

**THIS ELECTION FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN DOUBT ABOUT THIS FORM, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

此乃重要文件，務請立即處理。閣下如對本表格有任何疑問，應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR SHARES IN SAINT HONORE HOLDINGS LIMITED ("SAINT HONORE"), YOU SHOULD AT ONCE HAND THIS ELECTION FORM AND THE ACCOMPANYING DOCUMENTS TO THE PURCHASER OR TRANSFEREE OR TO THE BANK, LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

閣下如已售出或轉讓名下所有聖安娜控股有限公司（「聖安娜」）的股份，應立即將本選擇表格及隨附的文件送交買主或承讓人或經手買賣或轉讓的銀行、持牌證券交易商、註冊證券機構或其他代理商，以便轉交買主或承讓人。

This Election Form is referred to in the accompanying document to the Saint Honore Shareholders dated 2 January 2007 in relation to a scheme of arrangement between Saint Honore and the Scheme Shareholders (the "Document"). You should read this Election Form together with the Document. Unless otherwise stated herein, defined terms in the Document apply to this Election Form.

本選擇表格乃日期為二零零七年一月二日致聖安娜股東有關聖安娜與計劃股東之間的協議計劃的隨附文件（「該文件」）內的選擇表格。務請閣下連同該文件一併閱讀本選擇表格。除文義另有所指外，本選擇表格所用詞彙與該文件所界定者具相同涵義。



**CONVENIENCE RETAIL ASIA LIMITED**

**利亞零售有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立的有限公司)*

**(Stock Code: 8052)**

**(股份代號: 8052)**



**SAINT HONORE HOLDINGS LIMITED**

**聖安娜控股有限公司**

*(Incorporated in Bermuda with limited liability)*

*(於百慕達註冊成立的有限公司)*

**(Stock Code: 192)**

**(股份代號: 192)**

**Scheme of Arrangement  
(under Section 99 of the Companies Act 1981 (as amended) of Bermuda)**

**協議計劃**

**(根據百慕達一九八一年公司法(經修訂)第99條)**

**ELECTION FORM**

**選擇表格**

**FOR THE SHARE & CASH ALTERNATIVE**

**供股份和現金選擇使用**

**IF YOU WISH TO RECEIVE THE CASH ALTERNATIVE UNDER THE SCHEME, DO NOT COMPLETE AND RETURN THIS ELECTION FORM. IF YOU WISH TO RECEIVE THE SHARE & CASH ALTERNATIVE, you must complete, sign and return this Election Form to the Saint Honore Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event so as to reach the above address by not later than 4:00 p.m. on Thursday, 22 February 2007 or such later date and time as may be notified through press announcement(s). Announcement(s) will be published in Chinese and English in the following newspapers:**

如閣下欲收取該計劃項下的現金選擇，無須填寫及交回本選擇表格。如閣下欲收取股份和現金選擇，閣下必須填妥、簽署，及將本選擇表格儘快惟無論如何不遲於二零零七年二月二十二日(星期四)下午四時正或透過報章公佈通知之較後日期及時間，送交聖安娜過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-6號舖。有關公佈將會以中文及英文在下列報章刊登：

**Chinese language**

Hong Kong

**English language**

Hong Kong

中文

香港

英文

香港

Hong Kong Economic Times

China Daily, Hong Kong edition

香港經濟日報

中國日報·香港版

**YOU CAN ONLY CHOOSE THE SHARE & CASH ALTERNATIVE AND, IF APPLICABLE, THE CRA SHARES SUBSTITUTION ELECTION IN RESPECT OF ALL (BUT NOT PART) OF THE SAINT HONORE SHARES REGISTERED IN YOUR NAME ON THE RECORD DATE.**

閣下只可於記錄日期就以閣下名義登記之全部(非部份)聖安娜股份選取股份和現金選擇及，如適用，利亞零售股份替代選擇。

- This Election Form should be completed in BLOCK CAPITALS.
- 請用正楷填妥本選擇表格。
- If you have any question on how to complete this Election Form, please contact the Saint Honore Registrar at telephone number (852)2862 8555.
- 如閣下對填寫本選擇表格有任何疑問，請致電(852)2862 8555與聖安娜過戶登記處聯絡。

**Please read the notes to this Election Form before completing it.**

**填寫本選擇表格前請先閱讀附註。**

**PART 1 – FULL NAME(S) AND ADDRESS(ES) OF SAINT HONORE SHAREHOLDER(S)**

**第1部份 – 聖安娜股東全名及地址**

Please fill in the full name and address of each registered holder.  
請填上每位登記持有人的全名及地址。

Please give a daytime telephone number (including your country and area codes, if applicable) where you can be contacted if necessary.  
請填上可以聯絡閣下的日間聯絡電話號碼(如有需要),包括國家及地區代號(如適用)。

SHARE CERTIFICATE NUMBER(S):

股票號碼: .....

NAME(S): (1) .....  
姓名: (2) .....  
(3) .....  
(4) .....

ADDRESS(ES): .....  
地址: .....  
.....  
.....

CONTACT TELEPHONE NUMBER (INCLUDING COUNTRY AND AREA CODE):  
聯絡電話號碼(包括國家及地區代號):  
.....

**PART 2 – ELECTION**

**第2部份 – 選擇**

I/WE CHOOSE THE SHARE & CASH ALTERNATIVE (Note 1)  
本人/吾等選取股份和現金選擇(附註1)

Box 1 空格1

If you wish to choose the Share & Cash Alternative, you should tick Box 1.  
如閣下欲選取股份和現金選擇,請在空格1內加上「✓」號。

If you also wish to choose the CRA Shares Substitution Election, you should also tick Box 2.

