

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

C Y FOUNDATION GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 SEPTEMBER 2012

AND

ADOPTION OF NEW SHARE OPTION SCHEME

The Board is pleased to announce that (i) all the Ordinary Resolutions were duly passed by the Shareholders by way of poll at the AGM held on Friday, 28 September 2012 and (ii) the New Share Option Scheme was conditionally adopted by the Company on 28 September 2012.

Reference is made to the notice of annual general meeting (the “**Notice**”) of the Company dated 28 August 2012 and the circular of the Company dated 31 August 2012 (the “**Circular**”) relating to, among other things, all the ordinary resolutions to be passed at the Annual General Meeting (the “**AGM**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

RESULTS OF THE AGM

The board of directors (the “**Board**”) of C Y Foundation Group Limited (the “**Company**”) is pleased to announce that all the ordinary resolutions as set out in the Notice (the “**Ordinary Resolutions**”) were duly passed by the Shareholders by way of poll at the AGM held on Friday, 28 September 2012.

As at the time of the AGM, the number of Shares in issue was 696,871,032 shares, which was the total number of shares entitling the Shareholders to attend and vote for or against the Ordinary Resolutions at the AGM.

Tricor Secretaries Limited, the Company’s branch share registrar, was appointed to act as the scrutineer for the vote-taking at the AGM. The poll results were as follows:

Ordinary Resolutions	Number of Shares Voted (Approximate %)	
	For	Against
1. To receive and consider the Financial Statements and the Reports of the directors and the auditor for the years ended 31 March 2012.	347,840,113 (96.62%)	12,178,571 (3.38%)
2. To re-elect the following retiring directors of the Company for the ensuing year:		
(i) Mr. LAI Hock Meng;	347,840,113 (96.62%)	12,178,571 (3.38%)

Ordinary Resolutions	Number of Shares Voted (Approximate %)	
	For	Against
(ii) Mr. BALAKRISHNAN Narayanan; and	347,840,113 (96.62%)	12,178,571 (3.38%)
(iii) Mr. NG Kwok Lun.	347,840,113 (96.62%)	12,178,571 (3.38%)
3. To authorise the board of directors (“Directors”) to fix the Directors’ remuneration.	347,840,113 (96.62%)	12,178,571 (3.38%)
4. To re-appoint ANDA CPA Limited as auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration.	347,840,113 (96.62%)	12,178,571 (3.38%)
5. To grant a general mandate to the Directors of the Company to allot and issue shares of the Company.	347,840,113 (96.62%)	12,178,571 (3.38%)
6. To grant a general mandate to the Directors of the Company to repurchase shares of the Company.	347,840,113 (96.62%)	12,178,571 (3.38%)
7. To extend the power granted to the Directors of the Company under resolution 5 to allot and issue repurchased shares of the Company.	347,840,113 (96.62%)	12,178,571 (3.38%)
8. To adopt a New Share Option Scheme for the Company.	347,840,113 (96.62%)	12,178,571 (3.38%)

Note: Please refer to the full text of the Ordinary Resolutions as set out in the Notice dated 28 August 2012 for details.

As more than 50% of the votes were cast in favour of each of the above Ordinary Resolutions numbered 1 to 8 including numbered 2(i), 2(ii) and 2(iii), all the Ordinary Resolutions as set out in the Notice were duly passed as Ordinary Resolutions of the Company.

ADOPTION OF THE NEW SHARE OPTION SCHEME

Pursuant to Rule 17.02(1) (a) of the Listing Rules, the Board is also pleased to announce that the New Share Option Scheme with its principal terms made in accordance with Chapter 17 of the Listing Rules and duly set out in a summary of Appendix III to the Circular, was approved and adopted by the Shareholders of the Company upon passing of the ordinary resolution numbered 8 at the AGM subject to the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in the shares of the Company upon exercise of the Options.

By order of the Board
C Y Foundation Group Limited
Sneah Kar Loon
Chairman

Hong Kong, 28 September 2012

As at the date of this announcement, the executive Directors of the Company are Mr. SNEAH Kar Loon, Mr. SIK Siu Kwan and Mr. NG Kwok Lun, the independent non-executive Directors are Mr. LAI Hock Meng, Mr. BALAKRISHNAN Narayanan, Mr. YONG Peng Tak and Mr. IO Rudy Cheok Kei.