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C Y FOUNDATION GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1182)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of C Y Foundation Group Limited (the “**Company**”) will be held at 22/F, 200 Gloucester Road, Wanchai, Hong Kong on Monday, 25 January 2010 at 11:00 a.m. (or any adjournment thereof) for the purposes of considering and, if thought fit, passing, with or without amendment or modification, 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, 17 December 2009

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 proxy form must be deposited at the principal place of business of the Company in Hong Kong at 17/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 proxy form will not preclude a member from attending and voting at the meeting if he so wishes.

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; Dr. CHOW Steven, Mr. WANG Shan Chuan and Mr. NG Pui Lung as independent non-executive directors.

All directors of the Company jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.