



FOUNDATION GROUP LIMITED

基業控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 1182)

PROXY FORM

Form of proxy for use of the shareholders of Foundation Group Limited (“the Company”) at the special general meeting (“SGM”) to be held on 21 May 2007 (and at any adjournment hereof).

I/We¹ _____

of _____

being the registered holder(s) of _____

shares² of HK\$0.001 each (“Share”) in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING or³ _____

of _____

as my/our proxy to vote and act for me/us at the SGM (and at any adjournment thereof) of the Company to be held at 1701, 17/F., the Sun’s Group Centre, 200 Gloucester Road, Wanchai Hong Kong on 21 May 2007 at 11 a.m. for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the SGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below⁴.

RESOLUTION	FOR	AGAINST
Ordinary resolution		

Dated this _____ day of _____ 2007.

Signed: _____

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. If any proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting” here and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”. Failure to complete any or all 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 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 either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
7. To be valid, this form of proxy, together with any power of attorney or other authority, if any, which it is signed or a certified copy thereof, must be deposited at the branch share registrar of the Company in Hong Kong, Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the meeting.
8. The proxy need not be a Shareholder of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM if you so wish.

* for identification purposes only