

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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 (“**SGM**”) of C Y Foundation Group Limited (the “**Company**”) will 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 9 August 2013, Friday at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the sale and purchase agreement (the “**Sale and Purchase Agreement**”) entered into among the Company, Perfect Ace Global Limited and Ace Advantage Developments Limited as purchasers, and Weike (G) Management Pte Ltd. and Dato Poh Po Lian as vendors (the “**Vendors**”) dated 24 May 2013 in relation to the proposed acquisition (the “**Acquisition**”) of the entire issued share capital of Weike (G) Management Macau Limited at a consideration of HK\$69,000,000 (a copy of the Sale and Purchase Agreement having been produced to the SGM and marked “A” and initialed by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) the issue of the convertible notes (the “**Convertible Notes**”) in the principal amount of HK\$69,000,000 by the Company to the Vendors pursuant to the terms and conditions of the Sale and Purchase Agreement be and is hereby approved;

- (c) allotment and issue of new ordinary shares (the “**Conversion Shares**”) of HK\$0.01 each in the share capital of the Company upon exercise of the conversion rights attaching to the Convertible Notes pursuant to the terms thereof be and is hereby approved; and
- (d) any one or more directors of the Company be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such agreements (including under seal, where appropriate) which he/they consider(s) necessary, desirable or expedient for the purpose of giving effect to the Sale and Purchase Agreement and completing the transactions contemplated thereby including but not limited to the issue of the Convertible Notes and the allotment and issue of the Conversion Shares which may fall to be issued upon exercise of the conversion rights attaching to the Convertible Notes.”

By order of the Board
C Y Foundation Group Limited
BALAKRISHNAN Narayanan
Executive Director

Hong Kong, 18 July 2013

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Unite 3503B-5, 35th Floor
148 Electric Road
North Point
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Save for any resolution(s) approving the procedural and administrative matters, any voting of the SGM should be taken by poll.

As at the date of this notice, the executive directors of the Company are Mr. SNEAH Kar Loon, Mr. NG Kwok Lun, Mr. BALAKRISHNAN Narayanan and Mr. LIN Zheyang, and the independent non-executive directors of the Company are Mr. LAI Hock Meng, Mr. YONG Peng Tak, Mr. IO Rudy Cheok Kei and Mr. GOH Hoon Leum.