



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 TO BE HELD ON 12 AUGUST 2010

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 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 12 August 2010 at 11:15 a.m. and at any adjournment thereof on the resolutions referred to in the Notice of the Special General Meeting as indicated below:

Ordinary Resolution		For (Note 4)	Against (Note 4)
1a.	To approve, confirm and ratify the sale and purchase agreement dated 7 April 2010 (the "Lead Joy Agreement") entered into between (i) Interpath Profits Limited as vendor; and (ii) Bond Light Limited as purchaser, in relation to the disposal of the entire issued share capital of Lead Joy Investments Limited and the rights to a shareholder's loan due to Interpath Profits Limited from Lead Joy Investments Limited and the transactions contemplated thereunder.		
1b.	To authorize the directors of the Company to do all such acts and things, sign and execute all such further documents and take such steps as the directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to implement and/or give effect to or in connection with the Lead Joy Agreement and the transactions contemplated thereunder.		
2a.	To approve, confirm and ratify the sale and purchase agreement dated 7 April 2010 (the "Measure Up Agreement") entered into between (i) Interpath Profits Limited as vendor; and (ii) Big Meg Limited as purchaser, in relation to the disposal of the entire issued share capital of Measure Up Profits Limited and the assumption by Big Meg Limited of the liabilities under the undebtedness due to Measure Up Profits Limited from Interpath Profits Limited and the transactions contemplated thereunder.		
2b.	To authorize the directors of the Company to do all such acts and things, sign and execute all such further documents and take such steps as the directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to implement and/or give effect to or in connection with the Measure Up Agreement and the transactions contemplated thereunder.		

Dated this _____ day of _____ 2010. 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 authorized 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 in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 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 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 members of the Company in respect of the joint holding.
- Any shareholder entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- 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.

* For identification only