



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer C Y Foundation Group Limited

Date Submitted 01/02/2013

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : <u>1182</u> Description : _____			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>30,000,000,000</u>	<u>0.01</u>	<u>300,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>30,000,000,000</u>	<u>0.01</u>	<u>300,000,000</u>
(2) Stock code : _____ Description : _____			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	_____	Description :	_____
		No. of preference shares	Par value ( <i>State currency</i> )
			Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code :	_____	Description :	_____
		No. of other classes of shares	Par value ( <i>State currency</i> )
			Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*HK\$*) : 300,000,000

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	1,045,306,548			
Increase/ (decrease) during the month	Nil			
Balance at close of the month	1,045,306,548			

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
	1. Share option granted on 14/01/2013 with the exercise price of HK\$0.1292 per share pursuant to the share option scheme approved on 28/09/2012					
Ordinary shares	11,700,000	Nil	Nil	Nil	Nil	11,700,000
(Note 1)						
2.						
( / / )						
shares						
(Note 1)						
3.						
( / / )						
shares						
(Note 1)						
			Total A. (Ordinary shares)		0	
			(Preference shares)		0	
			(Other class)		0	
Total funds raised during the month from exercise of options (State currency)					0	



Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____	_____	_____	_____	_____	_____	_____
Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	_____	_____	_____	_____	_____	_____
2. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	_____	_____	_____	_____	_____	_____
3. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	_____	_____	_____	_____	_____	_____
4. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____	_____	_____	_____	_____	_____	_____
Total B. (Ordinary shares) _____ (Preference shares) _____ (Other class) _____					0	0
					0	0
					0	0

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. 3% Convertible Notes due 2013 issued on 6 August 2012	HK\$	Nil	Nil	HK\$20,000,000	Nil	39,424,403
Stock code (if listed)	Nil					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$ 0.5073					
EGM approval date (if applicable) (dd/mm/yyyy)	Nil					
2.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
			Total C. (Ordinary shares)		0	
			(Preference shares)		0	
			(Other class)		0	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
2. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
3. _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
Total D. (Ordinary shares)	0	
(Preference shares)	0	
(Other class)	0	

Other Movements in Issued Share Capital

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____ Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
2. Open offer	At price : HK\$ _____ Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
3. Placing	At price : State currency _____ Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
4. Bonus issue	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____



For Main Board and GEM listed issuers

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	_____
6.	Repurchase of shares		Class of shares _____ repurchased ( <i>Note 1</i> ) ( / / ) Cancellation date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy)	_____
7.	Redemption of shares		Class of shares _____ redeemed ( <i>Note 1</i> ) Redemption date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____
8.	Consideration issue	At price : State currency _____	Class of shares _____ issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
10. Other (Please specify)	At price : _____ State currency _____ Class of shares issuable ( <i>Note 1</i> ) _____ Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
Total E. (Ordinary shares)		0	
(Preference shares)		0	
(Other class)		0	

Total increase / <del>(decrease)</del> in ordinary shares during the month (i.e. Total of A to E):	(1)	Nil
	(2)	Nil
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		Nil
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		Nil
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

Remarks (if any):

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Submitted by: Cheung Pui Ki Gloria  
Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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*Notes :*

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet*