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C Y FOUNDATION GROUP LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 1182)

DESIGNATION OF DIRECTORS, COMPOSITION OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE, SUSPENSION OF DUTIES OF MR. CHENG CHEE TOCK THEODORE, CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE AND SETTING UP OF INDEPENDENT BOARD COMMITTEE

Designation of Directors

The Board announces that Mr. Sneah Kar Loon and Dato Lim Sze Guan were designated as executive Directors; Mr. Io Rudy Cheok Kei and Mr. Ng Kwok Lun were designated as non-executive Directors; and Mr. Lai Hock Meng, Mr. Law Chiu William, Dato Carl Gunnar Myhre, Mr. Balakrishnan Narayanan and Mr. Yong Peng Tak were designated as independent non-executive Directors.

Composition of Audit Committee and Remuneration Committee

The Board had resolved to appoint Mr. Lai Hock Meng, Mr. Law Chiu William and Mr. Balakrishnan Narayanan, all being independent non-executive Directors, as members of the Audit Committee, and Mr. Lai Hock Meng was appointed as the chairman of the Audit Committee. The Board had also resolved to appoint Dato Carl Gunnar Myhre, Mr. Yong Peng Tak, both being independent non-executive Directors, and Mr. Io Rudy Cheok Kei, a non-executive Director, as members of the Remuneration Committee, and Mr. Io Rudy Cheok Kei was appointed as the chairman of the Remuneration Committee.

Suspension of duties of Mr. Cheng Chee Tock Theodore

With effect from 8 April 2011, Mr. Cheng Chee Tock Theodore's authorities and duties as a Director and all other position he may have in the Company and/or any of its subsidiaries and/or associated companies had been suspended, in view of regulatory investigation/prosecution by relevant authorities and possible breaches until further determined by the Board.

Change of company secretary and authorised representative

Mr. Cheung Chin Wa Angus has resigned as the company secretary, alternate authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules and the authorised representative of the Company registered with the Companies Registry in Hong Kong and Mr. Sik Siu Kwan has been appointed as the company secretary and the authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules and registered with the Companies Registry in Hong Kong with effect from 8 April 2011.

Setting up of independent board committee

The Board had also resolved to form an independent board committee, which comprises Mr. Lai Hock Meng, Dato Carl Gunnar Myhre and Mr. Balakrishnan Narayanan, all being independent non-executive Directors, to review and handle (i) the court proceedings and/or other contentious matters that the Company and/or any of its subsidiaries and/or associated companies is/may be involved in; (ii) communication with the authorities to which the Company, as a listed company in Hong Kong is subject to, including without limitation, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission in Hong Kong.

DESIGNATION OF DIRECTORS

Reference is made to the announcement of C Y Foundation Group Limited (the "**Company**") dated 8 April 2011 in relation to the revised poll results of the annual general meeting (the "**AGM**") held on 6 April 2011.

At the AGM, resolutions had been passed by the shareholders of the Company to appoint Mr. Sneah Kar Loon, Mr. Lai Hock Meng, Mr. Law Chiu William, Dato Carl Gunnar Myhre, Mr. Balakrishnan Narayanan, Mr. Yong Peng Tak, Dato Lim Sze Guan, Mr. Io Rudy Cheok Kei and Mr. Ng Kwok Lun as directors of the Company (the "**Directors**"). The board of Directors (the "**Board**") is pleased to announce the designation of such Directors as follows:

Executive Directors:

Mr. Sneah Kar Loon (who is also elected as the Chairman of the Board and appointed as authorised representative of the Company for the purpose of Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) and Dato Lim Sze Guan (who is also appointed as the chief executive officer of the Company and its subsidiaries) were designated as executive Directors. Mr. Woelm Samuel remained as an executive Director. With effect from 8 April 2011, Mr. Cheng Chee Tock Theodore’s authorities and duties as a Director and all other position he may have in the Company and/or any of its subsidiaries and/or associated companies had been suspended, details of which are set out in the paragraph headed “Suspension of duties of Mr. Cheng Chee Tock Theodore” below.

Non-executive Directors:

Mr. Io Rudy Cheok Kei and Mr. Ng Kwok Lun were designated as non-executive Directors.

Independent non-executive Directors:

Mr. Lai Hock Meng, Mr. Law Chiu William, Dato Carl Gunnar Myhre, Mr. Balakrishnan Narayanan and Mr. Yong Peng Tak were designated as independent non-executive Directors.

