
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Premium Land Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES, RE-ELECTION OF RETIRING DIRECTORS, REFRESHMENT OF SCHEME LIMIT UNDER SHARE OPTION SCHEME AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the 2007 annual general meeting of Premium Land Limited (the "Company") to be held at Unit 3411, 34/F., COSCO Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong on Monday, 20th August, 2007 at 10:00 a.m. at which the above proposals will be considered is set out on pages 10 to 13 of this circular.

A form of proxy for the 2007 annual general meeting is also enclosed with this circular. Whether or not you intend to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrars in Hong Kong, Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only

LETTER FROM THE BOARD



PREMIUM LAND LIMITED (上海策略置地有限公司)*

(incorporated in Bermuda with limited liability)

(Stock Code: 164)

Executive Directors:

Mr. Ma Kwok Hung, Warren

Mr. Ho Chi Ho

Independent Non-Executive Directors:

Mr. Wong Hoi Kuen, Edmund

Mr. Pang Haiou

Mr. Zuo Guang

Mr. Chan Chi Yuen

Mr. Chow Siu Ngor

Registered Office:

Clarendon House

Church Street

Hamilton HM11

Bermuda

Principal Place of Business

in Hong Kong:

Unit 3411, 34/F.

COSCO Tower

Grand Millennium Plaza

183 Queen's Road Central

Hong Kong

27th July, 2007

To the shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES
TO REPURCHASE SHARES AND ISSUE NEW SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
REFRESHMENT OF SCHEME LIMIT UNDER SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the 2007 annual general meeting of the Company to be held on Monday, 20th August, 2007 (the "2007 AGM"), as required by the relevant rules set out in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). These include i) ordinary resolutions relating to the granting to the directors of the Company (the

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LETTER FROM THE BOARD

“Directors”) general mandates for the repurchase of the Company’s shares of HK\$0.01 each (the “Shares”) and the issue of its Shares; ii) ordinary resolutions relating to the re-election of the retiring Directors; and iii) an ordinary resolution relating to refreshment of scheme limit under the share option scheme of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the 2007 AGM, an ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10 per cent. of the issued share capital of the Company as at the date of passing of the relevant resolution (the “Repurchase Mandate”).

An explanatory statement required by the Listing Rules to be sent to the shareholders of the Company (“the Shareholders”) in connection with the proposed general mandate to repurchase Shares is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the 2007 AGM.

GENERAL MANDATE TO ISSUE SHARES

An ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to issue, allot and deal with Shares up to a maximum of 20 per cent. of the issued share capital of the Company as at the date of passing of the relevant resolution (the “Issue Mandate”).

In addition, an ordinary resolution will be proposed at the 2007 AGM adding any Shares repurchased under the Repurchase Mandate to the Issue Mandate. The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next annual general meeting of the Company unless they are renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in a general meeting held prior to the next annual general meeting of the Company.

RE-ELECTION OF RETIRING DIRECTORS

Mr. Ho Chi Ho, an Executive Director, will retire as Director at the 2007 AGM pursuant to Bye-law 86.(2). Mr. Pang Haiou and Mr. Zuo Guang, Independent Non-Executive Directors, will retire as Directors at the 2007 AGM pursuant to Bye-law 87.(2).

LETTER FROM THE BOARD

All of the above retiring Directors are eligible for re-election at the 2007 AGM. Resolutions will be put forth at the 2007 AGM for the re-election of the retiring Directors.

Details of the retiring Directors, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix III to this circular.

REFRESHMENT OF THE SHARE OPTION SCHEME LIMIT

The Company adopted the share option scheme on 24th April, 2002 (the “Share Option Scheme”). Apart from the Share Option Scheme, the Company has no other share option scheme. Under the rules of the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all options granted under the Share Option Scheme is limited to 10 per cent. of the issued share capital of the Company as at the date of adoption of the Share Option Scheme (the “Scheme Limit”).

The Company may seek approval from the Shareholders in general meeting for “refreshing” the Scheme Limit under the Share Option Scheme. However, the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other option schemes of the Company (or its subsidiaries) under the limit as refreshed must not exceed 10 per cent. of the relevant class of shares in issue as at the date of approval of the refreshment of the Scheme Limit.

