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PREMIUM LAND LIMITED

上海策略置地有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 164)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “Meeting”) of Premium Land Limited (the “Company”) will be held at Unit 3411, 34/F, COSCO Tower, Grand Millennium Plaza, 183 Queen’s Road Central, Hong Kong on Thursday, 30 July 2009 at 11:00 a.m. to consider and, if thought fit, to pass, with or without amendments, the following ordinary resolutions:

1. **“THAT** the grant of an option to Mr. Ho Chi Ho, an executive Director of the Company, under the share option scheme of the Company adopted on 24 April 2002 (the “Share Option Scheme”) which would entitle him to subscribe for up to an aggregate of 45,000,000 shares of HK\$0.01 each in the share capital of the Company on the terms as set out in the circular of the Company dated 30 June 2009 and the Share Option Scheme (the “Option”) be and is hereby ratified, confirmed and approved and the directors of the Company be and are hereby authorized to do all such acts and execute all such documents as may be necessary or expedient to give full effect to the grant of the Option and the issue of Shares upon exercise of the Option under the Share Option Scheme.”
2. **“THAT** Mr. Hung Hing Man be and is hereby re-elected as an independent non-executive director of the Company.”

By order of the board
Premium Land Limited
Chan Chun Lam
Company Secretary

Hong Kong, 30 June 2009

* *For identification purposes only*

As at the date hereof, the executive director of the Company is Mr. Ho Chi Ho; the non-executive directors of the Company are Mr. Ma Kwok Hung, Warren and Mr. Chow Siu Ngor; and the independent non-executive directors of the Company are Mr. Wong Hoi Kuen, Edmund, Mr. Chan Chi Yuen and Mr. Hung Hing Man.

Notes:

1. Any shareholder entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more Shares may appoint more than one proxy to attend and vote on the same occasion.
2. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the meeting, either in person or by proxy in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting or any adjourned meeting thereof (as the case may be), the more senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the special general meeting or any adjourned meeting thereof (as the case may be) should they so wish and in such event, the form of proxy shall be deemed to be revoked.