



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 2009 ANNUAL 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 2009 Annual 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 Monday, 7 September 2009 at 10:30 a.m. and at any adjournment thereof on the resolutions referred to in the Notice of the Annual General Meeting as indicated below:

Ordinary Resolutions		For (Note 4)	Against (Note 4)
1.	To receive, consider and adopt the audited consolidated financial statements and the reports of directors and auditors for the year ended 31 March 2009.		
2(A).	To re-elect Mr. Wang Jing Ning as executive director of the Company.		
2(B).	To re-elect Mr. Keung Kwok Cheung as executive director of the Company.		
2(C).	To re-elect Mr. Siu Man Po as independent non-executive director of the Company.		
3.	To authorize the board of directors to fix the remuneration of the directors.		
4.	To re-appoint Messrs. Ernst & Young as auditors of the Company and authorize the board of directors to fix their remuneration.		
5(A).	To give a general mandate to the directors to allot shares not exceeding 20% of the issued share capital of the Company.		
5(B).	To give a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company.		
5(C).	To extend the general mandate in 5(A) above by the amount of repurchased shares.		
6.	The numbers of directors for the financial year 2009/2010 shall not be less than 2 and not higher than 10.		
Special Resolution		For (Note 4)	Against (Note 4)
7.	To approve the proposed amendment to the Bye-laws of the Company.		

Dated this _____ day of _____ 2009. 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 2009 ANNUAL 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