The existing Scheme Limit is 35,118,629 Shares, being 10 per cent. of the Shares in issue as at the date of approval of the refreshment of the Scheme Limit at the annual general meeting of the Company held on 31st August, 2006.

As at 23rd July, 2007, being the latest practicable date prior to the printing of this circular (the “Latest Practicable Date”), options carrying the rights to subscribe for 35,100,000 Shares were granted under the existing Scheme Limit under the Share Option Scheme, representing approximately 9.99 per cent. of the issued share capital of the Company as at the date of refreshment of the Scheme Limit on 31st August, 2006, and approximately 6.83 per cent. of the issued share capital of the Company as at the Latest Practicable Date. As at the Latest Practicable Date, there are 34,100,000 outstanding options.

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It is proposed that subject to the Listing Committee granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of options granted under the Scheme Limit as “refreshed” and the passing of the relevant resolution at the 2007 AGM, the Scheme Limit be refreshed so that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme pursuant to the Scheme Limit as refreshed and any other option schemes of the Company (or its subsidiaries), shall not exceed 10 per cent. of the Shares in issue as at the date of approval of the relevant resolution by the Shareholders at the 2007 AGM. Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the Scheme Limit as “refreshed”.

As at the Latest Practicable Date, the Company had 513,686,298 Shares in issue. Pursuant to the terms of the Share Option Scheme and in compliance with the Listing Rules, the maximum number of Shares which may be issued upon the exercise of all the options to be granted under the Share Option Scheme pursuant to the Scheme Limit as “refreshed” and any other option schemes of the Company (or its subsidiaries) should be 51,368,629 Shares (assuming no further issue or repurchase of Shares prior to the 2007 AGM).

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other option schemes of the Company (or its subsidiaries) at any time shall not exceed 30 per cent. of the Shares in issue from time to time. No options shall be granted under the Share Option Scheme and any other option schemes of the Company (or its subsidiaries) if this will result in the 30 per cent. limit being exceeded.

The proposed refreshment of the Scheme Limit is conditional upon:

- (i) the passing of the ordinary resolution by the Shareholders at the 2007 AGM to approve the proposed refreshment of the Scheme Limit; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Shares to be allotted and issued pursuant to the exercise of the options granted under the Scheme Limit as “refreshed”.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options granted under the Scheme Limit as “refreshed”.

LETTER FROM THE BOARD

The purpose of the Share Option Scheme is to recognize the contribution of employees and consultants of the Group. Given that the existing Scheme Limit has almost reached its maximum, it will be difficult for the Share Option Scheme to continue to serve its intended purpose for the benefits of the Company and its Shareholders unless the Scheme Limit is refreshed in accordance with the rules of the Share Option Scheme. The Directors consider that the proposed refreshment of the Scheme Limit will enable the Company to grant further options to eligible participants so as to provide opportunities and incentives to them to work towards enhancing the values of the Company and Shares for the benefit of the Company and Shareholders as a whole.

NOTICE OF ANNUAL GENERAL MEETING

Notice of the 2007 AGM is set out in Appendix II to this circular. A proxy form for appointing proxy is despatched with this circular and published on the website of the Stock Exchange (www.hkex.com.hk). Whether or not you intend to attend the 2007 AGM, you are requested to complete the proxy form and return it to the Company's Branch Share Registrar in Hong Kong, Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the 2007 AGM or the adjourned meeting. Completion and return of a proxy form will not preclude you from attending and voting at the meeting and at any adjournment thereof if you so wish.

PROCEDURE FOR DEMANDING A POLL

Pursuant to bye-law 66 of the Bye-laws, a resolution put to the vote of a meeting of the Shareholders shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:-

- (a) the chairman of such meeting; or
- (b) at least three members present in person or by proxy for the time being entitled to vote at the meeting; or
- (c) a member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) a member or members present in person or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

RECOMMENDATION

The Directors consider that the proposed granting of the general mandates to the Directors to repurchase Shares and to issue Shares, the re-election of the retiring Directors and the refreshment of the Scheme Limit are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the 2007 AGM.

