

# Premium

## Investors Limited

SAMPLE CUSTOMER  
SAMPLE STREET  
SAMPLE STREET  
SAMPLE STREET  
SAMPLE STREET  
SAMPLETOWN TAS 7000

9 March 2007

Dear Shareholder

On 19 February 2007 Premium Investors Ltd announced that it will undertake a Share Purchase Plan (SPP) for the issue of fully paid ordinary shares (Shares). The SPP is being offered to holders of Shares on the register of Premium, as at Close of Business on Monday 5 March 2007 with a registered address in Australia, New Zealand or the United Kingdom of Great Britain (Eligible Shareholders). The SPP offer will not be underwritten.

### SPP Key Date\*

Date	Event	
10.00pm (AEST) Monday 5 March 2007	Record Date	The date on which Premium determines Eligible Shareholders
9.00am (AEST) Friday 9 March 2007	Opening Date	Share Purchase Plan opens
5.00pm (AEST) Wednesday 28 March 2007	Closing Date	Share Purchase Plan closes Applications must be received by 5.00pm (AEST)
Wednesday 4 April 2007	Allotment Date	Shares allotted.
Wednesday 11 April 2007	Dispatch Date	Transaction confirmation dispatched to shareholders. Trading is expected to commence on the next Trading Day.

\* Premium has the discretion to alter these dates.

Under the SPP, Eligible Shareholders are being invited to subscribe for up to \$2,500 worth of Shares at the price that is equal to a discount of 2.5% to the weighted average sale price of Shares over the 5 trading days before (but not including) Wednesday 28 March 2007 (being the closing date of the SPP offer).

Full details of the SPP offer are set out in the attached Terms and Conditions. The Directors urge you to read the Terms and Conditions carefully.

Shares purchased under the Plan will not attract brokerage, stamp duty or any other transaction cost.

Participation in the SPP is entirely at your discretion. By accepting the offer to purchase Shares under the SPP, you agree to be bound by the attached Terms and Conditions and Premium's constitution.

If you wish to participate in the SPP, please return your Acceptance Form together with your cheque to Computershare, or pay by Bpay®, by the closing date of Wednesday 28 March 2007 as specified in the Application Form.

If you have any questions in relation to the Plan, please contact Premium Investors on 1800 087 348 (toll free).

The Board hopes you take this opportunity to acquire additional shares in Premium.

Yours sincerely

John Elfverson  
Managing Director

---

**Premium Investors Limited**

ABN 47106 259 885

Level 9, 470 Collins Street Melbourne VIC 3000

Telephone: 1800 087 348 Facsimile: 61 3 9661 8499

Web page: [www.premiuminvestors.com.au](http://www.premiuminvestors.com.au)

Email: [info@premiuminvestors.com.au](mailto:info@premiuminvestors.com.au)

## **PREMIUM INVESTORS LTD SHARE PURCHASE PLAN**

Pursuant to the Premium Investors Ltd Share Purchase Plan ("SPP"), Premium Investors Ltd ("Premium") ABN 47 106 259 885 offers eligible Shareholders the ability to acquire up to \$2,500 worth of fully paid ordinary shares in Premium ("Shares") at a price that is equal to a discount of 5% to the weighted average sale price of Shares over the 5 trading days before (but not including) Wednesday 28 March 2007 ("Offer").

**Please carefully read the full Terms and Conditions relating to the Offer as you will be bound by them.**

### **TERMS AND CONDITIONS**

#### **1. Opening and closing date of the Offer**

The Offer opens at 9am on Friday 9 March 2007. The offer closes at 5.00pm (AEST) on Wednesday 28 March 2007.

#### **2. Eligibility**

You are eligible to participate in the SPP only if you were a holder of Shares as at Close of Business on Monday 5 March 2007 (**Record Date**) with a registered address in either Australia, New Zealand or the United Kingdom of Great Britain. The Premium Board has determined that it is not practical for holders of Shares resident, or with registered addresses, in other jurisdictions to participate in the SPP. Each offer to eligible shareholders is made on the same terms and conditions. The offer is non-renounceable (ie you may not transfer your right to apply for SPP Shares to anyone else).

#### **3. Issue Price**

The purchase price for each SPP Share offered for issue under the SPP is the price that is equal to a discount of 2.5% to the weighted average sale price of Shares over the 5 trading days before (but not including) Wednesday 28 March 2007 (**SPP Price**).

You should note that the market price of Shares may rise or fall between the date of this offer and the date when the SPP Shares are issued to you. Any such change in the share price may affect the SPP Price. This means that the SPP Price may be either higher or lower than the price of Shares at the time the SPP Shares are issued to you. Accordingly, you should seek your own financial advice in relation to this offer.

#### **4. No Transaction Costs**

No brokerage, commissions or other transaction costs are payable by shareholders in respect of the acquisition of SPP Shares.

