



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 extraordinary general meeting to be held on Friday, 16 July 2010
(or as soon thereafter as the Court Meeting (as defined below) shall have been
concluded or adjourned)
(or at any adjournment thereof)

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 EGM (as defined below) or (Note 3) _____
of _____

as my/our proxy to attend and act for me/us on my/our behalf at the extraordinary general meeting of the holders of ordinary shares of HK\$0.10 each in the capital of the Company, or at any adjournment thereof (the “EGM”) 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 10:30 a.m. (or as soon thereafter as the meeting of certain 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 for the same time and place shall have been concluded or adjourned (the “Court Meeting”)) for the purpose of considering and, if thought fit, passing the special resolution as set out in the notice convening the EGM and at such EGM to vote for me/us and in my/our name(s) in respect of the special resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	FOR (Note 4)	AGAINST (Note 4)
Special Resolution		

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 EGM 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 EGM is preferred, strike out the words “THE CHAIRMAN OF THE EGM 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 EGM 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 SPECIAL RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK THE BOX MARKED “AGAINST”.** 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 EGM other than that referred to in the Notice convening the EGM 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.
- You are requested to lodge this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or notarially certified copy of such power or authority 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 EGM and in default the form of proxy shall not treated as valid. Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM if you so wish, but in the event that you attend and vote at the EGM, this 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 EGM, 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’s Registrars, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong at least 2 hours before the commencement of the Court Meeting or adjourned meeting.
- Where there are joint registered holders of any share, any one of such persons may vote at the EGM, 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 the EGM 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.