COMPOSITION OF AUDIT COMMITTEE AND REMUNERATION COMMITTEE

Following conclusion of the AGM, the original members of the audit committee of the Company (the “**Audit Committee**”), namely Mr. Wang Shanchuan, Mr. Ng Pui Lung and Mr. Fung Pui Cheung Eugene, all being retiring Directors, were not elected and therefore they no longer hold their office as Directors. Therefore, the Board had resolved to appoint Mr. Lai Hock Meng, Mr. Law Chiu William and Mr. Balakrishnan Narayanan, all being independent non-executive Directors, as members of the Audit Committee, and Mr. Lai Hock Meng was appointed as the chairman of the Audit Committee.

Following conclusion of the AGM, two of the original members of the remuneration committee of the Company (the “**Remuneration Committee**”), namely Mr. Wang Shanchuan and Mr. Fung Pui Cheung Eugene, all being retiring Directors, were not elected and therefore they no longer hold their office as Directors. Duties of the other member of the Remuneration Committee, Mr. Cheng Chee Tock Theodore, had been suspended, details of which are set out

in the paragraph headed “Suspension of duties of Mr. Cheng Chee Tock Theodore” below. Therefore, the Board had resolved to appoint Dato Carl Gunnar Myhre, Mr. Yong Peng Tak, both being independent non-executive Directors, and Mr. Io Rudy Cheok Kei, a non-executive Director, as members of the Remuneration Committee, and Mr. Io Rudy Cheok Kei was appointed as the chairman of the Remuneration Committee.

SUSPENSION OF DUTIES OF MR. CHENG CHEE TOCK THEODORE

The Board would like to announce that with effect from 8 April 2011, Mr. Cheng Chee Tock Theodore’s authorities and duties as a Director and all other position he may have in the Company and/or any of its subsidiaries and/or associated companies had been suspended, in view of regulatory investigation/prosecution by relevant authorities and possible breaches until further determined by the Board.

According to the announcement of the Company dated 7 March 2011 prepared by the then Directors and/or company secretary of the Company, on 4 March 2011, Mr. Cheng Chee Tock Theodore was charged by the Independent Commission Against Corruption (ICAC) with one count of fraud under section 16A of the Theft Ordinance, Cap.210.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board would also like to announce that Mr. Cheung Chin Wa Angus has resigned as the company secretary, alternate authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules and authorised representative registered with the Companies Registry in Hong Kong and Mr. Sik Siu Kwan (“**Mr. Sik**”) has been appointed as the company secretary and the authorised representative of the Company for the purpose of Rule 3.05 of the Listing Rules and registered with the Companies Registry in Hong Kong with effect from 8 April 2011.

Mr. Sik, aged 43, has more than 20 years of experience in investment banking and finance. He has held senior positions with a number of major international investment banks, responsible for investment bank business development and regional business operations. He graduated from Oxford University with first class honours in his bachelor’s degree in engineering and a master degree. He is a member of The Institute of Chartered Accountants in England and Wales. Mr. Sik was also a non-executive Director of the Company, since 1 September 2009 until his resignation on 16 November 2009.

SETTING UP OF THE INDEPENDENT BOARD COMMITTEE

The Board had also resolved to form an independent board committee, which comprises Mr. Lai Hock Meng, Dato Carl Gunnar Myhre and Mr. Balakrishnan Narayanan, all being independent non-executive Directors, to review and handle (i) the court proceedings and/or other contentious matters that the Company and/or any of its subsidiaries and/or associated companies is/may be involved in, including without limitation, the proceedings under section 168A of the Companies Ordinance and/or any other dispute with its shareholders (details of which were set out in the announcements of the Company dated 21 April 2010, 24 January 2011 and 27 January 2011); (ii) communication with the authorities to which the Company, as a listed company in Hong Kong is subject to, including without limitation, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission in Hong Kong.

By order of the Board
C Y Foundation Group Limited
Sik Siu Kwan
Company Secretary

Hong Kong, 8 April 2011

As at the date of this announcement, the executive Directors are Mr. SNEAH Kar Loon, Dato LIM Sze Guan, Mr. CHENG Chee Tock Theodore (duty suspended) and Mr. WOELM Samuel; the non-executive Directors are Mr. IO Rudy Cheok Kei and Mr. NG Kwok Lun; the independent non-executive Directors are Mr. LAI Hock Meng, Mr. LAW Chiu William, Dato CARL Gunnar Myhre, Mr. BALAKRISHNAN Narayanan and Mr. YONG Peng Tak.