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**C Y FOUNDATION GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1182)**

**(A) POLL RESULTS OF THE SPECIAL GENERAL MEETING  
HELD ON 10 MAY 2013**

**AND**

**(B) ADOPTION OF NEW BYE-LAWS**

The Board is pleased to announce that (i) the Special Resolution was duly passed by the Shareholders by way of poll at the SGM held on Friday, 10 May 2013 and (ii) the New Bye-laws become effective on Friday, 10 May 2013.

Reference is made to the announcement of the Company dated 22 March 2013 and the circular of the Company dated 18 April 2013 (the “**Circular**”) relating to the Adoption of New Bye-laws. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Circular.

**(A) POLL RESULTS OF THE SGM**

The Board is pleased to announce that the special resolution as set out in the notice of the SGM dated 18 April 2013 in relation to the Adoption of New Bye-laws (the “**Special Resolution**”) was duly passed by the Shareholders by way of poll at the SGM held on Friday, 10 May 2013. The poll results were as follows:

<b>Special Resolution</b> <i>(Note)</i>	<b>Number of Shares voted</b> <b>(Approximate %)</b>	
	<b>For</b>	<b>Against</b>
To approve the adoption of New Bye-laws, a copy of which is appended to the Circular	600,400,111 (85.32%)	103,307,071 (14.68%)

*Note: Please refer to the full text of the Special Resolution as set out in the notice of the SGM dated 18 April 2013 for details.*

At the time of the SGM, the number of Shares in issue was 1,045,306,548, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Special Resolution at the SGM.

A total of 703,707,182 Shares was held by Shareholders who attended, either in person or by proxy, and voted for or against the Special Resolution at the SGM.

As more than 75% of the votes were cast in favour of the Special Resolution, the Special Resolution was duly passed by way of poll at the SGM.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Special Resolution at the SGM as set out in Rule 13.40 of the Listing Rules. No Shareholders were required under the Listing Rules to abstain from voting on the Special Resolution at the SGM.

Tricor Secretaries Limited, the Company's branch share registrar in Hong Kong, was appointed to act as the scrutineer for the vote-taking at the SGM.

**(B) ADOPTION OF NEW BYE-LAWS**

The Board is pleased to announce that since the Adoption of New Bye-laws has been approved by the Shareholders by way of passing the Special Resolution at the SGM, the New Bye-laws become effective on Friday, 10 May 2013.

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

Hong Kong, 10 May 2013

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