



FOUNDATION GROUP LIMITED

基業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Foundation Group Limited (the “Company”) will be held at Room 1701, 17/F., The Sun’s Group Centre, 200 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on Friday, 27 April 2007 (or any adjournment thereof) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies of Bermuda, the name of the Company be changed to “C Y Foundation Group Limited” and subject to the new English name of the Company becoming effective, “中青基業集團有限公司” be adopted as its new Chinese name for identification purpose only; and the directors of the Company be and are hereby authorized to do all such acts, deeds and things as they may, in their absolute discretion, deem fit in order to effect such change of name.”

By order of the Board of
Foundation Group Limited
Cheng Chee Tock, Theodore
Chairman

Hong Kong, 4 April 2007

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
Room 1701, 17/F., The Sun’s Group Centre
200 Gloucester Road
Wanchai, Hong Kong

Notes:

1. Any shareholder entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong at Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment(s) thereof.
3. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled to vote, whether in person or by proxy. For the purpose, seniority shall be determined by the order in which the name stands first on the registrar of members of the company in respect of the joint holding.

As at the date of this announcement, the executive directors are Mr. Cheng Chee Tock, Theodore (Chairman of the Company) and Mr. Poh Po Lian and the independent non-executive directors are Mr. Chu Kar Wing, Dr. Chow King Wai and Mr. Tang Yiu Wing.

* *For identification purposes only*

Please also refer to the published version of this announcement in China Daily.