



K. WAH CONSTRUCTION MATERIALS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 27)

Form of proxy for use at the extraordinary general meeting

I/We¹ _____
of _____
being the registered holder(s) of² _____
ordinary shares of HK\$0.10 each in the capital of K. Wah Construction Materials Limited ("KWCM"), HEREBY
APPOINT³ _____ of _____

or, failing him/her the chairman of the extraordinary general meeting, as my/our proxy to attend for me/us at the extraordinary general meeting (and at any adjournment thereof) to be held at Island Shangri-La Hong Kong, Level 39, Atrium Room, Two Pacific Place, Supreme Court Road, Central, Hong Kong at 2:00 p.m. on Tuesday, 19 July 2005 for the purpose of considering and, if thought fit, passing the ordinary resolution as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolution as hereunder indicated.

	FOR ⁴	AGAINST ⁴
ORDINARY RESOLUTION		

Signature(s)⁶ _____

Date _____

NOTES:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s) to which the 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).
- If any proxy other than the chairman is preferred, insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE RELEVANT BOX MARKED "AGAINST". Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- Any member of KWCM entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. On a poll, votes may be given either personally, by duly authorised corporate representative or by proxy. A proxy need not be a member of KWCM. A member may appoint more than one proxy to attend on the same occasion.
- The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the registered office of KWCM at 29th Floor, K. Wah Centre, 191 Java Road, North Point, Hong Kong not less than 48 hours before the time for holding the meeting, and in default the instrument of proxy shall not be treated as valid.
- Completion and return of the form of proxy will not preclude a member of KWCM from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the authority of the proxy will be deemed to be revoked.
- 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 share 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 in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.