



# XINJIANG TIANYE WATER SAVING IRRIGATION SYSTEM COMPANY LIMITED\*

## 新疆天業節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)

### Form of proxy for use at the Class Meeting of Holders of H Shares ("Meeting") to be held on 10th May, 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 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 1:00 p.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, 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 Meeting in such manner as he/she thinks fit.

SPECIAL RESOLUTIONS		FOR (note 5)	AGAINST (note 5)
1.	the proposed listing of the H shares of the Company (the "H Shares") on the Main Board of The Stock Exchange of Hong Kong Limited by way of an introduction (the "Stock Exchange") (the "Main Board Migration") and subject to the completion of the Main Board Migration, the proposed voluntary withdrawal of the listing of the H Shares on the Growth Enterprise Market on the Stock Exchange (the "Voluntary Withdrawal") be and is hereby approved.		
2.	the amended articles of association of the Company (the "Articles Amendments") which reflect the consequential amendments to the existing articles of association of the Company as a result of the Main Board Migration (subject to further amendments (if any) being made to the same articles of association by the directors of the Company (the "Directors") as authorised by the shareholders of the Company), be and are hereby adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company, with effect from the date of listing of the H Shares on the Main Board. The details of the amendments are set out in the Notice of Class Meeting of the Holders of the H Shares of the Company dated 26th March, 2007.		
3.	the board of Directors be and is hereby authorised to do all such acts or things and to take all such steps as deemed by it to be incidental to, ancillary to or in connection with the matters relating to the application to the China Securities Regulatory Commission ("CSRC") and the Listing Committee of the Stock Exchange, the Main Board Migration and the Voluntary Withdrawal as it may consider necessary, desirable or expedient.		

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 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.
- 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.
- 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, not less than 24 hours before the time fixed for the Meeting 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 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.
- 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.

\* For identification purposes only