



SAINT HONORE HOLDINGS LIMITED

聖安娜控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 192)

FORM OF PROXY FOR USE AT THE SPECIAL GENERAL MEETING TO BE HELD AT 4:00 P.M. ON THURSDAY, 25 JANUARY 2007 (OR AT ANY ADJOURNMENT THEREOF)

For use at the special general meeting (the "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/We¹, _____
of _____
being the registered holder(s) of² _____ ordinary shares of HK\$0.10 each in the capital of the Company, HEREBY
APPOINT the Chairman of the Meeting or³ _____
of _____

as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting (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 4:00 p.m. (Hong Kong time) (or as such later time thereafter as the meeting of the holders of ordinary shares of HK\$0.10 each in the capital of the Company convened at 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 special resolution set out in the notice dated 2 January 2007 convening the Meeting (the "Notice") and at such Meeting (or any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the special resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

| SPECIAL RESOLUTION | FOR ⁴ | AGAINST ⁴ |
|---------------------------------------------------------------------------------------------------------------------------------------------|------------------|----------------------|
| To approve the Scheme, the allotment and issue of new shares to Convenience Retail Asia Limited and the reduction of capital of the Company | | |

Dated this _____ day of _____ 2007

Signature(s)⁵ _____

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 Meeting is preferred, please strike out the words "the Chairman of the 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 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 SPECIAL RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK THE BOX MARKED "AGAINST".** 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 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 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. Completion and delivery of this form of proxy will not preclude you from attending the Meeting and voting in person at the Meeting if you so wish, but in the event of your attending the 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 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 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.