



DESON DEVELOPMENT INTERNATIONAL HOLDINGS LIMITED

迪臣發展國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 262)

FORM OF PROXY FOR SPECIAL GENERAL MEETING

No. of shares to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____
 (of _____)
 being the registered shareholder(s) of DESON DEVELOPMENT INTERNATIONAL HOLDINGS LIMITED (the "Company") hereby appoint ^(Note 3) the
 Chairman of the Special General Meeting (the "Meeting") or _____
 (of _____) or failing him _____
 (of _____)

as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the Meeting to be held at 11th Floor, Nanyang Plaza, 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 10 November 2016 at 10:30 a.m. and at any adjournment thereof on the resolutions referred to in the Notice of the Special General Meeting (with or without modifications) as indicated below:

Ordinary Resolution	For ^(Note 4)	Against ^(Note 4)
To approve and ratify (1) the formation of a joint venture company known as New Leaves Limited ("New Leaves") with Hoverjet Limited ("Hoverjet") pursuant to the shareholders agreement dated 30 September 2016 between Deson Ventures Limited ("DVL"), a wholly-owned subsidiary of the Company, Hoverjet and New Leaves (the "Shareholders' Agreement", a copy of which has been produced to the meeting and marked "A" and signed by the chairman of the meeting for identification purposes) pursuant to which DVL has acquired 30% interest in the Joint Venture and has granted interest-free shareholder's loan and all transactions contemplated under the Shareholders' Agreement; (2) the grant by DVL of the call option in accordance with the terms of the Shareholders' Agreement to Hoverjet to require DVL to sell all the remaining shares held by DVL in New Leaves (the "Call Option"); and (3) the disposal by DVL of the entire issued share capital of Yew Siang Limited (the "Disposal") at a consideration of US\$ equivalent of approximately RMB82.1 million (equivalent to approximately HK\$98.5 million (subject to adjustments, if any) to New Leaves pursuant to the sale and purchase agreement dated 30 September 2016 between DVL, the Company and New Leaves (the "Disposal Agreement", a copy of which has been produced to the meeting and marked "B" and signed by the chairman of the meeting for identification purposes) and all transactions contemplated under the Disposal Agreement; and to authorise the directors of the Company to do all such acts and/or things and/or execute all such documents incidental to, ancillary to or in connection with matters contemplated in or relating to the Shareholders' Agreement and the Disposal Agreement as they may in their absolute discretion consider necessary, desirable or expedient to give effect to the formation of the joint venture, the grant of the Call Option, the Disposal, the Shareholders' Agreement and the Disposal Agreement and the implementation of all transactions contemplated thereby and thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the directors of the Company, in the interest of the Company.		

Dated this _____ day of _____ 2016. Signature ^(Note 5) _____

Notes:

- Please insert the number of shares registered in your name(s) 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).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- If any proxy other than the Chairman of the Meeting is preferred, delete words "THE CHAIRMAN OF THE SPECIAL GENERAL MEETING" and insert the name and address of the proxy desired in the space provided.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
- This instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
- In order to be valid, this 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 such power of attorney or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, **Tricor Tengis Limited** at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of Shareholders of the Company in respect of the joint holding.
- Any Shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the Shareholder to speak at the Meeting. A proxy need not be a Shareholder of the Company. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting.
- Any alteration made to this form of proxy must be initialed by the person who sign it.
- Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the SGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Tengis Limited at the above address.

* For identification purpose only