



**Proxy Form for Special General Meeting to be held on 7 November 2007
 (or at any adjournment thereof)**

No. of Shares ⁵ to which this Proxy relates ¹	
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I/We² _____
 of² _____
 being the Shareholder(s)⁵ of **Paliburg Holdings Limited** (the "Company") hereby appoint³ the Chairman of the Special General Meeting or _____

_____ of _____
 as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at the Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 7 November 2007 at 11:00 a.m. ("SGM") and at any adjournment thereof on the Ordinary Resolution as set out in the Notice of SGM dated 22 October 2007 (the "Notice") (with or without modifications) as indicated below:

Ordinary Resolution	For ⁴	Against ⁴
To approve the issue of the Warrants ⁵ pursuant to the Open Offer ⁵ and any Subscription Shares ⁵ which may fall to be issued upon exercise of the Subscription Rights ⁵ attaching to the Warrants ⁵ .		

Signed this _____ day of _____, 2007. Signature(s)⁶ _____

Notes:

- Please insert the number of Shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- Please insert full name(s) (in English and Chinese (if any)) and address(es) in **BLOCK LETTERS**.
- If any proxy other than the Chairman of the SGM is preferred, please strike out the relevant reference and insert the name and address of the proxy desired in the space provided. A Shareholder⁵ is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a Shareholder⁵.
- IMPORTANT: IF YOU WISH TO VOTE FOR OR AGAINST THE RESOLUTION, PLEASE PLACE A "X" IN THE APPROPRIATE BOX.** If you do not indicate how you wish your proxy to vote, your proxy will exercise his discretion whether to vote for or against the Ordinary Resolution or to abstain from voting. Your proxy will be entitled to vote at his discretion on any resolutions properly put to the SGM other than that referred to in the Notice.
- Unless otherwise specified, capitalised terms used in this proxy form shall have the same meanings as those defined in the prospectus of the Company in relation to the Open Offer dated 22 October 2007.
- This proxy form must be signed under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- If two or more persons are jointly entitled to a Share⁵ and are present at the SGM, only the joint holder whose name stands first in the register of the Shareholders⁵ in respect of the joint holding is entitled to vote at the SGM.
- In order to be valid, this proxy form, together with the power of attorney or other authority (if any) under which it is signed or notorially certified copy of that power or authority, must be deposited with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the SGM.
- ANY ALTERATION MADE TO THIS PROXY FORM MUST BE DULY INITIALLED.**