



新疆天业节水灌溉股份有限公司
XINJIANG TIANYE WATER SAVING IRRIGATION SYSTEM COMPANY LIMITED*

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

(Stock Code: 8280)

**Form of proxy for use at the Extraordinary General Meeting (the "Meeting")
to be held on 16 February 2007 (or any adjournment thereof)**

I/We (note 1) _____
of _____
being the holder(s) of (note 2) _____ shares of nominal value of
RMB1.00 each (the "Shares") in the capital of Xinjiang Tianye Water Saving Irrigation System Limited (the "Company")
HEREBY APPOINT (note 3) the chairman of the Meeting or (note 4) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at 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 on 16
February 2007 at 11:00 a.m. (or at any adjournment thereof) in respect of the ordinary resolutions set out in the notice
convening the Meeting as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

	FOR (Note 5)	AGAINST (Note 5)
(1) To remove Deloitte Touche Tohmatsu as the auditors of the Company and its subsidiaries with immediate effect.		
(2) To appoint SHINEWING (HK) CPA Limited as the auditors of the Company and its subsidiaries to fill the vacancy following the removal of Deloitte Touche Tohmatsu with immediate effect and to authorize the board of directors of the Company to fix their remuneration.		

Shareholder's Signature (note 6): _____ Dated this _____ day of _____, 2007

* For identification purposes only

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. Only one of the joint holders needs to sign (but see note 8 below).
2. Please insert the number of Shares 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 registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "the Chairman of the Meeting" herein inserted and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
4. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy does not need to be a member of the Company.
5. IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION. Failure to complete the box will entitle your proxy to cast his votes at his discretion.
6. This form of proxy must be signed by you or your attorney duly authorised in writing, or if you are a corporation, must either be executed under 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 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 fixed for the Meeting or any adjournment thereof (as the case may be).
8. Where there are joint holders of any Share, any one of such persons may vote at the Meeting either personally, or by proxy, in respect of such Share as if he were solely entitled thereto, and if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish.
10. Shareholders of the Company or their proxies who intend to attend the Meeting should complete and return the completed and signed reply slip for attendance to the Registered 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 fixed for the Meeting or any adjournment thereof (as the case may be).