



瑞安建業有限公司*
SHUI ON CONSTRUCTION AND MATERIALS LIMITED
(Incorporated in Bermuda with limited liability)

(Stock Code : 983)

Form of Proxy for Special General Meeting

I/We ^(note 1) _____
of _____
being (a) shareholder(s) of Shui On Construction and Materials Limited (the “Company”), hereby appoint the Chairman of the meeting^(note 2) or _____
of _____
or failing him _____
of _____
to act as my/our proxy at the special general meeting of the Company to be held at Room 103, 1st Floor, Shui On Centre, 6-8 Harbour Road, Hong Kong on Monday, 28 February 2011 at 10:00 a.m. and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of the resolution as indicated below.

ORDINARY RESOLUTION	FOR ^(note 3)	AGAINST ^(note 3)
To confirm, approve, authorise and ratify the Joint Venture Agreement (as defined in the circular of the Company dated 9 February 2011) and to authorise the directors of the Company to execute such documents and to do such acts as may be deemed by such directors in their absolute discretion to be incidental to, ancillary to or in connection with the Joint Venture Agreement and the transactions contemplated thereunder.		

No. of shares to which this proxy relate ^(note 4)	
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Signature: ^(note 5) _____ Date: _____

Notes:

- Please insert full name(s) and address(es) in **block capitals**. In the case of joint holders, the names of all the joint holders must be stated.
- If you wish to appoint a person other than the Chairman of the meeting as your proxy, please delete the words “the Chairman of the meeting or” and insert the name and address of the proxy you wish to appoint in the space provided. A member may appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. **Any alteration made to this form of proxy must be duly initialled.**
- Important: If you wish to vote for the resolution, please insert a “/” in the box marked “FOR” beside the resolution. If you wish to vote against the resolution, please insert a “√” in the box marked “AGAINST” beside the resolution.** Failure to complete the box will entitle your proxy to cast his/her votes on the relevant resolution at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the meeting other than the resolution referred to in the notice convening the meeting.
- Please insert the number of shares registered in your name(s) to which this form of 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).
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer, attorney or other person duly authorised. In the case of joint holders, the signature of any one of such persons is sufficient.
- In the case of joint holders, any one of such persons may vote at the meeting, either personally or by proxy, in respect of the relevant joint holding as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- 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 certified copy thereof, must be deposited at the Company’s head office at 34th Floor, Shui On Centre, 6-8 Harbour Road, Hong Kong (marked for the attention of the Company Secretary) not less than 48 hours before the time for holding the meeting or any adjournment thereof.

* For identification purpose only