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PROPOSED AMENDMENTS TO BYE-LAWS

The Board proposes to seek Shareholders' approval of certain amendments to the Bye-laws at the 2010 AGM to comply with the requirements promulgated by relevant changes in the Listing Rules with respect to the means of receipt of corporate communications by Shareholders and certain corporate governance issues and for clarification purpose.

A circular containing, among others, details of the proposed amendments to relevant provisions of the Bye-laws and a notice of the 2010 AGM will be despatched to the Shareholders on 28th April, 2010.

The Board (the "Board") of Directors (the "Directors") of Paliburg Holdings Limited (the "Company") proposes to seek the approval of the shareholders of the Company (the "Shareholders") of certain amendments to the bye-laws of the Company (the "Bye-laws") at the annual general meeting of the Company convened to be held on Wednesday, 9th June, 2010 at 11:45 a.m. (the "2010 AGM") to comply with the requirements promulgated by relevant changes in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") with respect to the means of receipt of corporate communications by Shareholders and certain corporate governance issues and for clarification purpose. The effects of the proposed amendments to the Bye-laws are primarily as follows:

- (1) the Company shall be permitted to deem consent on the part of the Shareholders that the Company's corporate communications will be made available to them by means of publication on the website of the Company in the manners as prescribed in the Listing Rules;
- (2) every Director must retire by rotation at least once every three years;

- (3) subject to other minimum period as may be specified in the Listing Rules from time to time:
- (a) an annual general meeting shall be called by not less than 21 clear days' notice and not less than 20 clear business days' notice;
 - (b) a general meeting, other than an annual general meeting, called for the passing of a special resolution shall be called by not less than 21 clear days' notice and not less than 10 clear business days' notice; and
 - (c) a general meeting, other than an annual general meeting, not called for the passing of a special resolution shall be called by not less than 14 clear days' notice and not less than 10 clear business days' notice; and
- (4) all resolutions proposed at general meetings of the Company shall be decided by poll.

A circular containing, among others, details of the proposed amendments to relevant provisions of the Bye-laws and a notice of the 2010 AGM will be despatched to the Shareholders on 28th April, 2010.

By Order of the Board
Paliburg Holdings Limited
Eliza Lam Sau Fun
Secretary

Hong Kong, 27th April, 2010

As at the date of this announcement, the Board comprises the following members:

Executive Directors:

Mr. LO Yuk Sui
(Chairman and Chief Executive Officer)
Mr. Donald FAN Tung
(Chief Operating Officer)
Mr. Jimmy LO Chun To
Miss LO Po Man
Mr. Kenneth NG Kwai Kai
Mr. Kenneth WONG Po Man

Independent Non-Executive Directors:

Mr. Bowen Joseph LEUNG Po Wing,
GBS, JP
Mr. NG Siu Chan
Hon Abraham SHEK Lai Him, SBS, JP
Mr. WONG Chi Keung