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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)****PROPOSED GRANT OF SHARE OPTION TO AN EXECUTIVE DIRECTOR
UNDER THE SHARE OPTION SCHEME,
RE-ELECTION OF DIRECTOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to 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. is set out on pages 8 to 9 of this circular.

Whether or not you intend to attend and vote at the SGM in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding of the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned thereof should you so wish.

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“associate”	has the meaning ascribed to it in Rule 1.01 of the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Date of Grant”	11 May 2009, being the date on which the Grant of Option was approved by the Board
“Company”	Premium Land Limited, an exempted company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Expiry Date”	the third anniversary of the Date of Grant
“Grant of Option”	the conditional grant of the Option to Mr. Ho
“HK\$”	Hong Kong dollars
“Latest Practicable Date”	26 June 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Ho”	Mr. Ho Chi Ho, as executive Director
“Option”	a share option to subscribe for up to an aggregate of 45,000,000 Shares under the Share Option Scheme, the details of which are set out in the section headed “Proposed Grant of Option” in the Letter From the Board
“SGM”	the special general meeting of the Company to 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.
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share Option Scheme”	the share option scheme adopted by the Company on 24 April 2002
“Shareholder(s)”	the holder(s) of the Share(s)
“Shareholders’ Approval”	The approval of the Grant of Option by the Shareholders
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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 Director:

Ho Chi Ho

Non-executive Directors:

Ma Kwok Hung, Warren

Chow Siu Ngor

Independent non-executive Directors:

Wong Hoi Kuen, Edmund

Chan Chi Yuen

Hung Hing Man

Registered Office:

Clarendon House

Church Street

Hamilton HM11

Bermuda

Principal Place of business:

Unit 3411, 34/F, COSCO Tower

Grand Millennium Plaza

183 Queen's Road Central

Hong Kong

30 June 2009

To the Shareholders

Dear Sir/Madam,

**PROPOSED GRANT OF SHARE OPTION TO AN EXECUTIVE DIRECTOR
UNDER THE SHARE OPTION SCHEME,
RE-ELECTION OF DIRECTOR
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide Shareholders with details in relation to (i) the Grant of Option; (ii) the re-election of Director; and (iii) the notice of the SGM.

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LETTER FROM THE BOARD

PROPOSED GRANT OF OPTION

The Company announced on 11 May 2009 that the Board has approved the grant to Mr. Ho, the Option to subscribe for Shares, under its share option scheme adopted on 24 April 2002, subject to the condition that the Shareholders' Approval is obtained on or before 31 August 2009. Details of the Grant of Option are set out as follows:

Date of conditional grant	:	11 May 2009
Number of Shares to be issued upon exercise of the Option in full	:	45,000,000 Shares
Exercise price	:	HK\$0.365 per Share
Closing price of the Shares on the Date of Grant	:	HK\$0.365 per Share
Validity period of the Option	:	(i) the first 20% of the Option is exercisable from (and including) the date immediately after the date of the Shareholders' Approval to (but excluding) the Expiry Date; (ii) the next 20% of the Option is exercisable from (and including) the date immediately after the expiry of the 9th month of the Date of Grant to (but excluding) the Expiry Date; (iii) the next 30% of the Option is exercisable from (and including) the date immediately after the expiry of the 15th month of the Date of Grant to (but excluding) the Expiry Date; and (iv) the remaining 30% of the Option is exercisable from (and including) the date immediately after the expiry of the 21st month of the Date of Grant to (but excluding) the Expiry Date.

The exercise price of HK\$0.365 per Share represented the highest of (a) the closing price of the Shares on the Stock Exchange on the Date of Grant of HK\$0.365 per Share; (b) the average of the closing price of the Shares on the Stock Exchange for the 5 business days immediately preceding the Date of Grant of HK\$0.346 per Share; and (c) the nominal value of a Share of HK\$0.01.

LETTER FROM THE BOARD

The Option will entitle Mr. Ho to subscribe for, according to its terms, up to 45,000,000 Shares, representing approximately 8.42% of the Shares in issue as at the Date of Grant. As such, the Grant of Option would result in the Shares to be issued upon exercise of the Option to be granted to an individual participant in the 12-month period up to and including the Date of Grant representing over 1% of the Shares in issue. Pursuant to Rule 17.03(4) of the Listing Rules, the Grant of Option is subject to the Shareholders' Approval with Mr. Ho and his associates abstaining from voting, where applicable. To the extent that the Company was aware having made all reasonable enquiries, as at the Latest Practicable Date, there was no Shareholder required to abstain from voting at the SGM.

