

# SAINT HONORE HOLDINGS LIMITED

# 聖安娜控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 192)

## IN THE SUPREME COURT OF BERMUDA

2006 NO. 384

## IN THE MATTER OF SAINT HONORE HOLDINGS LIMITED

AND

#### IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981 OF BERMUDA (AS AMENDED) FORM OF PROXY

#### FOR USE AT THE COURT MEETING CONVENED AT THE DIRECTION OF THE SUPREME COURT OF BERMUDA TO BE HELD AT 3:30 P.M. ON 25 JANUARY 2007 (OR AT ANY ADJOURNMENT THEREOF)

For use at the meeting (the "Court Meeting") (or at any adjournment thereof) of the holders of ordinary shares of HK\$0.10 each in the capital of Saint Honore Holdings Limited (the "Company")

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

of \_\_\_\_\_

being the registered holder(s) of<sup>2</sup> \_\_\_\_\_\_ ordinary shares of HK\$0.10 each in the capital of the Company, HEREBY

APPOINT the Chairman of the Court Meeting or<sup>3</sup>

of \_

as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting convened at the direction of the Supreme Court of Bermuda (or at any adjournment thereof) to be held at 38th Floor, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Thursday, 25 January 2007, at 3:30 p.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme of Arrangement dated 2 January 2007 (the "Scheme") between the Company and the holders of Scheme Shares (as defined in the Scheme) as referred to in the notice dated 2 January 2007 convening the Court Meeting (the "Notice"), and at such Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme <sup>4</sup>	AGAINST the Scheme <sup>4</sup>

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007

Signature(s)<sup>5</sup>

Notes:-

- 1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 2. Please insert the number of the ordinary shares of HK\$0.10 each in the capital of the Company 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 of such shares registered in your name(s).
- 3. If any proxy other than the Chairman of the Court Meeting is preferred, please strike out the words "the Chairman of the Court Meeting or" and insert the name and address of the proxy desired in the space provided. You are entitled to appoint one or more than one proxies to attend and vote in your stead. Your proxy need not be a member of the Company, but must attend the Court Meeting in person to represent you. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- 4. IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE BOX MARKED "AGAINST the Scheme". Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Court Meeting other than that referred to in the Notice.
- 5. This form of proxy must be signed by you or your attorney authorised in writing or, in the case of a corporation, under its common seal or under the hand of an officer, attorney or other person duly authorised to sign this form of proxy.
- 6. In order to be valid, this 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 at 5th Floor, Express Industrial Building, 43 Heung Yip Road, Wong Chuk Hang, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Court Meeting (or any adjournment thereof) at which the person named in this form of proxy proposes to vote, and in default, this form of proxy shall not be treated as valid. However, if this form of proxy is not so lodged, it may be handed to the Chairman of the Court Meeting at the Court Meeting. Completion and delivery of this form of proxy will not preclude you from attending the Court Meeting and voting in person at the Court Meeting if you so wish, but in the event of your attending the Court Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- 7. Where there are joint registered holders of any share(s) in the Company, any one of such joint holders may vote at the Court Meeting, either personally or by proxy, in respect of such share(s) as if he were solely entitled thereto. But if more than one of such joint holders are present at the Court Meeting personally or by proxy, the most senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority will be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.