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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 of C Y Foundation Group Limited (the “Company”) will be held at 22/F, 200 Gloucester Road, Wanchai, Hong Kong on 4 December 2009, Friday 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 entering into of the Subscription Agreement dated 21 August 2009 between Paradise Entertainment Limited as the issuer and the Company as the subscriber (“Subscription Agreement”) (a copy of which is produced to this meeting and marked “A” and signed by the chairman of this meeting for identification purpose) in relation to the subscription by the Company of the 6% convertible notes in the aggregate principal amount of HK\$20,000,000 due 24 months (“New Convertible Notes”) and the option to subscribe for the additional convertible notes in the aggregate principal amount of HK\$20,000,000 having the same terms and conditions of the New Convertible Notes in all material respects (“Additional Notes”), and all the other transactions contemplated under or incidental to the Subscription Agreement including the conversion of the New Convertible Notes and the Additional Notes (assuming the option to subscribe for the Additional Notes is exercised) be and are hereby approved, confirmed and ratified and that the directors of the Company be and are hereby authorized to do such acts and execute such other documents as they may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Subscription Agreement and all transactions contemplated thereunder, including the conversion of the New Convertible Notes and the Additional Notes (assuming the option to subscribe for the Additional Notes is exercised).

By Order of the Board  
**Lau Ying Kit**  
*Company Secretary*

Hong Kong, 23 November 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 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 proxy form for the special general meeting (“SGM”) held on 13 November 2009 (which has been dispatched to the shareholders of the Company together with the circular of the Company dated 20 October 2009) (“Proxy Form”) shall continue to be valid and in full force for the purpose of the Adjourned SGM.
4. Shareholders of the Company, who had deposited the Proxy Form for the SGM, are not required to deposit a fresh set of the Proxy Form for the Adjourned SGM unless you wish to alter your instruction(s) given previously. Where a shareholder of the Company had deposited the 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; Dr. CHOW Steven, Mr. WANG Shan Chuan and Mr. NG Pui Lung as independent non-executive directors.*