



SAINT HONORE HOLDINGS LIMITED

聖安娜控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 192)

Website: <http://www.sthonore.com>

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the shareholders of Saint Honore Holdings Limited 聖安娜控股有限公司 (the "Company") will be held at 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 25 January 2007 at 4:00 p.m. (Hong Kong time) (or at such later time thereafter as the meeting of the shareholders of the Company convened by the direction of the Supreme Court of Bermuda at the same place and on the same day shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

"THAT:

- (a) the scheme of arrangement dated 2 January 2007 (the "Scheme"), in the form of the print contained in the composite document of which this notice forms part dated 2 January 2007 which has been submitted to this meeting and for the purpose of identification has been signed by the chairman of this meeting, between the Company and the Scheme Shareholders (as defined in the Scheme), with any modifications thereof or additions thereto or subject to any conditions approved or imposed by the Court (as defined in the Scheme), be and is hereby approved;
- (b) for the purpose of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
 - (i) immediately prior to the matters set out in paragraphs (b)(ii) and (b)(iii) below, the Company shall allot and issue 1,000,000 ordinary shares in the capital of the Company (the "New Shares"), nil paid, to Convenience Retail Asia Limited;
 - (ii) the authorised and issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme); and
 - (iii) the Company shall apply an amount of HK\$100,000 of the credit arising in its books of account as a result of the reduction of its share capital referred to in paragraph (b)(ii) above in crediting as fully-paid the New Shares and the balance shall be credited to a reserve account in the books of account of the Company; and
- (c) the directors of the Company be and are hereby authorised to do all acts and things as considered by them to be necessary or desirable in connection with the completion of the Scheme, including (without limitation) the giving of consent to any modifications of, or additions to, the Scheme, which the Court may see fit to impose."

By Order of the Board of
Saint Honore Holdings Limited
WONG TSUI YUE, LUCY
Company Secretary

Hong Kong, 2 January 2007

Registered office:
Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Head office and principal place of business in Hong Kong:
5th Floor, Express Industrial Building,
43 Heung Yip Road,
Wong Chuk Hang,
Hong Kong

Notes:

1. A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company, but must attend the meeting in person to represent him/her.
2. A white form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, the white form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the principal office of the Company in Hong Kong, at 5th Floor, 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 or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting concerned and, in such event, his/her form of proxy shall be deemed to have been revoked.
4. In the case of joint holders of a share of the Company, any one of such joint holders may vote at the meeting either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share of the Company stands shall for this purpose be deemed joint holders thereof.
5. At the meeting, the chairman thereof will exercise his power under the bye-laws of the Company to put the above resolution to the vote by way of a poll.

6. The register of members of the Company will be closed from 24 January 2007 to 25 January 2007 (both dates inclusive) during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on 23 January 2007.

As at the date of this announcement, the Board comprises Mr. Chan Wai Cheung, Glenn, Mr. Shum Wing Hon, Mrs. Chan Wong Man Li, Carrina, Mr. Chan Ka Shun, Raymond and Mr. Wong Chung Piu, Billy as executive directors, Mr. Chan Ka Lai, Joseph and Mrs. Chan King Catherine as non-executive directors, and Dr. Cheung Wai Lam, William, Dr. Ho Sai Wah, David and Mr. Bingley Wong as independent non-executive directors.

"Please also refer to the published version of this announcement in China Daily.