#### **5. Anticipated Issue and Quotation Dates**

The SPP Shares are expected to be issued and quoted on the ASX on or around Wednesday 4 April 2007. As soon as practicable after that date, you will receive a transaction confirmation advice confirming the number of Shares that have been issued to you.

#### **6. Rights Attaching to Shares**

All SPP Shares will be issued on the same terms as the other ordinary shares in Premium quoted on the Australian Stock Exchange (**ASX**) and, once issued, will rank equally with existing Shares.

Premium will apply for the SPP Shares to be quoted on ASX.

#### **7. Number of SPP Shares Offered**

If you are eligible to apply for shares under the SPP, you may select one of the following offers for Shares:

- \$500 worth of Shares
- \$1,000 worth of Shares
- \$1,500 worth of Shares
- \$2,000 worth of Shares
- \$2,500 worth of Shares

The number of Shares you receive for each of the above amounts will vary depending on the SPP Price.

If the number of Shares you are entitled to receive under the SPP Offer is a fractional amount, the number of Shares you will receive will be rounded up to the next whole number, subject to a maximum of \$2,500 worth of Shares.

#### **8. Maximum Applications**

The offer under the SPP needs to comply with the requirements of ASIC Class Orders 02/831. Under those requirements, the maximum number of SPP Shares which may be applied for (namely, Shares to the value of \$2,500) applies irrespective of how many Shares you hold on the Record Date.

This limit also applies to you even if you receive more than one offer from Premium (for example, if you are both a sole and joint eligible shareholder, or if you are a shareholder with more than one holding under a separate account, you can only apply for SPP Shares once).

To the extent that you hold Shares on behalf of another person (either as a trustee, nominee or custodian) (**Beneficiary**), the Beneficiary is entitled to participate in the SPP only if:

- in the case of a trustee or nominee, you are expressly noted on the register of members as holding Shares on behalf of the Beneficiary; or
- in the case of a custodian, you confirm to Computershare in writing before 5.00pm on Wednesday 28 March 2007 that you are the registered holder of Shares held on trust for the Beneficiary and any Shares which are issued to you under the SPP as nominee for the Beneficiary who applies for Shares under the SPP will be allocated to that Beneficiary.

Premium reserves the right to reject any application for SPP Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

#### **10. Participation Optional**

Participation in the SPP is entirely at your option. If you are in any doubt as to whether you should participate in the SPP or how such participation will affect you (including taxation implications), you should contact a professional adviser. We make no recommendations as to the desirability or otherwise of your participation in the SPP.

### 11. Change of Offer

Premium may change, suspend, withdraw or terminate the SPP or these Terms and Conditions at any time whether because of a change of law, a change in ASIC requirements or policy, an adverse movement in the price of Shares or any other circumstance relevant to the SPP or Premium. If Premium does this, it will post a notice on Premium's website. Failure to notify shareholders of changes to, suspension, withdrawal or termination of the SPP or these Terms and Conditions will not invalidate the change, suspension, withdrawal or termination.

Premium reserves the right to issue no SPP Shares or fewer SPP Shares than an eligible shareholder applies for under the SPP if Premium believes the issue of those SPP Shares would contravene ASIC requirements or policy, any law or any ASX Listing Rule. No interest will be paid on any money refunded. Premium's rights to change, suspend, withdraw or terminate the SPP may be exercised by the Board or any delegate of the Board.

### 12. Dispute Resolution

Premium may settle any dispute in relation to the SPP or the terms and conditions of the SPP in any manner it thinks fit, whether generally or in relation to any shareholder, application or Shares. Premium's decision will be conclusive and binding.

### 13. How to Apply for SPP Shares

If you would like to apply for SPP Shares, you must:

- complete the enclosed Application Form;
- prepare a cheque for the appropriate amount, in Australian dollars, payable to **Premium - Share Offer Account**;
- send the Application Form and cheque to the Share Registry **in the enclosed reply paid envelope**; and
- **or pay electronically using BPay**. Do not return the application form if you elect the BPay option.

Do not forward cash. Receipts for payment will not be issued. Cheques will only be accepted if they are drawn in Australian currency on an Australian financial institution.

Applications must be received by 5:00pm (AEST) on Wednesday 28 March 2007. While Premium has the discretion to accept Applications received after that time, Premium reserves the right to reject late Applications.

By completing an Application Form or by paying electronically using BPay to purchase SPP Shares, you agree to be bound by these Terms and Conditions and Premium's constitution. Applications and payments may not be withdrawn once Premium has received them. Application money will not bear interest as against Premium under any circumstances.

### 14. Enquiries

If you have any questions in respect of the SPP, please contact the Share Registry, Computershare Investors Services Pty Limited by email on [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au) or by phone on 1300 850 505 (within Australia) or 613 9415 5000 (outside Australia).