



# 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 a special general meeting of Foundation Group Limited ("Company") will be held at Room 1901, 19th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Thursday, 22 February 2007 at 3:00 p.m., for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTION

#### "THAT

- (a) the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares of the Company as approved by the Shareholders of the Company ("Shareholders") at the annual general meeting of the Company held on 21 September 2006 be and is hereby revoked (without prejudice to any valid exercise of such general mandate prior to the passing this Resolution);
- (b) subject to sub-paragraph (d) of this resolution, the exercise by the directors of the Company (the "Directors") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (c) the approval in paragraph (b) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (d) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bye-laws of the Company from time to time; or (iv) an issue of shares under any share option scheme or similar arrangement for the grant or issue to employees and/or other eligible persons of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue;
- (e) for the purposes of this resolution:  
"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:
  - (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and
  - (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting;

"Rights Issue" means an offer of shares open for a period fixed by the directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

By Order of the Board  
Foundation Group Limited  
Ho Koon Man  
Company Secretary

Hong Kong, 5 February 2007

Registered Office:  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

Principal Office:  
Room 1901, 19/F  
Hutchison House  
10 Harcourt Road  
Central  
Hong Kong

#### Notes:

- (i) A shareholder of the Company ("Shareholder") entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy in respect of the whole or any part of his holding of shares to attend and vote in his stead. A proxy need not be a Shareholder.
- (ii) In order to be valid, the form of proxy must be deposited with the branch share registrar of the Company in Hong Kong, Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (iii) Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the meeting if the Shareholder so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) As at the date of this notice, the executive directors of the Company are Mr. Wong Ching Ping, Alex and Mr. Lim Direk and the independent non-executive directors of the Company are Mr. Chu Kar Wing, Dr. Chow King Wai and Mr. Tang Yiu Wing.

\* For identification purpose only

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