



香港交易所

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

For the month ended (dd/mm/yyyy) : 31/01/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer C Y Foundation Group Limited

Date Submitted 04/02/2009

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

|  |                           |                     |                                       |
|--|---------------------------|---------------------|---------------------------------------|
| (1) Stock code : <u>1182</u> Description : _____ |                           |                     |                                       |
|  | No. of ordinary<br>shares | Par value<br>(HK\$) | Authorised share capital<br>(HK\$)    |
| Balance at close of preceding month              | <u>300,000,000,000</u>    | <u>0.001</u>        | <u>300,000,000</u>                    |
| Increase/(decrease)                              | <u>0</u>                  |                     | <u>0</u>                              |
| Balance at close of the month                    | <u>300,000,000,000</u>    | <u>0.001</u>        | <u>300,000,000</u>                    |
| (2) Stock code : _____ Description : _____       |                           |                     |                                       |
|  | No. of ordinary<br>shares | Par value<br>(HK\$) | Authorised share<br>capital<br>(HK\$) |
| 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 (HK\$)                |
|                                     |       |                          | Authorised share capital (HK\$) |
| 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 (HK\$)                |
|                                     |       |                                | Authorised share capital (HK\$) |
| 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



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

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. Warrants  | HK\$                            | 6,000,000                                       | 0                                | 6,000,000                                 | 0  | 600,000,000  |
| Date of expiry: 30/01/2010                               |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            | Ordinary                        |   |                                  |   |  |  |
| Subscription price                                       | HK\$0.010                       |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     | (29/01/2007)                    |   |                                  |   |  |  |
| 2.   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     | ( / / )                         |   |                                  |   |  |  |
| 3.   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     | ( / / )                         |   |                                  |   |  |  |
| 4.   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     | ( / / )                         |   |                                  |   |  |  |
| Total B.   |                                 |   |                                  |   |  |  |
|  | (Ordinary shares)               |   |                                  |   | 0  |  |
|  | (Preference shares)             |   |                                  |   | 0  |  |
|  | (Other class)                   |   |                                  |   | 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. Convertible Notes                           | HK\$                           | 15,000,000                         | 0                          | 15,000,000                   | 0  | 1,500,000,000   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary                       |                                    |                            |                              |  |   |
| Subscription price                             | HK\$0.010                      |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) | (29/01/2007)                   |                                    |                            |                              |  |   |
| 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. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       |  |   |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       |  |   |
| 3. _____<br>_____<br>_____<br>( / / )<br>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 : HK\$ | _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 2. Open offer   | At price : HK\$ | _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 3. Placing      | At price : HK\$ | _____ | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____  | _____   |
| 4. Bonus issue  |                 |       | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(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 : HK\$ _____ | <p>_____</p> <p>Class of shares issuable (Note 1) _____</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p> | _____  | _____   |
| 6.            | Repurchase of shares |                       | <p>Class of shares repurchased (Note 1) _____</p> <p>Cancellation date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>                  | _____  | _____   |
| 7.            | Redemption of shares |                       | <p>Class of shares redeemed (Note 1) _____</p> <p>Redemption date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>                       | _____  | _____   |
| 8.            | Consideration issue  | At price : HK\$ _____ | <p>Class of shares issuable (Note 1) _____</p> <p>Issue and allotment date : (dd/mm/yyyy) ( / / )</p> <p>EGM approval date: (dd/mm/yyyy) ( / / )</p>              | _____  | _____   |



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 _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / ) (dd/mm/yyyy)                          | _____  | _____   |
| 10. Other (Please specify) | At price : HK\$ _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / ) (dd/mm/yyyy) | _____  | _____   |
|                            |  | Total E. (Ordinary shares)   | <u>0</u>  |
|                            |  | (Preference shares)  | <u>0</u>  |
|                            |  | (Other class)  | <u>0</u>  |

|   |     |          |
|---|-----|----------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | <u>0</u> |
|   | (2) | <u>0</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | <u>0</u> |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | <u>0</u> |
| <i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i> |     |          |

