

# C Y FOUNDATION GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

## FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting (the “Meeting”) of C Y Foundation Group Limited (the “Company”) to be held at Horizon Room, 7/F., Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on 8 August 2014, Friday, at 3:30 p.m. or any adjournment thereof.

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ <sup>(note b)</sup> shares of HK\$0.01  
each in the share capital of the Company hereby appoint the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> to attend and vote on my/our behalf at the Meeting to be held at Horizon Room, 7/F., Metropark Hotel Causeway Bay Hong Kong, 148 Tung Lo Wan Road, Causeway Bay, Hong Kong on 8 August 2014, Friday, at 3:30 p.m. or any adjournment thereof as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) the appropriate boxes to indicate how you wish your proxy to vote <sup>(note d)</sup>.

Ordinary Resolutions		For	Against
1.	To approve the Agreement, the Purchase Caps and the transactions contemplated thereunder.		
2.	To approve the grant of 11,500,000 Share Options to Mr. Sneah on 10 January 2014.		
3.	To approve the grant of 5,800,000 Share Options to Mr. Sneah on 3 July 2014.		
4.	To approve the amendments to the Share Option Scheme, details of which are set out in the notice of the Meeting.		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2014

Shareholder’s signature \_\_\_\_\_ <sup>(note h)</sup>

### Notes:

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b 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 in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for the resolutions set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolutions, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his discretion in respect of the resolutions.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f This form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g 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 of such power or authority must be deposited at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.
- h Any alteration made to this form should be initialled by the person who signs the form.