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**C Y FOUNDATION GROUP LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

**GENERAL MANDATE TO REPURCHASE SHARES
REFRESHMENT OF THE SCHEME MANDATE LIMIT
AND
RE-ELECTION OF THE RETIRING DIRECTORS**

This circular, for which the directors of the Company (“Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

A notice convening an annual general meeting (“AGM”) of the Company to be held at 11:00 am on 31 July 2009, Friday, to approve the general mandate to repurchase shares, the refreshment of the scheme mandate limit and the re-election of the retiring Directors is set out in the 2008/2009 annual report of the Company. If you are not able to attend the meeting, please complete and return the form of proxy enclosed with the 2008/2009 annual report of the Company in accordance with the instructions printed thereon as soon as possible and in any event by not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

2 July 2009

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at 22nd Floor, 200 Gloucester Road, Wanchai, Hong Kong on Friday, 31 July 2009 at 11:00 am
“Annual Report”	the 2008/2009 annual report of the Company
“Board”	the board of Directors
“Company”	C Y Foundation Group Limited, a company incorporated in Bermuda with limited liability and whose securities are listed on main board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	26 June 2009, being the latest practicable date prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general mandate to repurchase its fully paid up shares
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise in full of options available to be granted by the Directors on behalf of the Company from time to time under the Share Option Scheme
“SFO”	the Securities and Futures Ordinance
“Share Option Scheme”	the existing share option scheme of the Company adopted by the Shareholders at the special general meeting held on 30 August 2002 and any other share option scheme(s) of the Company in effect
“Shareholder(s)”	holder(s) of the Shares
“Share(s)”	share(s) of \$0.001 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“\$”	Hong Kong dollar(s)

LETTER FROM THE BOARD



C Y FOUNDATION GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 1182)

Executive Directors

CHENG Chee Tock Theodore (*Chairman*)

WOELM Samuel

WU Chuang John

CAO Dongxin

Registered Office

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Director

POH Po Lian

Principal Place of Business

17th Floor

200 Gloucester Road

Wanchai

Hong Kong

Independent Non-executive Directors

SZE Tsai Ping Michael

CHOW Steven

WANG Shan Chuan

2 July 2009

To Shareholders

Dear Sir/Madam,

GENERAL MANDATE TO REPURCHASE SHARES

REFRESHMENT OF THE SCHEME MANDATE LIMIT

AND

RE-ELECTION OF THE RETIRING DIRECTORS

INTRODUCTION

The purpose of this circular is to provide you with information on the proposals:

- (1) to grant to the Directors the Repurchase Mandate;
- (2) to refresh the Scheme Mandate Limit; and
- (3) to re-elect the retiring Directors.

LETTER FROM THE BOARD

Pursuant to rule 10.06(1)(a)(iii) of the Listing Rules, the Repurchase Mandate has to be granted and approved by Shareholders by a specific or general approval. Pursuant to rule 17.03(3) of the Listing Rules, the refreshment of the Scheme Mandate Limit has to be approved by Shareholders in general meeting. Each of the resolution will be considered in the AGM.

A. REPURCHASE MANDATE

At the annual general meeting of the Company held on 12 August 2008, a general mandate was given by the Shareholders to the Directors to exercise the powers of the Company to repurchase Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the resolution. Under the Listing Rules, such general mandate will lapse at the conclusion of the AGM. The Board intends to seek the Shareholders' approval on the grant to the Board a general mandate to repurchase Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the AGM.

This explanatory statement contains all the information in relation to the Repurchase Mandate required pursuant to the Listing Rules which is set out as follows:

1. REASON FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase shares in the Company on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

The exercise of the Repurchase Mandate in full will not have a material adverse impact on the working capital and gearing position of the Company as compared with that disclosed in its most recently published audited accounts as at 31 March 2009.

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company has 6,353,481,162 Shares in issue and issued share capital of \$6,353,481.16.

