



# SAINT HONORE HOLDINGS LIMITED

## 聖安娜控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 192)

### Proxy Form

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each in the capital of **Saint Honore Holdings Limited** (the "Company") hereby appoint<sup>3</sup> the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy, to vote for me/us and on my/our behalf at the Annual General Meeting of the Company (and at any adjournment thereof) to be held at World Trade Centre Club Hong Kong, 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 26 August 2004 (Thursday) at 3:30 p.m. for the purpose of considering and if thought fit, passing the ordinary resolutions and special resolution set out in the Notice convening the Meeting as indicated below.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2004

Shareholder's Signature<sup>4</sup>: \_\_\_\_\_

Please indicate with an "X" in the spaces below how you wish your votes to be cast for each of the following Resolutions to be transacted at the Meeting.

<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>
1. To receive and consider the audited accounts of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 March 2004.	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare final dividend for the year ended 31 March 2004.	<input type="checkbox"/>	<input type="checkbox"/>
3(1). To re-elect the following directors:		
(a) Mrs. Chan King Catherine	<input type="checkbox"/>	<input type="checkbox"/>
(b) Dr. Cheung Wai Lam, William	<input type="checkbox"/>	<input type="checkbox"/>
3(2). To authorise the board of directors to fix the remuneration of the directors.	<input type="checkbox"/>	<input type="checkbox"/>
4. To appoint auditors and to authorise the board of directors to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
5(1). To grant a general mandate to the directors to issue, allot and otherwise deal with additional shares of the Company not exceeding 10% of the existing issued share capital.	<input type="checkbox"/>	<input type="checkbox"/>
5(2). To grant a general mandate to the directors to repurchase the Company's shares not exceeding 5% of the existing issued share capital.	<input type="checkbox"/>	<input type="checkbox"/>
5(3). To include the nominal amount of the shares repurchased by the Company under resolution 5(2) to the mandate granted to the directors under resolution 5(1).	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolution</b>		
6. To approve the amendments to the Bye-laws of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

**Notes:**

1. Full name(s) and address(es) (as shown in the register of member) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** A proxy need not be a member of the Company, but must attend the Meeting in person to represent you.
4. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised.
5. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged at 5/F, Express Industrial Building, 43 Heung Yip Road, Wong Chuk Hang, Hong Kong not less than 48 hours before the time appointed for holding the Meeting and any adjournment thereof.
6. In the case of joint holders of a share, any one of such holders may attend and vote at the Meeting either personally or by proxy in respect of the share as if he was solely entitled thereto, but if more than one of such joint holders be present at the Meeting personally or by proxy, the holder whose name stands first in the Register of Members shall alone be entitled to vote in respect thereof.
7. Completion and return of this form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting, this form of proxy will be deemed to have been revoked.