



# FOUNDATION GROUP LIMITED

## 基業控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

### APPOINTMENT OF EXECUTIVE DIRECTORS

The board of directors of Foundation Group Limited announces that Mr. Poh Po Lian and Mr. Cheng Chee Tock, Theodore will be appointed as executive directors of the Company with effect from 15 February 2007.

#### APPOINTMENT OF EXECUTIVE DIRECTORS

The board of directors of Foundation Group Limited (the “**Company**”) announces that Mr. Poh Po Lian (“**Mr. Poh**”) and Mr. Cheng Chee Tock, Theodore (“**Mr. Cheng**”) has been appointed as executive directors of the Company with effect from 15 February 2007.

The biographical details of Mr. Poh and Mr. Cheng are as follows:

**Mr. Poh**, aged 48, has started his career as an entrepreneur in hospitality and leisure business in Singapore since 1977. Over the past 30 years, he has acquired extensive knowledge in a number of gaming management roles in Asia, including Singapore, Malaysia, Vietnam, Philippines and Cambodia. He has extensive experience in providing gaming machines solution in Cambodia, Vietnam and the Philippines. He was also responsible to build the Rendang Beach Resort in Malaysia and the Hainan Wenchang Golf Club in Hainan Province, the People’s Republic of China (“**PRC**”). Mr. Poh is also the founder and the chairman of a private company which is a manufacturer and distributor of slot machines, progressive jackpot link system, electronic table games and trilling games. Mr. Poh will be responsible for the business development and overall strategic planning of the Company and its subsidiaries (the “**Group**”).

Mr. Poh has signed a letter of appointment with the Company on 14 February 2007. The term of his appointment as executive director commences on 15 February 2007 with no fixed term of contract. Mr. Poh is subject to the retirement by rotation and re-election pursuant to the bye-laws of the Company. Mr. Poh is entitled to a monthly fee of HK\$5,000 which was determined with reference to his duties and responsibilities as director of the Company.

Mr. Poh through Luck Continent Limited, a company beneficially owned by him, is interested in 3,000,000,000 shares of the Company (“**Shares**”) (other than those accepted Shares under the offer made by Mitsubishi UFJ Securities (HK) Capital, Limited on behalf of Luck Continent Limited for all the Shares not already owned or agreed to be acquired by Luck Continent Limited and parties acting in concert with it (the “**Offer**”) and unlisted warrant conferring rights to subscribe up to HK\$6,000,000 in aggregate in cash for Shares at an initial exercise price of HK\$0.01 (subject to adjustment) at any time during the three-year period from the date of issue on 31 January 2007. The 3,000,000,000 Shares represent 97.17% of the issued share capital of the Company. Save as disclosed, Mr. Poh has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Poh did not hold any positions in the Group and did not hold any directorship in any other listed public companies on the Hong Kong Stock Exchange and any other stock exchange in the past three years preceding his appointment of executive director on 15 February 2007.

**Mr. Cheng**, aged 56, was educated in electronic and electrical engineering disciplines with The Hong Kong Polytechnic University. He is the chairman, director and the controlling shareholder of Sino Strategic International Limited, a company listed on the Australian Stock Exchange Limited. Mr. Cheng has been engaged in the lottery gaming business in the PRC for years. Mr. Cheng will be responsible for the business development of the Group.

Mr. Cheng has signed a letter of appointment with the Company on 14 February 2007. The term of his appointment as executive director commences on 15 February 2007 with no fixed term of contract. Mr. Cheng is subject to the retirement by rotation and re-election pursuant to the bye-laws of the Company. Mr. Cheng is entitled to a monthly fee of HK\$5,000 which was determined with reference to his duties and responsibilities as director of the Company.

Mr. Cheng through Super Bonus Management Limited, a company beneficially owned by him, has entered into a conditional note subscription agreement with the Company on 19 December 2006 for the subscription of redeemable convertible note in the principal amount of HK\$24,000,000 (the “**Note**”). The Note will be convertible into Shares at the initial conversion price of HK\$0.01 per Share (subject to adjustment). The Note is expected to be issued on the 14th business day after the close of the Offer. Save as disclosed, Mr. Cheng has no relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Cheng did not hold any positions in the Group and did not hold any directorship in any other listed public companies on the Hong Kong Stock Exchange and any other stock exchange in the three years preceding his appointment of executive director on 15 February 2007.

Save as disclosed herein, there are no other matters related to the above appointment of executive directors that need to be brought to the attention of the shareholders of the Company or are required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the rules governing the listing of securities on Stock Exchange.

**GENERAL**

The board of directors of the Company would like to welcome Mr. Poh and Mr. Cheng in joining the board.

As at the date of this announcement, the executive directors are Mr. Wong Ching Ping, Alex and Mr. Lim Direk and the independent non-executive directors are Mr. Chu Kar Wing, Dr. Chow King Wai and Mr. Tang Yiu Wing.

By order of the board of  
**Foundation Group Limited**  
**Wong Ching Ping, Alex**  
*Chairman*

Hong Kong, 14 February 2007

\* *For identification purpose only*

Please also refer to the published version of this announcement in China Daily.