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C Y FOUNDATION GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1182)

NOTICE OF ADJOURNED SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Adjourned Special General Meeting (“Adjourned SGM”) of C Y Foundation Group Limited (the “Company”) will be held at 22/F, 200 Gloucester Road, Wanchai, Hong Kong on Friday, 26 February 2010, immediately following another special general meeting scheduled to be held on the same date at the same venue at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the maximum number of directors of the Company be increased to 25 pursuant to bye-law 86(6) of the Company with immediate effect.”

By order of the Board
LAU Ying Kit
Company Secretary

Hong Kong, 8 February 2010

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited at the principal place of business of the Company in Hong Kong at 22/F, 200 Gloucester Road, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude a member from attending and voting at the meeting if he so wishes.
3. The Company has issued new proxy forms for the purpose of the Adjourned SGM. The new proxy forms should be lodged not less than 48 hours before the holding of the Adjourned SGM. The proxy forms which have already been submitted in respect of the Special General Meeting held on 25 January 2010 (“SGM”) shall continue to be valid and in full force for the purpose of the Adjourned SGM. Shareholders who have deposited the proxy forms for the SGM are not required to deposit a fresh set of proxy form for the Adjourned SGM unless they wish to alter their instruction(s) given previously. Where a shareholder has deposited a proxy form for the SGM and deposits a fresh set of the proxy form for the Adjourned SGM, the proxy form for the SGM shall be deemed to be revoked.

As at the date hereof, the Board comprises Mr. CHENG Chee Tock Theodore (Chairman), Mr. WOELM Samuel, Mr. WU Chuang John, Mr. CAO Dongxin, Mr. HO Chi Chung Joseph, Mr. YU Ping, Mr. ZHANG Yiwei, Mr. TANG Ming, and Mr. HU Xichang as executive directors; Mr. WANG Shan Chuan, Mr. FUNG Pui Cheung, Eugene and Mr. NG Pui Lung as independent non-executive directors.