contemplated under the Supplemental Agreement.

**3. Pricing Policy for the Deposit Service**

The interest rates in respect of the deposits placed by the Group with Ping An Bank are determined with reference to the benchmark interest rates promulgated by the PBOC and are not lower than the rates offered by financial institutions in the PRC for same types and tenures of deposits.

## IMPLICATIONS OF THE LISTING RULES

Ping An Bank is a subsidiary of Ping An Group, which is the holding company of Ping An Life. Ping An Life indirectly holds 367,179,610 Shares, representing about 31.84% of the issued Shares of the Company. Ping An Bank is therefore a connected person of the Company as defined in the Listing Rules, and the transactions contemplated under the Supplemental Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest of the applicable percentage ratios (other than profits ratio) as defined in Rule 14.07 of the Listing Rules in respect of the Annual Caps for the Deposit Service and the Wealth Management Products Service under the Supplemental Agreement exceeds 5%, the provision of the Deposit Service and the Wealth Management Products Service shall be subject to the reporting, announcement, circular (including the independent financial advice), annual review, and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the highest of applicable percentage ratios as defined in Rule 14.07 of the Listing Rules in respect of the Annual Caps for the Wealth Management Products Service under the Supplemental Agreement is more than 25% but less than 100%, the provision of the Wealth Management Products Service constitutes a major transaction of the Company and is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

None of the Directors has a material interest in the Supplemental Agreement and the transactions contemplated thereunder or is required to abstain from voting at the Board meeting in respect of the relevant resolution for approving the Supplemental Agreement (including its Annual Caps).

## GENERAL

The SGM will be held for the Independent Shareholders to consider and approve the Supplemental Agreement.

An Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders in relation to the Supplemental Agreement and the related proposed Annual Caps. Vinco Financial Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders of the same.

A circular containing, among other matters, (i) further information on the Supplemental Agreement and the transactions contemplated thereunder; (ii) a letter from the Independent Financial Adviser; (iii) a letter from the Independent Board Committee; and (iv) the notice convening the SGM and a form of proxy will be despatched to the Shareholders after the publication of this announcement on or before 18 September 2026, so as to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

## DEFINITIONS

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

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| "Annual Caps" | the maximum limit of daily outstanding deposits balance placed by the Group with Ping An Bank (including the corresponding interest accrued thereon) and/or the maximum limit of daily balance of the Wealth Management Products Service (including expected return and accrued investment income) issued by or managed by Ping An Bank for the Group on any given day in the annual periods during the term of the Supplemental Agreement as contemplated thereunder |
| "associate(s)" | has the meaning ascribed to it under the Listing Rules |
| "Board" | the board of Directors |
| "Bye-laws" | the bye-laws 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 meaning ascribed to it under the Listing Rules |

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| "Deposit Service" | the deposit service to be provided by Ping An Bank to the Group pursuant to the Deposit Service Framework Agreement and the Supplemental Agreement |
| "Deposit Service Framework Agreement" | the deposit service framework agreement dated 20 February 2025 entered into between the Company and Ping An Bank in respect of the provision of deposit service by Ping An Bank to the Group during the period from 24 April 2025 to 31 December 2027 |
| "Director(s)" | director(s) of the Company |
| "Effective Date" | the date of fulfilment of all the conditions precedent of the Supplemental Agreement |
| "Group" | the Company and its subsidiaries |
| "HK$" | Hong Kong dollars, the lawful currency of Hong Kong |
| "Hong Kong" | the Hong Kong Special Administrative Region of the People's Republic of China |
| "Independent Board Committee" | the independent committee of the Board, comprising all the independent non-executive Directors, namely Mr. Lai Nga Ming, Edmund, Mr. Chak Chi Shing and Ms. Tam Mei Chu, established to advise the Independent Shareholders in respect of the terms of the Supplemental Agreement and the related proposed Annual Caps and the transactions contemplated thereunder |
| "Independent Financial Adviser" | Vinco Financial Limited, a licensed corporation to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company to advise the Independent Board Committee and the Independent Shareholders in connection with the Supplemental Agreement and the related proposed Annual Caps |
| "Independent Shareholders" | the Shareholders who are not required to abstain from voting at the SGM for the relevant resolution with respect to the Supplemental Agreement and the transactions contemplated thereunder in accordance with the Listing Rules |

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| "Independent Third Party(ies)" | person(s) or company(ies) who by themselves and together with their ultimate beneficial owner(s) (as the case may be) which is/are independent of and not connected with any of the Directors, chief executives, substantial shareholders of the Company or any of its subsidiaries or any of their respective associates |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "NFRA" | National Financial Regulatory Administration (國家金融監督管理總局) |
| "PBOC" | The People's Bank of China (中國人民銀行) |
| "Ping An Bank" | Ping An Bank Co., Ltd. (平安銀行股份有限公司) |
| "Ping An Group" | Ping An Insurance (Group) Company of China, Ltd. (中國平安保險(集團)股份有限公司) |
| "Ping An Life" | Ping An Life Insurance Company of China, Ltd. (中國平安人壽保險股份有限公司) |
| "PRC" | The People's Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region and Taiwan |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "SGM" | the special general meeting of the Company to be convened to consider, if thought fit, approve the Supplemental Agreement and the transactions contemplated thereunder and the proposed Annual Caps, including any adjournment thereof |
| "Share(s)" | the ordinary shares of HK$0.1 each in the share capital of the Company |
| "Shareholder(s)" | the holder(s) of the Shares |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |

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| "Supplemental Agreement" | the supplemental agreement dated 28 August 2026 entered into between the Company and Ping An Bank in relation to variation of certain terms and provisions of the Deposit Service Framework Agreement |
| "Wealth Management Products Service" | the wealth management products service to be provided by Ping An Bank to the Group pursuant to the Supplemental Agreement |

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

Hong Kong, 28 August 2026

*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. Zhang Peng and Ms. Wu Jing, and the independent non-executive directors of Mr. Lai Nga Ming, Edmund, Mr. Chak Chi Shing and Ms. Tam Mei Chu.*

* *For identification purpose only*