



NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Paliburg Holdings Limited (“Company”) will 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”) for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTION

1. **“THAT:**

- (A) in connection with the proposed non-underwritten open offer of approximately 2,640.7 million ordinary shares of HK\$0.01 each (“Open Offer Shares”) in the share capital of the Company, with bonus warrants (“Warrants”) in the proportion of three (3) Warrants for every seven (7) Open Offer Shares taken up (“Open Offer”) as referred to in the prospectus of the Company dated 22 October 2007 (a copy of which has been produced to this meeting marked “A” and initialed by the Chairman of this meeting for identification purpose), the issue of the Warrants pursuant to the Open Offer and upon the terms and conditions set out in the instrument constituting the Warrants (a final draft of which has been produced to this meeting marked “B” and initialed by the Chairman of this meeting for identification purpose) to be executed by way of deed poll by the Company, and the issue of any new ordinary shares of HK\$0.01 each in the share capital of the Company which may fall to be issued upon exercise of the subscription rights attaching to the Warrants (“Subscription Shares”) be and are hereby approved and the board of directors of the Company (“Board”) be and is hereby authorised to exercise all the powers of the Company to issue the Warrants pursuant to the Open Offer on such terms as the Board considers appropriate and to allot and issue the Subscription Shares upon exercise of the subscription rights attaching to the Warrants (“Proposed Issue”); and

- (B) an unconditional and general authorisation be and is hereby given to the Board to, in its absolute discretion, determine, finalise and/or amend the details, terms and conditions of, and all relevant matters in connection with, the Proposed Issue by the Company, and to sign all such documents, make all required or appropriate information disclosures and/or to do all such things and acts as are considered necessary, desirable or expedient for the purpose of effecting or otherwise in connection with the Proposed Issue or any matter incidental thereto.”

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

Hong Kong, 22 October 2007

Notes:

1. A shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company, but must be present in person at the SGM to represent the shareholder.
2. The proxy form must be deposited with the Company's branch registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Center, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the SGM. If the proxy form is signed by a shareholder of the Company under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the proxy form.
3. A prospectus of the Company containing further details relating to the Proposed Issue and this notice of SGM is being sent to the shareholders of the Company.

As at the date of this notice, the Board of Directors of the Company 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. NG Siu Chan
Hon Abraham SHEK Lai Him, SBS, JP
Mr. WONG Chi Keung