Yours faithfully,
For and on behalf of the Board
Ma Kwok Hung, Warren
Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 513,686,298 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the 2007 AGM, the Company will be allowed to repurchase a maximum of 51,368,629 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Bye-laws and the applicable laws of Bermuda. Under the laws of Bermuda, the repurchased shares will be cancelled and the Company's issued share capital will be reduced by the nominal value of those repurchased shares accordingly. However, the aggregate amount of the Company's authorised capital will not be reduced.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Annual Report for the year ended 31st March, 2007) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the 12 months preceding the Latest Practicable Date:–

Month	Share prices per Share	
	Highest HK\$	Lowest HK\$
2006		
July	0.295	0.250
August	0.305	0.220
September	0.340	0.310
October	0.370	0.305
November	0.650	0.380
December	0.900	0.780
2007		
January	0.870	0.740
February	1.160	0.820
March	1.290	0.980
April	1.230	1.010
May	1.100	0.960
June	1.060	0.860
July (up to the Latest Practicable Date)	1.600	1.060

5. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Bermuda, and in accordance with the regulations set out in the Bye-laws.

The Company has not been notified by any connected person (as defined in the Listing Rules) that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of The Codes on Takeovers and Mergers and Share Repurchases issued by the Hong Kong Securities and Futures Commission (the "Code"). Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code.

As at the Latest Practicable Date, the Company's largest holder of Shares, Mr. Chan How Chung, Victor, beneficially owned 129,504,517 Shares, representing approximately 25.21 per cent. of the issued share capital of the Company. Based on such shareholding and in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, (if the present shareholding otherwise remained the same) the shareholding of Mr. Chan How Chung, Victor would be increased to approximately 28.01 per cent. of the reduced issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Code nor reduce the amount of Shares held by the public to less than 25 per cent. of the issued capital of the Company. Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Code as a result of any purchase made under the Repurchase Mandate.

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.



PREMIUM LAND LIMITED
(上海策略置地有限公司)*

(incorporated in Bermuda with limited liability)

(Stock Code: 164)

NOTICE OF 2007 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2007 annual 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 Monday, 20th August, 2007 at 10:00 a.m. for the following purposes:–

1. To adopt the audited financial statements and the reports of the Directors and auditors for the year ended 31st March, 2007.
2. To re-elect the retiring Directors and to authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint auditors and to authorise the board of Directors to fix their remuneration.

As special business, to consider and if thought fit, pass with or without amendments, the following resolutions:–

ORDINARY RESOLUTIONS

4. **“THAT**
 - (a) the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers and authority of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with paragraph (b) of this Resolution, all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;

* For identification purpose only

APPENDIX II NOTICE OF 2007 ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of the shares of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal share capital of the Company in issue as at the date of passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:–
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the approval and authority given to the Directors by this Resolution.”

5. “THAT

- (a) a general mandate be and is hereby unconditionally given to the directors of the Company (the “Directors”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with shares in the capital of the Company (including making and granting offers agreements and options which would or which might require shares to be issued, allotted or dealt with, whether during the Relevant Period or thereafter) otherwise than pursuant to:–
 - (i) a rights issue;
 - (ii) any share option scheme or similar arrangement established by the Company and approved by The Stock Exchange of Hong Kong Limited;
 - (iii) any issue of shares in the Company upon the exercise of subscription rights attaching to any warrants, bonds, debentures, notes and other securities of the Company which may be issued from time to time; or
 - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the bye-laws of the Company;

- (b) the aggregate nominal amount of the share capital issued, allotted or disposed of pursuant to paragraph (a) of this Resolution shall not exceed 20 per cent. of the aggregate of the nominal amount of the issued share capital of the Company as at the date of passing of this Resolution; and
 - (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:–
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the approval and authority given to the Directors by this Resolution.”
6. “**THAT** conditional upon Resolutions Number 4 and 5 as set out in the notice convening this Meeting being passed, the general mandate granted to the directors of the Company (the “Directors”) to exercise the powers of the Company to allot shares pursuant to Resolution Number 5 set out in the notice convening this Meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution Number 4 set out in the notice convening this Meeting provided that such amount shall not exceed 10 per cent. of the aggregate nominal value of the issued share capital of the Company as at the date of passing of this Resolution.”

