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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 13 November 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, 20 October 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 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 form of proxy 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 and Mr. CAO Dongxin as executive directors; Mr. SIK Siu Kwan as non-executive director; Mr. SZE Tsai Ping Michael, Dr CHOW Steven and Mr. WANG Shan Chuan as independent non-executive directors.*