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C Y FOUNDATION GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

ANNUAL GENERAL MEETING ON 6 APRIL 2011 – POLL RESULTS

The board of directors (“Board”) of C Y Foundation Group Limited (“Company”) is pleased to announce the poll results in respect of the resolutions proposed at the 2010 Annual General Meeting held on 6 April 2011 (“2010 AGM”).

Reference is also made to the Company’s announcements dated 4 April 2011 and 6 April 2011 in relation to the claim by the estate of Kok Teng Nam, Kenny, over all the beneficial ownership over the shares of the Company (“Shares”) held by Luck Continent Limited. Due to questions over the beneficial ownership of the Shares held by Luck Continent Limited, the Chairman of the 2010 AGM, pursuant to the Bye-laws of the Company, has declared in the meeting that the votes cast by Luck Continent Limited and its nominee(s) would not be counted for purpose of the resolutions at the 2010 AGM.

As at the date of the 2010 AGM, the total number of Shares in issue was 6,968,710,326 shares. For the reason stated above, votes cast (if any) from any of 3,216,264,127 Shares held by Luck Continent Limited, representing approximately 46.15% of the issued Shares as at the date of the 2010 AGM, were not counted for purpose of the resolutions at the 2010 AGM despite the said votes have been recorded in the Scrutineer’s Certificate prepared by Tricor Secretaries Limited. Save for the above, there were no other restrictions on any shareholders to cast votes on any of the proposed resolutions at the 2010 AGM.

As such, the total number of Shares entitling the holders thereof to attend and vote for or against the resolution in the 2010 AGM was 3,752,446,199 Shares.

Subject to the above, the poll results for the 2010 AGM are set out as follows:-

Resolutions	Number of Shares Voted and Counted (% of votes cast and counted)		Total Number of Shares Voted and Counted
	For	Against	
1. To adopt consolidated financial statements, directors' report and auditor's report	1,796,762,856 (98.30%)	31,000,000 (1.70%) (Note 2)	1,827,762,856
2. To re-elect retiring Directors			
(i) WU Chuang John	1,794,762,856 (98.19%)	33,000,000 (1.81%) (Note 2)	1,827,762,856
(ii) CAO Dongxin	1,789,417,856 (97.90%)	38,345,000 (2.10%) (Note 2)	1,827,762,856
(iii) HO Chi Chung Joseph	1,794,762,856 (98.19%)	33,000,000 (1.81%) (Note 2)	1,827,762,856
(iv) YU Ping	1,794,762,856 (98.19%)	33,000,000 (1.81%) (Note 2)	1,827,762,856
(v) ZHANG Yiwei	1,794,762,856 (98.19%)	33,000,000 (1.81%) (Note 2)	1,827,762,856
(vi) TANG Ming	1,794,762,856 (98.19%)	33,000,000 (1.81%) (Note 2)	1,827,762,856
(vii) HU Xichang	1,794,762,856 (98.19%)	33,000,000 (1.81%) (Note 2)	1,827,762,856
(viii) WANG Shanchuan	1,794,762,856 (98.19%)	33,000,000 (1.81%) (Note 2)	1,827,762,856
(ix) NG Pui Lung	1,794,762,856 (98.19%)	33,000,000 (1.81%) (Note 2)	1,827,762,856
(x) Mr. Fung Pui Cheung Eugene (Note 3)	Not applicable	Not applicable	Not applicable
3. To elect Directors			
(i) SNEAH Kar Loon	52,855,000 (2.89%) (Note 1)	1,774,907,856 (97.11%)	1,827,762,856
(ii) HUA Teng	31,260,000 (1.73%)	1,774,907,856 (98.27%)	1,806,167,856
(iii) LAI Hock Meng	52,855,000 (2.89%) (Note 1)	1,774,907,856 (97.11%)	1,827,762,856

