



# TEEM FOUNDATION GROUP LTD.

## 浩基集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 628)

### NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that a special general meeting (the "Meeting") of Teem Foundation Group Ltd. (the "Company") will be held at Boardroom 3-4, M/F, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 29 December 2006 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

#### ORDINARY RESOLUTION

##### "THAT

- (a) the conditional sale and purchase agreement (the "New Target Acquisition Agreement") dated 28 August 2006 and entered into among Team Jade Enterprises Limited ("Team Jade"), a wholly-owned subsidiary of the Company, as purchaser, Rich Game Capital Inc. ("Rich Game") as vendor and warrantor and Global Rainbow Ltd., Smart Gallant Limited, Mr. Tang Chien Chang and Mr. Jean, Christophe Scolari, as warrantors in relation to the sale and purchase of 100 ordinary shares of US\$1.00 each in the share capital of Youngrich Limited (the "Target Company"), representing the entire issued share capital of the Target Company, at a consideration of HK\$539 million (a copy of which has been produced to the Meeting marked "A" and signed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) any one or more of the directors (the "Directors") of the Company be and is/are hereby authorised to do all other acts and things and execute all documents which he/they consider necessary or expedient for the implementation of and giving effect to the New Target Acquisition Agreement and the transactions contemplated thereunder;
- (c) the issue of a convertible bond (the "Convertible Bond") in the principal amount of HK\$134.4 million by the Company in accordance with the terms and conditions of the New Target Acquisition Agreement and the transactions contemplated thereunder be and is hereby approved; and
- (d) any one or more of the Directors be and is/are hereby authorised to take all steps necessary or expedient in his/their opinion to implement and/or give effect to the issue of the Convertible Bond including but not limited to the allotment and issue of ordinary shares of HK\$0.10 each in the share capital of the Company of which may fall to be issued upon the exercise of the conversion rights attached to the Convertible Bond."

By order of the Board  
Teem Foundation Group Ltd.  
Lum Chor Wah, Richard  
Chairman

Hong Kong, 11 December 2006

Registered office:  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

Principal place of business in Hong Kong:  
Room 2108  
Two International Finance Centre  
No.8 Finance Street  
Central  
Hong Kong

##### Notes:

1. A member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the office of the Company's Hong Kong share registrar in Hong Kong, Union Registrars Ltd. at Room 1803, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above Meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

The directors of the Company as at the date of this announcement are Mr. Lum Chor Wah, Richard, Mr. Pun Yuen Sang, Mr. Tang Hin Keung, Alfred, Mr. Leung Chi Hung, Mr. Tsui Robert Che Kong and Mr. Cheung Johnny Yim Kong.

\* For identification purpose only