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PALADIN LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 495 and 642 (Preference Shares))

NOTICE OF CLASS MEETING

NOTICE IS HEREBY given that the Class Meeting of the Company, of the holders of the convertible redeemable preference share of the Company, will be held at the Antica Room, Hong Kong Gold Coast Hotel, 1 Castle Peak Road, Castle Peak Bay, Tuen Mun, Hong Kong on 9 December 2011 at 11:15 a.m. or so soon thereafter as the Annual General Meeting of the Company convened for the same date and place shall have concluded or been adjourned, for the following purposes.

1. to pass the Ordinary Resolution:

“THAT:

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company, including for the avoidance of doubt the convertible redeemable preference shares of HK\$0.01 each of the share capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval given in paragraph (i) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) an issue of shares as scrip dividends pursuant to the Bye-Laws of the Company from time to time, (iii) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of each class of existing securities of the Company in issue at the date of this resolution and the said approval shall be limited accordingly; and
- (iv) for the purposes of this Resolution:
- “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (a) the conclusion of the next annual general meeting of the Company;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by Bermuda law or the Company’s Bye-Laws to be held; or
 - (c) the time at which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting; and
- (v) for the purpose of this Resolution, “Rights Issue” means the allotment, issue or grant of shares pursuant to an offer of shares or other securities open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

By Order of the Board
Chan Chi Ho
Company Secretary

Hong Kong, 11 October 2011

Head Office and Principal Place of Business:

45th Floor, Office Tower

Convention Plaza

1 Harbour Road

Wanchai

Hong Kong

As at the date of this notice, the executive directors of the Company are Mr. Law Fong and Mr. Chen Te Kuang Mike; the non-executive director is Mr. Oung Shih Hua, James; and the independent non-executive directors of the Company are Mr. Zhu Pei Qing, Ms. Lu Ti Fen and Mr. Kwok Wai Chi.

Notes:

1. Any Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a 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 deposited at the Company's Hong Kong Share Registrars, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight hours before the time appointed for holding the meeting or any adjournment thereof.
3. The Transfer Books and Register of Members of the Company will be closed from 7 December 2011 to 9 December 2011 both days inclusive.
4. Concerning Resolution No. 1 above, approval is being sought from Members as a general mandate in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, in order to ensure flexibility and discretion to the directors of the Company in the event that it becomes desirable to issue any shares of the Company up to 20 percent of each class of existing securities.