WASION METERS GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3393)

Form of proxy for the Extraordinary General Meeting (or any adjournment thereof)

I/We[1] ______________________________

of ______________________________

being the registered holder(s) of [2] ______________________________ Shares of HK$0.01 each in the share capital of WASION METERS GROUP LIMITED ("the Company"), HEREBY APPOINT [3] ______________________________

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of ______________________________

or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at Room 3203, 32/F., Admiralty Centre I, 18 Harcourt Road, Hong Kong on Thursday, 9 November 2006 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting (or at any adjournment thereof) and to vote for me/us and in my/our name(s) in respect of the said resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR[4]	AGAINST[4]
To approve, confirm and ratify the supplemental agreement (the "**Supplemental Agreement**") dated 29 September 2006 entered into between the Company and Hunan Weike Power Meter Co., Ltd ("Hunan Weike") to increase the annual caps for the Purchases (as defined in the circular of the Company dated 24 October 2006) under the Master Agreement dated 5 December 2005 between the Company and Hunan Weike to RMB100 million and RMB130 million for the two years ending 31 December 2006 and 2007, respectively, and to authorise any one Director to execute the Supplemental Agreement and to do all such things and take all other steps which, in his/her opinion, may be necessary or desirable in connection with the Supplemental Agreement.		

Dated this ______________ day of ______________, 2006 Signed [5]: ______________________________

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. 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).
3. Insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. **If no name is inserted, the Chairman of the meeting will act as your proxy**. Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her.A proxy need not be a member of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION(S), TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION(S), TICK IN THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be signed either under seal or under the hand of an officer or attorney duly authorised together with a company chop.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong at Computershare Hong Kong Investors Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the appointed time of the Meeting or any adjourned Meeting.
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish, in which event, the instrument of proxy shall be revoked.