On that basis and assuming no further Shares will be issued prior to the AGM, the exercise of the Repurchase Mandate in full would result in up to 635,348,116 Shares representing share capital of \$635,348.12 being repurchased by the Company. Such Repurchase Mandate, if passed, will continue in force until the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein or the revocation of the Repurchase Mandate by an ordinary resolution of the Shareholders.

LETTER FROM THE BOARD

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws and the applicable laws of Bermuda. The Directors propose that the repurchase of Shares under the Repurchase Mandate will be financed from the Company's internal resources.

4. MARKETING PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months were as follows:

	Highest	Lowest
	\$	\$
2008		
July	0.380	0.250
August	0.345	0.225
September	0.223	0.113
October	0.140	0.054
November	0.110	0.070
December	0.130	0.081
2009		
January	0.130	0.085
February	0.123	0.083
March	0.088	0.070
April	0.093	0.070
May	0.205	0.082
June (up to the Latest Practicable Date)	0.198	0.140

5. SHARE REPURCHASE MADE BY THE COMPANY

During the previous 6 months prior to the date of this circular, the Company had not repurchased, sold or redeemed any of the listed securities of the Company.

6. GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

If as a result of a share repurchase a Shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the substantial Shareholders and the Directors, together with their associates collectively were beneficially interested in 4,403,406,983 Shares representing approximately 69.31% of the issued share capital of the Company. In the event that the Directors exercised the Repurchase Mandate in full in accordance with the terms of the ordinary resolution to be proposed at the AGM, the interest of the substantial Shareholders and the Directors, together with their associates, in the Company would be increased to approximately 77.01% of the issued share capital. However, the Directors have no intention to exercise the Repurchase Mandate to such extent that less than 25% of the issued share capital of the Company would be in public hands. As at the latest Practicable Date, Dato Poh Po Lian, held 2,646,264,127 Shares, also personally held 600,000,000 share warrants of the Company, whereas Mr Cheng Chee Tock Theodore was deemed to be interested in 1,757,142,856 Shares respectively, each of them holding an aggregate interest of 41.65% and 27.66% in the total issued share capital of the Company without taking account of any exercise of outstanding share warrant. In the event that the Directors exercise in full the Repurchase Mandate, and taking no account of any exercise of outstanding share warrant, the shareholding of the Company held by Dato Poh and Mr Cheng will be increased to approximately 46.28% and 30.73 of the issued share capital of the Company respectively. Upon full exercise of the Repurchase Mandate, Dato Poh and Mr Cheng may give rise to an obligation to make a mandatory general offer under the Takeovers Code. However the Directors have no intention to exercise the Repurchase Mandate to the extent that it will trigger a mandatory general offer under the Takeovers Code. Save as disclosed above, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of repurchase made pursuant to the Repurchase Mandate should the Repurchase Mandate be exercised in full.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders.

B. REFRESHMENT OF THE SCHEME MANDATE LIMIT

Pursuant to rule 17.03(3) of the Listing Rules, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the Shares in issue from time to time.

Pursuant to rule 17.03(3) of the Listing Rules, the Scheme Mandate Limit may not exceed 10% of the Shares in issue as at the date of approval or adoption of that limit by Shareholders. The Scheme Mandate Limit may be refreshed by Shareholders in general meeting from time to time.

The existing Scheme Mandate Limit was granted on 12 August 2008 which empowered the Board to grant options to subscribe up to 459,633,830 Shares of which, up to the Latest Practicable Date, a total of 36,000,000 options have been granted representing 7.83% of the said Scheme Mandate Limited. Up to the Latest Practicable Date, none of such options so granted has lapsed and 15,000,000 options so granted have been cancelled on 30 September 2008 after entering into an option termination agreement. As at

LETTER FROM THE BOARD

the Latest Practicable Date, 6,353,481,162 Shares were in issue and option to subscribe up to 21,000,000 Shares, representing 0.33% of the issued share capital of the Company as at the Latest Practicable Date, have been granted and remained outstanding under the Share Option Scheme. If the refreshed Scheme Mandate Limit is fully utilised, the maximum percentage of outstanding options against the issued shares will not exceed 10.33%.

