



DENWAY MOTORS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 203)

Proxy form for use at the annual general meeting to be held on Tuesday, 2 June 2009

I/We (note 1) _____ of _____

_____ being the registered holder(s) of _____

shares (note 2) of HK\$0.10 each in the capital of DENWAY MOTORS LIMITED (“the Company”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or (note 3) _____

_____ of _____

as my/our proxy to attend and vote for me/us at the annual general meeting of the Company to be held at Ballroom, Level 3, JW Marriott Hotel (Hong Kong), Pacific Place, 88 Queensway, Hong Kong on Tuesday, the 2 day of June 2009 at 3:00 p.m. (and at any adjournment thereof) as indicated below (note 4).

	FOR (Note 4)	AGAINST (Note 4)
1. To receive and consider the audited financial statements and the report of the directors and the independent auditor’s report for the year ended 31st December, 2008.		
2. To declare a final dividend.		
3. (i) To re-elect Mr. ZENG Qinghong as director.		
(ii) To re-elect Mr. YANG Dadong as director.		
(iii) To re-elect Mr. YAO Yiming as director.		
(iv) To re-elect Mr. CHEUNG Doi Shu as director.		
(v) To authorise the board of directors to fix the remuneration of the directors.		
4. To re-appoint auditors and to authorise the board of directors to fix the remuneration of auditors.		
5. Ordinary Resolution in item 5 of the notice of annual general meeting (To grant a general mandate to repurchase shares of the Company).		
6. Ordinary Resolution in item 6 of the notice of annual general meeting (To grant a general mandate to issue new shares of the Company).		
7. Ordinary Resolution in item 7 of the notice of annual general meeting (To extend the general mandate to issue new shares of the Company).		

Dated the _____ day of _____ 2009 Shareholder’s signature (Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend the same meeting.
- If any proxy other than the Chairman is preferred, strike out “**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 PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR” BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST” BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorized in writing or, in the case of a corporation this proxy form must be under its common seal or under the hand of an officer or attorney duly authorized.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority must be deposited with the Company’s Registrars, Tricor Abacus Limited, 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.