



XINJIANG TIANYE WATER SAVING IRRIGATION SYSTEM COMPANY LIMITED*

新疆天业节水灌溉股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 8280)

I/We¹ _____ of _____ being
the registered holder(s) of² _____ shares (the "Share")
of nominal value of RMB1.00 each in the capital of 新疆天业节水灌溉股份有限公司 Xinjiang Tianye Water Saving Irrigation System Company Limited* (the "Company"),
HEREBY APPOINT THE CHAIRMAN OF THE MEETING³, or _____
of _____

_____ as my/our proxy to attend and act for me/us and on my/our behalf at the annual general meeting (the "Meeting") of the Company to be held at No 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the People's Republic of China (the "PRC") on 19 May 2006 at 11:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

| ORDINARY RESOLUTIONS | | FOR ⁴ | AGAINST ⁴ |
|----------------------|---|------------------|----------------------|
| 1. | To approve the report of the directors (the "Directors") of the Company for the year ended 31 December 2005. | | |
| 2. | To approve the report of the supervisory committee of the Company for the year ended 31 December 2005. | | |
| 3. | To approve the audited financial statements of the Company and its subsidiary and the auditor's report for the year ended 31 December 2005. | | |
| 4. | To approve the resolution of final dividend distribution for the year ended 31 December 2005. | | |
| 5. | To approve the resolution for making appropriation to statutory surplus reserve fund and statutory public welfare fund for the year ended 31 December 2005. | | |
| 6. | (a) To re-elect Mr. Huang Yao Xin as director of the Company. | | |
| | (b) To re-elect Mr. Li Shuang Quan as director of the Company. | | |
| | (c) To re-elect Mr. Xia Jun Min as director of the Company. | | |
| 7. | To authorize the board (the "Board") of Directors to fix the remuneration of the Directors and supervisors of the Company for the year 2006. | | |
| 8. | To approve the re-appointment of Deloitte Touche Tohmatsu as auditors of the Company and to authorize the Board to fix its remunerations. | | |
| SPECIAL RESOLUTIONS | | | |
| 9. | To approve the proposal on the grant of general mandate to the Board to issue, allot and deal with additional domestic shares and/or overseas-listed foreign invested shares of the Company under resolution 9 in the notice of the Meeting. | | |
| 10 | Subject to all the necessary approvals and/or consents from the relevant PRC authorities and bodies being obtained and/or upon the procedures as required under the laws, regulations and/or administrative orders of Hong Kong and the PRC being completed, | | |
| | (a) the proposed amendment to the articles of association of the Company under the resolution 10 in the notice of the Meeting be and is hereby approved; | | |
| | (b) the Board be and is hereby authorised to do all such further acts and things and take all steps which in its opinion may be necessary, desirable and expedient to give effect to such amendment, including but not limited to application for approval of, registration of or filing the amendments with the relevant government authorities of the PRC and Hong Kong and making further amendments as government authorities of the PRC may require. | | |

Signature⁵ _____ Date _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number and class 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 Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". If no direction is given, your proxy may vote or abstain as he/she thinks fit. 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.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In order to be valid, this form of proxy and, if such proxy form is signed by a person under a power of attorney or authority on behalf of the appointer, a notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be deposited at the Company's H share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai Hong Kong (for the holders of H Shares only) or at the Company's registered office at No 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC (for the holders of domestic Shares only), not less than 24 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting or any adjourned Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

* For identification purpose only