

# 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 Wednesday, 15 July 2015 at 3:30 p.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at 3:00 p.m. on the same day, if later) 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 (the “Shares”) 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 Wednesday, 15 July 2015 at 3:30 p.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at 3:00 p.m. on the same day, if later) or any adjournment thereof as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

Please make a mark in the appropriate box to indicate how you wish your proxy to vote <sup>(note d)</sup>.

Ordinary Resolutions		For	Against
1.	To approve the grant of 17,450,000 share options on 27 March 2015 entitling the holders thereof to subscribe for 17,450,000 Shares at HK\$0.2372 per Share under the share option scheme of the Company		
2.	To approve the reduction of the subscription price in respect of 56,990,000 outstanding share options granted on 10 January 2014 and 3 July 2014 from HK\$0.47 and HK\$0.415, respectively, per Share to HK\$0.2372 per Share under the share option scheme of the Company		
3.	To approve the amendment to the share option scheme of the Company		
4.	To refresh the scheme mandate limit under the share option scheme of the Company		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2015.

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

### Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- 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).
- 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.
- If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution.
- 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.
- The 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.
- 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.
- Any alteration made to this form should be initialled by the person who signs the form.