



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)

Proxy Form

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 annual
general meeting ("AGM") or (note 4) _____
_____ of _____

_____ as my/our proxy to attend and vote for me/us and
on my/our behalf at the AGM 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 10th May, 2007 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 AGM and at the AGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and
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 AGM in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)
1.	To approve the report of the directors (the "Directors") of the Company for the year ended 31st December, 2006.		
2.	To approve the report of the supervisory committee of the Company for the year ended 31st December, 2006.		
3.	To approve the audited financial statements of the Company and its subsidiary and the independent auditors' report for the year ended 31st December, 2006.		
4.	To approve the resolution of final dividend distribution for the year ended 31st December, 2006.		
5.	To approve the resolution for making appropriation to statutory reserve fund for the year ended 31st December, 2006.		
6.	(a) To approve the resignation of Mr. Huang Yao Xin as Director of the Company with effect from the date of passing of the resolution at the AGM		
	(b) To approve the appointment of Mr. Zhu Jia Ji as an executive Director of the Company with effect from the date of passing of the resolution at the AGM for a term of three years.		
7.	(a) To approve the resignation of Mr. Xia Yue Xing as a supervisor of the Company with effect from the date of passing of the resolution at the AGM		
	(b) To approve the appointment of Ms. Ni Mei Lan as a supervisor of the Company with effect from the date of passing of the resolution at the AGM for a term of three years.		
8.	(a) To re-elect Mr. Guo Qing Ren as an executive Director of the Company		
	(b) To re-elect Mr. Shi Xiang Shen as an executive Director of the Company		
	(c) To re-elect Mr. Li Shuang Quan as an executive Director of the Company		
	(d) To re-elect Mr. He Lin Wang as an independent non-executive Director of the Company		
	(e) To re-elect Mr. Xia Jun Min as an independent non-executive Director of the Company		
	(f) To re-elect Mr. Gu Lei Feng as an independent non-executive Director of the Company		
9.	To authorise the board (the "Board") of Directors to fix the remuneration of the Directors and the supervisors of the Company for the year 2007.		
10.	To approve the re-appointment of SHINewing (HK) CPA Limited as auditors of the Company and to authorise the Board to fix their remunerations.		
SPECIAL RESOLUTIONS			
11.	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 11 in the notice of the AGM.		

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

Notes:

- 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).
- 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).
- If any proxy other than the Chairman is preferred, strike out "the Chairman of the annual general 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 INITIALED BY THE PERSON WHO SIGNS IT.
- A member entitled to attend and vote at the AGM 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.
- 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.
- 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.
- 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 AGM or any adjournment thereof (as the case may be).
- Where there are joint holders of any Share, any one of such persons may vote at the AGM 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 AGM 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.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.

* For identification purposes only