Pursuant to Rule 17.04(1) of the Listing Rules, each grant of option to a director, chief executive or substantial shareholder of a listed issuer, or any of their respective associates, must be approved by independent non-executive directors of the listed issuer. The Grant of Option to Mr. Ho, who is an executive Director, has, on the Date of Grant, been approved by the independent non-executive Directors who took into consideration, amongst other things, i) providing an incentive to the executive Director that links most of his remuneration return to the Company's future overall performance being very important especially after global financial turmoil; ii) the market range of the remuneration packages to chief executives and managing directors or core executive directors of other Hong Kong listed companies with similar principal business; iii) an incentive to the executive Director by way of granting options avoiding cash outflow by the Company as compared to increasing salary; and iv) there being vesting period that restricts the number of Options that can be exercised by Mr. Ho within a reasonable timeframe.

No option for the subscription of Shares other than the Option has been granted to Mr. Ho within 12 months prior to and including the Date of Grant. As at the Latest Practicable Date, Mr. Ho is interested in 5,100,000 Shares which are issuable upon the exercise of the options previously granted to him (other than the Option) under the Share Option Scheme, details of which are set out as follows:

Date of grant	Number of Shares issuable under the options granted	Number of issuable Shares under the options outstanding as at the Latest Practicable Date	Exercise price per Share (HK\$)	Exercisable period
6 March 2007	1,500,000	1,500,000	1.122	6 March 2007 to 5 March 2010
17 September 2007	3,600,000	3,600,000	1.210	17 September 2007 to 16 September 2010
	<u>5,100,000</u>	<u>5,100,000</u>		

Save as disclosed above, Mr. Ho does not have interest in any securities of the Company as at the Latest Practicable Date.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTOR

Reference is made to the announcement of the Company dated 31 March 2009 in relation to the appointment of Mr. Hung Hing Man as an independent non-executive Director.

Pursuant to Bye-law 86(2), any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Mr. Hung Hing Man whose appointment as an independent non-executive Director took effect on 31 March 2009 shall retire from office at the SGM and being eligible, offer himself for re-election. A resolution for re-electing Mr. Hung as an independent non-executive Director will be proposed at the SGM. Biographical details of Mr. Hung are set out as follows:

Mr. Hung Hing Man, aged 39, is an independent non-executive director of the Company and a member of both the audit committee and the remuneration committee of the Company. Mr. Hung joined the Board on 31 March 2009. He holds a Masters degree in Business Administration from the University of Western Sydney. He is a fellow member of the Association of Chartered Certified Accountants, an associate member of the Hong Kong Institute of Certified Public Accountants and the Taxation Institute of Hong Kong and a member of the Society of Chinese Accountants and Auditors. Mr. Hung is currently a proprietor of a certified public accountants firm. He has over 12 years of working experience in corporate finance, accounting, auditing and taxation sectors.

Save as disclosed above, Mr. Hung does not hold any position with the Company or other members of the Group, nor did he act as director in any other listed public company in the past three years.

Mr. Hung does not have any relationships with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Hung does not have any interest in the securities of the Company within the meaning of Part XV of the SFO.

No service contract was entered into between the Company and Mr. Hung. There is no fixed term of service with the Company but he is subject to retirement and re-election at first general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws of the Company. Currently Mr. Hung is entitled to receive an annual director's fee of HK\$120,000. His director's remuneration shall be reviewed by the Remuneration Committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market condition and subject to the approval of the Shareholders.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

LETTER FROM THE BOARD

SPECIAL GENERAL MEETING

A notice convening the SGM to 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. is set out on pages 8 to 9 of this circular.

Whether or not you intend to attend and vote at the SGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong at Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not less than 48 hours before the time appointed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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 contained herein misleading.

RECOMMENDATION

The Directors, including the independent non-executive Directors, consider that the Grant of Option and the re-election of Mr. Hung Hing Man as an independence non-executive Director are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

Yours faithfully,
By order of the Board
Ma Kwok Hung, Warren
Non-executive Director

NOTICE OF SPECIAL GENERAL MEETING



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

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.

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NOTICE OF SPECIAL GENERAL MEETING

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.