

C Y FOUNDATION GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1182)

FORM OF PROXY

Form of Proxy for use at the annual general meeting (“AGM”) of C Y Foundation Group Limited (“Company”) to be held at 6/F – Tin Hau Function Room, L’hotel Causeway Bay Harbour View Hong Kong, 18 King’s Road, Causeway Bay, Hong Kong on Friday, 28 September 2012, at 10:00 am (and at any adjournment thereof).

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01 each (“Share(s)”) in the share capital of the Company, HEREBY APPOINT³ _____ of _____

or failing him, the Chairman of the meeting or anyone so appointed by the Chairman, to act for me/us as my/our proxy at the AGM (or at any adjournment thereof) to consider and, if thought fit, pass the resolutions set out in the notice convening the AGM and at the said meeting to vote for me/us and on my/our behalf in respect of said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

		For ⁴	Against ⁴
ORDINARY RESOLUTIONS			
1.	To receive and consider the Financial Statements and the Reports of the directors and the auditor for the years ended 31 March 2012.		
2.	To re-elect the following retiring directors of the Company for the ensuing year:		
	(i) Mr. LAI Hock Meng;		
	(ii) Mr. BALAKRISHNAN Narayanan; and		
	(iii) Mr. NG Kwok Lun.		
3.	To authorise the board of directors (“Directors”) to fix the Directors’ remuneration		
4.	To re-appoint ANDA CPA Limited as auditors of the Company for the ensuing year and to authorize the Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors of the Company to allot and issue shares of the Company.		
6.	To grant a general mandate to the Directors of the Company to repurchase shares of the Company.		
7.	To extend the power granted to the Directors of the Company under resolution 5 to allot and issue repurchased shares of the Company.		
8.	To adopt a New Share Option Scheme for the Company.		

Dated: _____

Signature⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING OR ANYONE SO APPOINTED BY THE CHAIRMAN WILL ACT AS YOUR PROXY. ANY ALTERATION MADE IN THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR” BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST” BESIDE THE RESOLUTION.** Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution which has been properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or the hand of an officer duly authorised in that behalf.
6. Where they are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the office of Tricor Secretaries Limited of 26/F, Tesbury Centre, 28 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting or adjourned meeting (as the case may be).
8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.
10. Any alternation made to this form of proxy must be initialled by the person who signs it.
11. Capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 31 August 2012.