Resolutions	Number of Shares Voted and Counted (% of votes cast and counted)		Total Number of Shares Voted and Counted
	For	Against	
(iv) CHUA Chun Lim	31,260,000 (1.73%)	1,774,907,856 (98.27%)	1,806,167,856
(v) LAW Chiu William	52,855,000 (2.89%) (Note 1)	1,774,907,856 (97.11%)	1,827,762,856
(vi) Dato CARL Gunnar Myhre	52,855,000 (2.89%) (Note 1)	1,774,907,856 (97.11%)	1,827,762,856
(vii) TAN Eng Leng Herbert	31,260,000 (1.73%)	1,774,907,856 (98.27%)	1,806,167,856
(viii) BALAKRISHNAN Narayanan	52,855,000 (2.89%) (Note 1)	1,774,907,856 (97.11%)	1,827,762,856
(ix) YONG Peng Tak	52,855,000 (2.89%) (Note 1)	1,774,907,856 (97.11%)	1,827,762,856
(x) Dato LIM Sze Guan	52,855,000 (2.89%) (Note 1)	1,774,907,856 (97.11%)	1,827,762,856
(xi) IO Rudy Cheok Kei	52,855,000 (2.89%) (Note 1)	1,774,907,856 (97.11%)	1,827,762,856
(xii) NG Kwok Lun	52,855,000 (2.89%) (Note 1)	1,774,907,856 (97.11%)	1,827,762,856
4. To determine maximum number of Directors and the Directors shall not have the power to appoint additional Directors	52,855,000 (2.89%) (Note 1)	1,774,907,856 (97.11%)	1,827,762,856
5. To determine maximum number of Directors and authorize the Directors to appoint Directors up to the maximum number	1,791,417,856 (98.01%)	36,345,000 (1.99%) (Note 2)	1,827,762,856
6. To appoint auditors	52,855,000 (2.89%) (Note 1)	1,774,907,856 (97.11%)	1,827,762,856
7. To re-appoint auditors	1,796,762,856 (98.30%)	31,000,000 (1.70%) (Note 2)	1,827,762,856

Resolutions	Number of Shares Voted and Counted (% of votes cast and counted)		Total Number of Shares Voted and Counted
	For	Against	
8.(A) To pass new issue general mandate	1,791,417,856 (98.01%)	36,345,000 (1.99%) (Note 2)	1,827,762,856
(B) To pass share repurchase general mandate	1,796,762,856 (98.30%)	31,000,000 (1.70%) (Note 2)	1,827,762,856
(C) To pass extension of new issue general mandate	1,791,417,856 (98.01%)	36,345,000 (1.99%) (Note 2)	1,827,762,856

Notes:

1. 3,216,264,127 votes cast by Luck Continent Limited and its nominee(s) for this resolution were not counted.
2. 3,216,264,127 votes cast by Luck Continent Limited and its nominee(s) against this resolution were not counted.
3. As Mr Fung Pui Cheung Eugene will retire after the conclusion of the 2010 AGM and will not offer himself for re-election due to heavy commitments in other capacities in his business duties and public services, resolution 2(x) in relation to the re-election of Mr Fung Pui Cheung Eugene as a director of the Company was not proposed at the 2010 AGM. Therefore, resolution 2(x) was not passed as ordinary resolution of the Company.

As more than 50% of the votes were cast in favour of Resolutions Nos. 1, 2(i) to (ix), 5, 7 and 8(A) to (C), all these resolutions were passed as ordinary resolutions. As less than 50% of the votes were cast in favour of Resolutions Nos. 3(i) to (xii), 4 and 6, all these resolutions were not duly passed.

Tricor Secretaries Limited acted as scrutineer for the vote-taking at the 2010 AGM.

Pursuant to Rule 3.10 (1) and Rule 3.21 of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (“Listing Rules”), every board of directors of a listed issuer must include at least three Independent Non-executive Directors (“INED”) and the Audit Committee must comprise a minimum of three non-executive directors respectively. The Board noted that, following the resignation of Mr Fung, the number of INEDs and the Audit Committee members both fall below the minimum number required. The Board shall use its best endeavours to look for a suitable candidate for appointment as an INED and a member of the Audit Committee of the Company in compliance with Rule 3.11 and Rule 3.23 of the Listing Rules.

By Order of the Board
CHEUNG Chin Wa Angus
Company Secretary

Hong Kong, 6 April 2011

As at the date of this announcement (after the conclusion of the 2010 AGM), the executive directors of the Company are Mr CHENG Chee Tock Theodore (Chairman), Mr WOELM Samuel, Mr WU Chuang John, Mr CAO Dongxin, Mr HO Chi Chung Joseph, Mr YU Ping, Mr ZHANG Yiwei, Mr TANG Ming and Mr HU Xichang; and the independent non-executive directors of the Company are Mr WANG Shanchuan and Mr NG Pui Lung.