

PALADIN LIMITED

(Incorporated in Bermuda with limited liability)
(Stock code: 495 and 642 (Preference Shares))

PROXY FORM FOR 2009 CLASS MEETING OF THE HOLDERS OF CONVERTIBLE REDEEMABLE PREFERENCE SHARES

I/We,¹ _____
of _____
being the registered holder(s) of² _____ convertible redeemable preference
shares (“Shares”) of **PALADIN LIMITED** (“the Company”) **HEREBY APPOINT**³ _____
of _____

or the Chairman of the Class Meeting to act as my/our proxy to attend and act for me/us on my/our behalf at the Class Meeting of the Company to be held at Antica Room, Hong Kong Gold Coast Hotel, 1 Castle Peak Road, Castle Peak Bay, Tuen Mun, Hong Kong on 21 December 2009 at 11:15 a.m. or so soon thereafter as the 2009 Annual General Meeting of the Company convened for the same date and place shall have concluded or been adjourned (or at any adjournment thereof) convened for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof), to vote for me/us as hereunder indicated 4, or if no such indication is given, as my/our proxy thinks fit.

		For ⁴	Against ⁴
1.	To grant a general mandate to the directors to allot and issue new shares of the Company		

Signature⁵ _____ Date: _____

- Notes:
- 1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
 - 2. Please insert the number of Shares of the Company to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares of the Company registered in your name(s).
 - 3. If any proxy other than the Chairman of the meeting is preferred, strike out the words “or the Chairman of the Meeting” and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
 - 4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick in the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than those referred to in the notice convening the meeting.
 - 5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney duly authorised in writing.
 - 6. In the case of joint registered holders of any Share, any one of such persons may vote at the meeting either personally or by proxy in respect of such Shares but if more than one of such joint holders is present at the meeting personally or by proxy the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes off the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
 - 7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged with the Company’s Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting (or adjournment meeting or the taking of the poll, as the case may be.)
 - 8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
 - 9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.