



**PREMIUM LAND LIMITED**  
**(上海策略置地有限公司)\***

(Incorporated in Bermuda with limited liability)

(Stock Code: 164)

**FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING (THE "MEETING") ON TUESDAY, 27 JUNE 2006**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.01 each in the share capital of Premium Land Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or <sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at Regus, 2nd Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 27 June 2006 at 10:00 a.m. or at any adjournment thereof in respect of the resolution set out in the Notice of the Meeting as hereunder indicated:

ORDINARY RESOLUTION	For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
To appoint Ting Ho Kwan & Chan as auditors of the Company to fill the casual vacancy following the resignation of Deloitte Touche Tohmatsu and to hold office until the conclusion of the next annual general meeting of the Company at a fee to be fixed by the board of directors of the Company.		

Signature <sup>(Note 5)</sup> \_\_\_\_\_

Dated \_\_\_\_\_, 2006

**Notes:**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. In the case of joint holders, the names of all joint holders should be stated.
2. Please insert the number of ordinary shares of HK\$0.01 each registered in your name(s). If a number is inserted, this form of proxy will be deemed to relate only to those shares. 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 appointed, please strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A proxy need not be a member of the Company but must attend the meeting in person to represent you. If no name is inserted the duly appointed Chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLACE AN "✓" IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLACE AN "✓" IN THE BOX MARKED "AGAINST".** Failure to complete a box will entitle your proxy to cast your vote(s) or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the 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, if the appointor is a corporation, it must be executed under its common seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
6. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, 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 holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respects of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for these purpose be deemed joint holders.
7. To be valid, this form of proxy must be completed in accordance with the instructions set out herein and deposited at the Company's branch share registrar in Hong Kong, Secretaries Limited at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong together with the power of attorney of other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney, not less than 48 hours before the time appointed for holding the Meeting or adjourned meeting.
8. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person at the Meeting if you so wish, in which case your proxy shall deemed to be revoked.

\* For identification purpose only