The refreshment of the Scheme Mandate Limit is conditional upon (i) approval by Shareholders in the AGM; and (ii) the Stock Exchange granting approval for the listing and permission to deal in the option Share(s) to be issued pursuant to the exercise of options to be granted under the Scheme Mandate Limit.

On that basis and assuming no further allotment and issue of Shares and/or repurchase of Shares up to the date of the AGM, upon the approval of the refreshment of the Scheme Mandate Limit by Shareholders in the AGM, the Scheme Mandate Limit (as refreshed) will allow the Company to grant options entitling holders thereof to subscribe for up to 635,348,116 Shares, being 10% of the Shares then in issue as at the AGM.

On the same assumption, the Directors expect that the grant of options in full under the refreshed Scheme Mandate Limit hereof will not cause the Shares to be issued upon the full exercise of the then outstanding options granted and available to be granted under the Share Option Scheme to be in excess of 30% of the Shares in issue from time to time.

The Directors would like to take this opportunity to seek the approval of the Shareholders to refresh the Scheme Mandate Limit so as to retain the flexibility for the Board to make new grant of options under the Share Option Scheme as the Board may consider appropriate from time to time. It will allow the Company to attract potential employees, consultants or service providers to join the Group and to provide incentives to and to retain the existing employees, consultants or service providers of the Group which is in the interests of the Group.

Application will be made to the Stock Exchange by the Company for the approval of the listing of and permission to deal in the Shares, representing a maximum of 10% of the Shares in issue as at the date of the AGM approving the refreshment of the Scheme Mandate Limit, which may be issued pursuant to the exercise of the options to be granted under the Scheme Mandate Limit.

C. RE-ELECTION OF THE RETIRING DIRECTORS

The following Directors shall retire and, being eligible, offer themselves for re-election at the AGM:

1. All the non-executive Director and the independent non-executive Directors shall retire at the annual general meeting of the Company in each year in accordance with their terms of office of directorship; and
2. Mr Cheng Chee Tock Theodore, the Chairman and an executive Director, shall retire by rotation in accordance with section 87(1) of the Company's Bye-laws.

LETTER FROM THE BOARD

Particulars of retiring Directors proposed to be re-elected at the AGM are set out in Appendix of this circular.

AGM

Notice of the AGM containing the proposed ordinary resolutions to approve, inter alia, the Repurchase Mandate, the refreshment of the Scheme Mandate Limit and the re-election of the retiring Directors is set out in the Annual Report for your consideration and approval.

A form of proxy for the AGM is enclosed with the Annual Report. If you do not intend to be present at the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon as soon as possible and in any event by no less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

PROCEDURE TO DEMAND A POLL BY SHAREHOLDERS

Shareholders may demand a resolution to be taken by poll if:

- (1) the demand is raised before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll; and
- (2) the demand is made by:
 - (a) chairman of the meeting; or
 - (b) at least 3 registered Shareholders (as represented personally, or by proxy, or by corporate representative(s)) entitled to vote at the meeting; or
 - (c) a registered Shareholder or registered Shareholders (as represented personally, or by proxy, or by corporate representative(s)) representing not less than 10% of the total voting rights of all Shares in issue that entitle the holders to vote at the meeting; or
 - (d) a registered Shareholder or registered Shareholders (as represented personally, or by proxy, or by corporate representative(s)) holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the Shares conferring that right.

Pursuant to rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the annual general meeting must be taken by poll. Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM and the Company will announce the results of the poll in the manner prescribed under rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the Repurchase Mandate, the refreshment of the Scheme Mandate Limit and the re-election of the retiring Directors are in the interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions at the AGM.

