



WASION METERS GROUP LIMITED

威勝儀表集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3393)

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

I/We¹ _____

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 _____

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 Annual General Meeting (or any adjournment thereof) of the Company to be held at 3:00 p.m. on Monday, 14 May 2007 at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting (or any adjournment thereof) and to vote for me/us 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
1.	To receive, consider and adopt the Audited Financial Statements and the Reports of the Directors and Auditors for the year ended 31 December 2006		
2.	To declare a final dividend for the year ended 31 December 2006		
3A.	To re-elect the directors of the Company:—		
	(i) Wang Xue Xin, as executive director		
	(ii) Zheng Xiao Ping, as executive director		
	(iii) Liao Xue Dong, as executive director		
3B.	To authorise the board of directors to fix the directors' remuneration		
4.	To re-appoint the auditors and to authorise the board of directors to fix their remuneration		
5A.	To grant a general mandate to the directors to issue shares		
5B.	To grant a general mandate to the directors to repurchase the Company's shares		
5C.	To add the repurchased shares to the mandate granted to the directors under Resolutions 5A and 5B		

Dated _____, 2007

Signature(s) 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 proxy to attend and vote instead of him. 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 THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to complete the box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his 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 a corporation, must be signed under the hand of an officer duly authorised on that behalf 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.
7. 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 of such power or authority, must be deposited at Computershare Hong Kong Investor 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 time appointed for holding of the meeting.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.