APPENDIX II NOTICE OF 2007 ANNUAL GENERAL MEETING

7. “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the shares in the share capital of the Company (the Shares”) to be allotted and issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Limit (as defined below) under the share option scheme adopted on 24th April, 2002 by the Company (the “Share Option Scheme”),
- (a) the scheme limit in respect of the grant of options to subscribe for Shares under the Share Option Scheme be refreshed provided that the total number of Shares which may be allotted and issued pursuant to the exercise of options granted or to be granted under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10 per cent. of the Shares of the Company in issue as at the date of passing of this Resolution (the “Refreshed Scheme Limit”); and
- (b) the directors of the Company be and are hereby authorized to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the Refreshed Scheme Limit.”

On behalf of the Board
Ma Kwok Hung, Warren
Director

Hong Kong
27th July, 2007

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more than one proxy, if holding two or more shares, to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy must be deposited with the Company’s Branch Share Registrar in Hong Kong, Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjournment thereof.
- (3) The directors of the Company as at the date of this notice are Mr. Ma Kwok Hung, Warren and Mr. Ho Chi Ho, Executive Directors; and Mr. Wong Hoi Kuen, Edmund, Mr. Pang Haiou, Mr. Zuo Guang, Mr. Chan Chi Yuen and Mr. Chow Siu Ngor, Independent Non-Executive Directors.

The following directors are proposed for re-election at the 2007 AGM of the Company:–

1. MR. HO CHI HO, EXECUTIVE DIRECTOR

Mr. Ho Chi Ho, aged 32, has over 8 years experience in corporate finance with participation in activities including mergers and acquisitions, initial public offerings and equity syndication. He is a responsible officer under the Securities and Futures Ordinance for type 6 regulated activity (advising on corporate finance). He holds a Master degree in Business Administration from The Hong Kong University of Science and Technology and a Bachelor degree in Business Administration (Accounting & Finance) from The University of Hong Kong. He joined the Company in 2nd March, 2007. He did not hold any directorship in other public listed company in past three years or any other position with the Company or other members of the Group.

Mr. Ho does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company. Except for his interest in share options of 1,500,000 shares of the Company, as at the Latest Practicable Date, Mr. Ho has no interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is a service contract entered into between the Company and Mr. Ho. He is entitled to an initial annual salary package of HK\$840,000, share options and discretionary bonus. This has been determined with reference to his duties and responsibilities with the Company, the Company's current emolument policy and the market conditions. He is subject to retirement and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company.

Save as disclosed above, Mr. Ho is not aware of any matter in relation to himself that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter that need to be brought to the attention of the holders of securities of the Company in relation to his re-election.

2. MR. PANG HAIYOU, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Pang Haiyou, aged 33, graduated from Peking University in 1997 in laws. He joined the Company in 12th March, 2004. He did not hold any directorship in other public listed company in the past three years or any other position with the Company or other members of the Group. Mr. Pang does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Pang has no interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

No service contract was entered into between the Company and Mr. Pang. There is no fixed term of service with the Company but he is subject to retirement and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company. His remuneration are determined be the Board with reference to his duties and responsibilities with the Company.

Save as disclosed above, Mr. Pang is not aware of any matter in relation to himself that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter that need to be brought to the attention of the holders of securities of the Company in relation to his re-election.

3 MR. ZUO GUANG, INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Zuo Guang, aged 33, is an independent non-executive director of the Company. He acts as directors of an investment company in China. He joined the Company in 16th January, 2004. He did not hold any directorship in other public listed company in the past three years or any other position with the Company or other members of the Group. Mr. Zuo does not have any relationship with other directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Zuo has no interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

No service contract was entered into between the Company and Mr. Zuo. There is no fixed term of service with the Company but he is subject to retirement and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company. His remuneration are determined be the Board with reference to his duties and responsibilities with the Company.

Save as disclosed above, Mr. Zuo is not aware of any matter in relation to himself that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matter that need to be brought to the attention of the holders of securities of the Company in relation to his re-election.