



# C Y FOUNDATION GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1182)

## SECOND PROXY FORM

Second Proxy Form for use at the annual general meeting ("AGM") of C Y Foundation Group Limited ("Company") to be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 6 April 2011, Wednesday, at 11:00 am (and at any adjournment thereof).

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.001 each ("Share(s)") in the share capital of the Company, HEREBY APPOINT<sup>3</sup> \_\_\_\_\_  
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 supplement to 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 <sup>4</sup>	Against <sup>4</sup>
1.	To receive and consider the Financial Statements and the Reports of the Directors and the Auditor for the year ended 31 March 2010.		
2.	To re-elect the following retiring Directors of the Company for the ensuing year:		
	(i) Mr WU Chuang John		
	(ii) Mr CAO Dongxin		
	(iii) Mr HO Chi Chung Joseph		
	(iv) Mr YU Ping		
	(v) Mr ZHANG Yiwei		
	(vi) Mr TANG Ming		
	(vii) Mr HU Xichang		
	(viii) Mr WANG Shanchuan		
	(ix) Mr NG Pui Lung		
	(x) Mr FUNG Pui Cheung Eugene		
3.	To elect the following candidates as Directors of the Company in place of the retiring Directors or as additional Directors for the ensuing year:		
	(i) Mr Sneah Kar Loon		
	(ii) Mr Hua Teng		
	(iii) Mr Lai Hock Meng		
	(iv) Mr Chua Chun Lim		
	(v) Mr Law Chiu William		
	(vi) Dato Carl Gunnar Myhre		
	(vii) Mr Tan Eng Leng Herbert		
	(viii) Mr Balakrishnan Narayanan		
	(ix) Mr Yong Peng Tak		
	(x) Dato Lim Sze Guan		
	(xi) Mr Io Rudy Cheok Kei		
	(xii) Mr Ng Kwok Lun		
4.	To determine the maximum number of Directors be 12 and that the Directors shall not have power to appoint additional Directors.		
5.	To determine the maximum number of Directors be 12 and authorize the Directors to appoint the Directors up to the maximum number.		
6.	To appoint either (i) PricewaterhouseCoopers; (ii) Deloitte Touche Tohmatsu; (iii) KPMG; (iv) Nelson Wheeler; (v) HLB Hodgson Impey Cheng; or (vi) Grant Thornton as auditor of the Company for the ensuing year and to authorise the Directors to fix their remuneration.		
7.	To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company for the ensuing year and to authorise Directors to fix their remuneration.		
8.	A. To approve the new issue general mandate.		
	B. To approve the share repurchase mandate.		
	C. To approve the extension of new issue general mandate.		

Dated: \_\_\_\_\_

Signature<sup>5</sup>: \_\_\_\_\_

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 supplement to 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 to the principal place of business at 22nd Floor, 200 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the meeting ("Closing Time") 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. **IMPORTANT: A SHAREHOLDER OF THE COMPANY ("SHAREHOLDER(S)") WHO HAS ALREADY LODGED THE PROXY FORM ("FIRST PROXY FORM") WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE COMPANY DATED 18 MARCH 2011 WITH THE COMPANY'S PRINCIPAL PLACE OF BUSINESS SHOULD NOTE THAT:**
  - (i) **If no Second Proxy Form is lodged with the Company's principal place of business, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed.** The proxy/proxies so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM dated 15 March 2011.
  - (ii) **If the Second Proxy Form is lodged with the Company's principal place of business before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
  - (iii) **If the Second Proxy Form is lodged with the Company's principal place of business after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy/proxies (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend and vote at the AGM in person.**