如閣下欲同時選取利亞零售股份替代選擇,請在空格2內同樣加上「✓」號。

I/WE ALSO CHOOSE THE CRA SHARES  
SUBSTITUTION ELECTION (Note 2)  
本人/吾等亦選取利亞零售股份替代選擇(附註2)

Box 2 空格2

Note 1: You can only choose the Share & Cash Alternative in respect of ALL (but not part of) the Saint Honore Shares registered in your name on the Record Date. One new CRA Share will be allotted and cash of HK\$2.95 will be paid for every two Scheme Shares held by the Scheme Shareholders who elect for the Share & Cash Alternative.

附註1: 閣下只可就於記錄日期以前閣下名義登記之全部(非部份)聖安娜股份選取股份和現金選擇。選取股份和現金選擇的計劃股東每持有兩股計劃股份,可獲配發一股新利亞零售股份另加現金2.95港元。

Note 2: Only those Scheme Shareholders who make a valid election of the Share & Cash Alternative can make the CRA Shares Substitution Election and such election will apply to all the Saint Honore Shares registered in your name on the Record Date.

附註2: 只有有效作出股份和現金選擇之計劃股東方可作出利亞零售股份替代選擇,而該選擇將適用於在記錄日期以前閣下名義登記之全部聖安娜股份。

**PART 3 – SIGNATURE(S)**

**第3部份 – 簽名欄**

Sign and date this Election Form.  
請在本選擇表格簽名及填上日期。

In order to be effective, this Election Form must be signed personally (or under a power of attorney, the original of which (or a certified copy thereof) must be lodged with this Election Form) by the registered holder of Saint Honore Shares. In the case of joint holders, all such holders must sign. In the case of a corporation, this Election Form must be signed on its behalf by one of its directors or a duly authorised officer.

本選擇表格必須由聖安娜股份登記持有人親自簽署(或根據授權書簽署,該授權書的正本(或其獲公證人簽署核實的副本)必須連同本選擇表格提交),方為有效。倘登記持有人為聯名持有人,所有該等持有人必須簽署。倘登記持有人為法團,則本選擇表格須由登記持有人的其中一名董事或正式授權職員代表登記持有人簽署。

**Completion Reminders:**

**填表備忘:**

If you want to receive the Share & Cash Alternative in respect of all your Scheme Shares, have you:

- 如閣下欲就名下全部計劃股份收取股份和現金選擇,閣下是否已經:
- filled in details of your name(s), address(es) and contact telephone number (including country and area codes) in Part 1?  
在第1部份填上閣下的姓名、地址及聯絡電話號碼(包括國家及地區代號)?
  - ticked Box 1 to elect for the Share & Cash Alternative?  
在空格1內加上「✓」號以表示選取股份和現金選擇?
  - ticked Box 2 if you also wish to elect for the CRA Shares Substitution Election?  
在空格2內加上「✓」號如閣下欲同時選取利亞零售股份替代選擇?
  - signed and dated this Election Form in Part 3?  
在第3部份簽署本選擇表格並已填上日期?

SIGNED (USUAL SIGNATURE(S))  
簽署(常用簽署)

(1) .....  
(2) .....  
(3) .....  
(4) .....

DATE: ..... 2007

日期: 二零零七年 ..... 月 ..... 日

**Notes:**

1. Subject to the Scheme becoming effective, the proper completion and execution of this Election Form will constitute an election for the Share & Cash Alternative and, if applicable, the CRA Shares Substitution Election in respect of all the Scheme Shares registered in your name on the Record Date, which election shall be irrevocable and not be capable of being withdrawn unless with the prior written consent of Saint Honore and CRA.

COMPLETE PART 2 TO ELECT THE SHARE & CASH ALTERNATIVE AND, IF APPLICABLE, THE CRA SHARES SUBSTITUTION ELECTION.

2. If you do not complete and return this Election Form or if this Election Form is not completed in accordance with the instructions herein contained, you will receive the Cash Alternative in respect of all the Scheme Shares registered in your name on the Record Date.

3. If your Election Form has not been fully completed or has been completed incorrectly, Saint Honore and CRA may at their absolute discretion nevertheless treat your Election Form as having been validly completed if they consider the omissions or mistakes to be immaterial.

4. Details of the Cash Alternative, the Share & Cash Alternative and the CRA Shares Substitution Election are set out in the Document.

**附註:**

1. 待該計劃生效後,正確填寫及簽署本選擇表格將構成於記錄日期以前閣下名義登記之所有計劃股份選取股份和現金選擇及,如適用,利亞零售股份替代選擇,有關選擇將不可撤銷,並不可撤回,惟獲聖安娜及利亞零售事事先書面同意者除外。

請填妥第2部份以選取股份和現金選擇及,如適用,利亞零售股份替代選擇。

2. 如閣下並無填妥及交回本選擇表格,或並未根據其所載之指示填妥本選擇表格,閣下將就於記錄日期以前閣下名義登記之所有計劃股份收取現金選擇。

3. 如閣下並未完全填妥或正確填妥閣下的選擇表格,而聖安娜和利亞零售認為該遺漏或錯誤並不重大,則聖安娜和利亞零售有絕對酌情權視閣下的選擇表格已有效填妥。

4. 現金選擇、股份和現金選擇及利亞零售股份替代選擇的詳情載於該文件內。