



DENWAY MOTORS LIMITED

駿威汽車有限公司

(Incorporated in Hong Kong with limited liability)

Website: <http://www.denway-motors.com>

(Stock Code: 203)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Denway Motors Limited (駿威汽車有限公司) (the “**Company**”) will be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 16 July at 10:30 a.m. (or so soon thereafter as the meeting of certain holders of the ordinary shares of HK\$0.10 each in the capital of the Company convened by direction of the High Court of the Hong Kong Special Administrative Region (the “**Court**”) for the same place and day shall have concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolution which will be proposed as a Special Resolution:

SPECIAL RESOLUTION

“**THAT:**

- (A) the Scheme of Arrangement dated 18 June 2010 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme) in the form of the print which has been produced to this Meeting and for the purposes of identification signed by the Chairman of this Meeting, with any modification thereof or addition thereto or condition approved or imposed by the Court, 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) the authorised and issued share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares;
 - (ii) subject to and forthwith upon such reduction of capital taking effect, the authorised share capital of the Company be increased to its former amount of HK\$1,000,000,000 by the creation of such number of new ordinary shares of HK\$0.10 each in the capital of the Company as is equal to the number of the Scheme Shares cancelled; and
 - (iii) the Company shall apply the credit arising in its books of account as a result of such reduction of capital in paying up in full at par the new ordinary shares of HK\$0.10 each in the capital of the Company to be created as aforesaid, which new shares shall be allotted and issued, credited as fully paid, to Guangzhou Automobile Group Co., Ltd. (廣州汽車集團股份有限公司) or as it may direct and the directors of the Company be and are hereby unconditionally authorized to allot and issue the same accordingly; and

(C) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the consequent reduction of capital, including without limitation the giving on behalf of the Company of consent to any modification of, or addition to, the Scheme, which the Court may see fit to impose.”

By Order of the Board
Mr Li Tun
Managing Director

Dated 18 June 2010

Registered Office:
Room 801, Citicorp Centre
18 Whitfield Road
Causeway Bay
Hong Kong

Notes:

- (i) *A member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company, but must attend the Meeting in person to represent him.*
- (ii) *A white form of proxy for use at the Meeting is enclosed herewith.*
- (iii) *In order to be valid, the white form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority, must be lodged with the Registrar of the Company, Tricor Abacus Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the Meeting or any adjourned meeting thereof. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the Meeting and, in such event, his form of proxy shall be deemed to have been revoked. A vote given in accordance with the terms of the form of proxy shall be valid notwithstanding revocation of the proxy or power of attorney or other authority under which the proxy was executed, provided that no intimation in writing of revocation shall have been received by the share registrar of the Company, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong prior to two hours before the commencement of the Meeting or adjourned meeting.*
- (iv) *Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he 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 the holders so present 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.*