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PALADIN LIMITED

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

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY given that the Special General Meeting of the Company, excluding holders of the convertible redeemable preference shares of the Company, will be held at Antica Room, Hong Kong Gold Coast Hotel, 1 Castle Peak Road, Gold Coast, Hong Kong on Tuesday, 15 September 2015 at 11 a.m. for the purposes of considering and, if thought fit, passing, with or without amendments, the following ordinary resolutions:

ORDINARY RESOLUTIONS

- (1) “**THAT** the sale and purchase agreement dated 17 June 2015 entered into between Equal Force Limited and the Company (the “**Peak Road SPA**”), a copy of which is produced to this meeting and marked “A” and initialled by the chairman of this meeting for identification purposes, and the transactions contemplated thereunder and the execution, performance and implementation thereof and ancillary matters contemplated thereunder, be and are hereby confirmed, approved and ratified; and that the board of directors of the Company be and are hereby authorised on behalf of the Company to do all such acts and things, to sign, execute and deliver any agreements, deeds, instruments and any other documents, under hand or under seal, and to do such other things and take all such actions and arrangements as they may deem necessary, desirable, appropriate or expedient to give effect to or in connection with the Peak Road SPA and the transactions contemplated thereunder.”

- (2) “**THAT**, conditional on resolution (1) contained in this notice being duly passed as an ordinary resolution of the Company, the provisional sale and purchase agreement dated 10 July 2015 entered into between Focus Master Limited, CSI Properties Limited and the Company (the “**AXA Provisional Agreement**”), a copy of which is produced to this meeting and marked “B” and initialled by the chairman of this meeting for identification purposes, together with the formal agreement for sale and purchase dated 30 July 2015 entered into between Focus Master Limited, CSI Properties Limited and the Company (the “**AXA SPA**”), a copy of which is produced to this meeting and marked “C” and initialled by the chairman of this meeting for identification purposes (the AXA Provisional Agreement, together with the AXA SPA, collectively referred to as the “**AXA Agreements**”), and the transactions contemplated pursuant to the AXA Agreements and the execution, performance and implementation thereof and ancillary matters contemplated thereunder, be and are hereby confirmed, approved and ratified; and that the board of directors of the Company be and are hereby authorised on behalf of the Company to do all such acts and things, to sign, execute and deliver any agreements, deeds, instruments and any other documents, under hand or under seal, and to do such other things and take all such actions and arrangements as they may deem necessary, desirable, appropriate or expedient to give effect to or in connection with the AXA Agreements and the transactions contemplated thereunder.”
- (3) “**THAT** Dr. Au Chik Lam Alexander be and is hereby re-elected as an independent non-executive director of the Company.”

By order of the Board of
Paladin Limited
Chan Chi Ho
Company Secretary

Hong Kong, 25 August 2015

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. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
2. The 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.
3. In the case of joint registered holders of any ordinary shares in the Company, 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 of 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.
4. 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 Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
5. Completion and return of a form of proxy will not preclude a holder of ordinary shares in the Company from attending and voting in person at the meeting or any adjourned meeting if that holder so wishes.

As at the date of this notice, the Chairman and executive director of the Company is Dr. Oung Shih Hua James; the non-executive directors of the Company are Mr. Yuen Chi Wah and Mr. Chan Chi Ho; and the independent non-executive directors of the Company are Dr. Au Chik Lam Alexander and Professor Huang Weizong Martin.