WAFER SYSTEMS

Wafer Systems Limited

威發系統有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8198)

Form of proxy for use by shareholders of Wafer Systems Limited (the "Company") at the Extraordinary General Meeting of the Company (the "Meeting") to be held on Wednesday, 5 December 2007 at 3:00 p.m.

I/We *(Note 1)* ____________________

of ____________________

being the registered holder(s) of *(Note 2)* __________ shares of HK$0.01 each in the capital of the Company,

HEREBY APPOINT *(Note 3)* ____________________ of

____________________ or failing him, the Chairman of the Meeting as my/our proxy to attend and act for me/us and on my/our behalf at the Meeting (or at any adjournment thereof) to be held at Units 901-7, 9th Floor, Prosperity Millennia Plaza, 663 King's Road, North Point, Hong Kong on Wednesday, 5 December 2007 at 3:00 p.m. and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit in respect of the ordinary resolutions fully set out in the notice convening the Meeting (the "**Notice**") and sent to me/us with the circular of the Company dated 19 November 2007.

Please indicate with "✓" in the spaces provided how you wish your vote(s) to be cast.

	Ordinary Resolutions	FOR *(Note 4)*	AGAINST *(Note 4)*
1.	To approve, confirm and ratify the Agreement (as defined in the Notice) and the transactions contemplated thereunder including but not limited to the issue of the Convertible Bonds (as defined in the Notice), the allotment and issue of the Consideration Shares (as defined in the Notice) and the Conversion Shares (as defined in the Notice)		
2.	To approve the increase in the authorised share capital of the Company from HK$5,000,000 to HK$20,000,000		
3.	To re-elect Mr. So Lie Mo, Raymond as Director of the Company.		

Shareholder's Signature *(Note 6)*: ____________________ Date: ____________________2007

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares in the Company 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 in the Company registered in your name(s).
3. A member may appoint a proxy of his/her choice who need not be a member of the Company, but such appointed proxy must attend the Meeting in person to represent you. Please insert the name and address of the appointed proxy in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy.
4. IMPORTANT: If you wish to vote for a resolution, please place a "✓" in the relevant box marked in the column headed "For". If you wish to vote against a resolution, please place a "✓" in the relevant box marked in the column headed "Against". Failure to tick either box will entitle your proxy to cast your vote at his/her discretion in respect of that resolution.
5. In the case of joint holders, any one of the joint holders may vote at the Meeting, either in person or by proxy, as if he/she were solely entitled thereto. But if more than one joint holder is present, whether in person or by proxy, only the vote of the senior holder will be counted. For this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. This form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorised.
7. To be valid, this form of proxy together with any 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 Rooms 1806-7, 18th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time appointed for the Meeting (or any adjournment thereof).
8. **Any alterations made to this form of proxy must be initialed by the person who signs it.**
9. Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting if you so wish.

* *for identification purpose only*