On behalf of the Board
Cheng Chee Tock Theodore
Chairman

Set out below are details of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM:

Executive Director

(1) Mr CHENG Chee Tock Theodore

- (a) Mr Cheng, aged 59, is an executive Director and the Chairman of the Company. He is responsible for the Group's strategy planning and to steer the Group's development direction.
- (b) Mr Cheng is the chairman of the remuneration committee of the Company.
- (c) Mr Cheng was educated in electronic and electrical engineering disciplines with The Hong Kong Polytechnic University. Mr Cheng has over 25 years of working experience involving high technology products trading, venture capital, structure financing and credit enhancement. Currently, Mr Cheng is also the chairman, a director and the controlling shareholder of Sino Strategic International Limited, a company listed on the Australian Stock Exchange, whose principal business is gaming, internet, mobile media, pharmaceutical and investment services. He has been engaged in the lottery gaming business in the PRC for years.
- (d) Save as disclosed above, Mr Cheng has not held any directorship in listed public company during the three years preceding the Latest Practicable Date.
- (e) There is a letter of appointment signed between the Company and Mr Cheng. Mr Cheng is not appointed for a specific term but is subject to retirement by rotation and will be eligible for re-election in annual general meetings provided that he shall be subject to retirement at least once every 3 years. Mr Cheng is entitled to an annual salary of HK\$1,500,000, plus year end discretionary bonus which will depend on his contribution and working performance.
- (f) As at the Latest Practicable Date, Mr Cheng was interested or deemed to be interested in the following underlying shares in the Company within the meaning of Part XV of the SFO:
 - (i) 1,757,142,856 Shares.

The interest was held by Super Bonus Management Limited ("Super Bonus"), Treasure Bay Assets Limited ("Treasure Bay"), Pacific Equity Development Corp. ("Pacific Equity"), Super Mark Profits Corp. ("Super Mark"), Golden View Worldwide Limited ("Golden View") and Super Crown Venture Inc. ("Super Crown"). Each of Super Bonus, Treasure Bay, Pacific Equity, Super Mark and Golden View was wholly owned by Ms Yung Leonora (the spouse of Mr Cheng), whereas Super Crown was owned as to 50% by Ms Yung Leonora. Mr Cheng was deemed to be interested in all these Shares.

- (g) Save as disclosed above, Mr Cheng has no relationship with any other director or substantial shareholder of the Company.

Non-executive Director**(2) Dato POH Po Lian**

- (a) Dato Poh, aged 51, is a non-executive Director. He participates in the development direction of the Group.
- (b) Dato Poh started his career as an entrepreneur in hospitality and leisure business in Singapore since 1977. Over the past 30 years, Dato Poh has acquired extensive knowledge in a number of gaming management roles in Asia, including Singapore, Malaysia, Vietnam, the Philippines and Cambodia. He has extensive experience in providing gaming machines solution in Cambodia, Vietnam and the Philippines. Dato Poh also participated in building the Rendang Beach Resort in Malaysia and the Hainan Wenchang Golf Club in Hainan Province of the PRC. He is also the founder and the chairman of a private company which is a manufacturer and distributor of slot machines, progressive jackpot link system, electronic table games and trilling games.
- (c) Dato Poh has not held any directorship in listed public company during the 3 years preceding the Latest Practicable Date.
- (d) There is a letter of appointment signed between the Company and Dato Poh. Dato Poh shall retire and be eligible for re-election at every annual general meeting of the Company. Dato Poh is entitled to an annual salary of \$200,000, plus year end discretionary bonus which will depend on his contribution and working performance.
- (e) Dato Poh has no relationship with any other director or substantial shareholder of the Company.
- (f) As at the Latest Practicable Date, Dato Poh was interested or deemed to be interested in the following underlying shares in the Company within the meaning of Part XV of the SFO:
 - (i) 2,646,264,127 Shares; and
 - (ii) 600,000,000 underlying Shares in view of his control of a warrant conferring right to subscribe up to \$6,000,000 for Shares at a price of \$0.01 per Share.

