

**IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1081 OF 2010**

**In the Matter
of
DENWAY MOTORS LIMITED
駿威汽車有限公司**

and

**In the Matter
of
THE COMPANIES ORDINANCE,
Chapter 32 of the Laws of Hong Kong**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an Order dated 15 June 2010 (the “**Order**”) made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of the holders of the ordinary shares of HK\$0.10 each in the capital of Denway Motors Limited (駿威汽車有限公司) (the “**Company**”) other than those of such shares held by China Lounge Investments Limited (the “**Scheme Shareholders**”) for the purpose of considering and, if thought fit, approving (with or without modification) a scheme of arrangement proposed to be made between the Company and the Scheme Shareholders (the “**Scheme**”) and that the Court Meeting will be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 16 July 2010, at 10 a.m. at which place and time all Scheme Shareholders are requested to attend.

A copy of the Scheme and a copy of an explanatory statement explaining the effect of the Scheme required to be furnished pursuant to Section 166A of the above-mentioned Ordinance are incorporated in the composite scheme document (the “**Scheme Document**”) of which this Notice forms part.

The Scheme Shareholders may vote in person at the Court Meeting or they may appoint one or more proxies, whether a member of the Company or not, to attend and vote in their stead. A pink form of proxy for use at the Court Meeting is enclosed with the Scheme Document.

It is requested that forms appointing proxies and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority be lodged with the share registrar of the Company, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for the Court Meeting or the adjourned meetings, but if forms are not so lodged they may be handed to the Chairman of the Court Meeting at the Court Meeting. Completion and delivery of the form of proxy will not preclude a Scheme Shareholder from attending and voting in person at the Court Meeting and, in such event, the form of proxy shall be deemed to be 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, or by the company secretary of the Company or the Chairman of the Court Meeting on the day and at the place, but before the commencement of the Court Meeting or adjourned meeting at which the proxy is used.

In the case of joint holders of a share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the relevant joint holding.

By the same Order, the Court has appointed Mr. Fung Ka Pun, a director of the Company, or, failing him, Mr. Lee Ka Lun, also a director of the Company, or, failing him, Mr. Cheung Doi Shu, also a director of the Company, to act as the Chairman of the Court Meeting and has directed the Chairman to report the results thereof to the Court.

The Scheme will be subject to the subsequent approval of the Court as set out in the explanatory statement contained in the Scheme Document of which this Notice forms part.

Dated 18 June 2010

WOO KWAN LEE & LO
26th Floor, Jardine House
1 Connaught Place
Central,
Hong Kong

Solicitors for Denway Motors Limited