



DENWAY MOTORS LIMITED
駿威汽車有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 203)

Form of Proxy
For the Meeting to be held on Friday, 16 July 2010
(or at any adjournment thereof)

**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 Section 166 of the COMPANIES ORDINANCE, Chapter 32 of the Laws of Hong Kong**

Form of Proxy for use at the Meeting (or at any adjournment thereof) convened by the direction of the High Court of the Hong Kong Special Administrative Region of all holders of the ordinary shares of HK\$0.10 each in the capital of the above-named company other than those of such shares held by China Lounge Investments Limited.

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 act for me/us and on my/our behalf at the Meeting of the aforesaid holders of ordinary shares of HK\$0.10 each in the capital of the Company convened by the direction of the High Court of the Hong Kong Special Administrative Region (or at any adjournment thereof) to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, the 16th day of July 2010 at 10 a.m. for the purpose of considering and, if thought fit, approving (with or without modification) the Scheme referred to in the Notice convening the Meeting and at such Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification, as my/our proxy may approve) or against the Scheme as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

FOR the Scheme (Note 4)	AGAINST the Scheme (Note 4)

Dated the _____ day of _____ 2010 Shareholder's signature (Note 5) _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of ordinary shares of HK\$0.10 each in the capital of the Company registered in your name(s) and to which this proxy relates. If no number is inserted, this form of proxy 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 member may appoint more than one proxy to attend the same meeting.
- If any proxy other than the Chairman of the Meeting is preferred, strike out the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the proxy desired in the space provided. A 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 WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, TICK THE BOX MARKED "FOR the Scheme". IF YOU WISH TO VOTE AGAINST THE SCHEME, TICK THE BOX MARKED "AGAINST the Scheme".** Failure to tick either box will entitle your proxy to cast his votes or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than that referred to in the Notice convening this Meeting or abstain.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- The pink form of proxy together with the instrument appointing the proxy and the 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 at the Company's Registrar, 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 of the Meeting or adjourned Meeting at which the person named in such instrument proposes to vote, but if the proxies are not so lodged they may be handed to the Chairman of the Meeting at the Meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish, but in the event that you attend and vote at the Meeting, the form of proxy will be deemed to have been revoked. If you complete and deliver the form of proxy, but do not attend and vote in person at the Meeting, a vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the revocation of the proxy or the power of attorney or other authority under which the proxy was executed provided no intimation in writing of such revocation shall have been received by the company secretary of the Company or the Chairman of the Meeting on the day and at the place, but before the commencement of the Meeting or adjourned Meeting at which the proxy is used.
- 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 were 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.