Independent Non-executive Directors**(3) Mr SZE Tsai Ping Michael**

- (a) Mr Sze, aged 64, is an independent non-executive Director.
- (b) Mr Sze is the chairman of the audit committee and a member of the remuneration committee of the Company.
- (c) Mr Sze has over 30 years of experience in the financial and securities field. He graduated with a Master of Laws (LLM) Degree from the University of Hong Kong. Mr Sze is currently a member of the Disciplinary Appeals Committee of the Hong Kong Stock Exchange, member of the Market Misconduct Tribunal and member of the Securities and Futures Appeals Tribunal. He was a former council member, member of the Main Board Listing Committee of the Hong Kong Stock Exchange, member of the Cash Market Consultative Panel of the Hong Kong Exchanges & Clearing. He is a fellow of the Institute of Chartered Accountants in England and Wales, the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants, as well as a fellow of the Hong Kong Institute of Directors.
- (d) Mr Sze has held and remains holding directorships in the following listed public companies during the three years preceding the Latest Practicable Date:
 - (i) Burwill Holdings Limited;
 - (ii) GOME Electrical Appliances Holding Limited;
 - (iii) Greentown China Holdings Limited;
 - (iv) Harbour Centre Development Limited;
 - (v) Walker Group Holdings Limited.
- (e) There is a letter of appointment signed between the Company and Mr Sze. Mr Sze shall retire and be eligible for re-election at every annual general meeting of the Company. Mr Sze is entitled to an annual emolument of \$200,000, which is fixed with reference to the prevailing market rate.
- (f) Mr Sze has no relationship with any other director or substantial shareholder of the Company.
- (g) As at the Latest Practicable Date, Mr Sze was not interested or deemed to be interested in any underlying shares in the Company within the meaning of Part XV of the SFO.

(4) Dr CHOW Steven

- (a) Dr Chow, aged 64, is an independent non-executive Director.
- (b) Dr Chow is also a member of each of the audit committee and the remuneration committee of the Company.
- (c) Dr Chow has obtained a Bachelor Degree of Science from Bishop's University, a Master Degree in Business Administration and a PhD in Economics from Boston University. He is a licensed investment advisor and has over 30 years of experience in banking and investment. Currently, Dr Chow is a senior representative for an European bank as well as a managing director of its local company providing wealth management services for high net worth clients in Asia.
- (d) Dr Chow has held and remains holding directorship in the following listed public company during the three years preceding the Latest Practicable Date:
 - (i) CNT Group Limited;
 - (ii) Haitian International Holdings Limited.
- (e) There is a letter of appointment signed between the Company and Dr Chow. Dr Chow shall retire and be eligible for re-election at every annual general meeting of the Company. Dr Chow is entitled to an annual emolument of \$200,000, which is fixed with reference to the prevailing market rate.
- (f) Dr Chow has no relationship with any other director or substantial shareholder of the Company.
- (g) As at the Latest Practicable Date, Dr Chow was not interested or deemed to be interested in any underlying shares in the Company within the meaning of Part XV of the SFO.

(5) Mr WANG Shan Chuan

- (a) Mr Wang, aged 64, is an independent non-executive Director.
- (b) Mr Wang is also a member of the audit committee of the Company.
- (c) Mr Wang holds a Bachelor Degree in English from Foreign Languages Institute of People's Liberation Army. He had served various commissions of the State Council, including as the director-general of Foreign Affairs Bureau of the State-owned Assets Supervision and Administration Commission, and the deputy director-general of Foreign Affairs Department of State Economic and Trade Commission.

- (d) Mr Wang has not held any directorship in listed public company during the three years preceding the Latest Practicable Date.
- (e) There is a letter of appointment signed between the Company and Mr Wang. Mr Wang shall retire and be eligible for re-election at every annual general meeting of the Company. Mr Wang is entitled to an annual emolument of \$200,000, which is fixed with reference to the prevailing market rate.
- (f) Mr Wang has no relationship with any other director or substantial shareholder of the Company.
- (g) As at the Latest Practicable Date, Mr Wang was not interested or deemed to be interested in any underlying shares in the Company within the meaning of Part XV of the SFO.

The Board is not aware of any matter in relation to any of the above Directors that is required to be disclosed pursuant to paragraphs (h) to (v) of rule 13.51(2) of the Listing Rules or any other matter that needs to be brought to the attention of shareholders of the Company.