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## **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)*

**(Stock Code: 8280)**

### **NOTICE OF CLASS MEETING OF THE HOLDERS OF THE DOMESTIC SHARES**

**NOTICE IS HEREBY GIVEN THAT** a class meeting of holders of the Domestic Shares of Xinjiang Tianye Water Saving Irrigation System Company Limited (the “**Company**”) will be convened and held at 12:00 noon (or immediately after the annual general meeting of the Company to be convened and held on the same date and at the same place) at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC on Thursday, 10th May, 2007, the following resolutions will be proposed at the class meeting of holders of the Domestic Shares as special resolutions of the Company:

#### **SPECIAL RESOLUTIONS**

**“THAT:**

- (a) 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 of the Stock Exchange (the “**Voluntary Withdrawal**”) be and is hereby approved;

(b) 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 set out in the Articles Amendments are as follows:

(i) Article 22.04 of the existing articles of association of the Company shall be amended as follows:

(1) the definition of “Main Board” shall be added by the following:

“Main Board” means the Main Board of the Stock Exchange of Hong Kong Limited (i.e. the securities market operated by the Stock Exchange prior to the establishment of the GEM (excluding the options market) and which stock market continues to be operated by the Stock Exchange in parallel with the GEM. For the avoidance of doubt, the Main Board excludes the GEM).

(2) the definition of “Listing Rules” shall be amended as follows:

“Listing Rules” means the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time.

(c) the board of directors of the Company 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.”

By Order of the Board  
**Xinjiang Tianye Water Saving Irrigation System Company Limited\***  
**Guo Qing Ren**  
*Chairman*

Xinjiang PRC, 26th March, 2007

## Notes:

1. Any member entitled to attend and vote at the class meeting of the holders of the Domestic Shares is entitled to appoint in written form for one or more than one proxy to attend and vote at the class meeting of the holders of the Domestic Shares on his behalf. A proxy need not be a member of the Company.
2. The form of proxy for the class meeting of the holders of the Domestic Shares is herewith enclosed. In order to be valid, the 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 registered office at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC, not less than 24 hours before the time appointed for holding the class meeting of the holders of the Domestic Shares or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the class meeting of the holders of the Domestic Shares or any adjourned meeting should you so wish.
3. Shareholders or their proxies shall present proofs of identities when attending the class meeting of the holders of the Domestic Shares.
4. The register of members of the Company will be closed from 20th April, 2007 to 10th May, 2007, both days inclusive, during which no transfer of the shares of the Company will be effected. All transfers accompanied by relevant share certificates for the Domestic Shares of the Company must be lodged with Company's registered office at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC not later than 4:00 p.m. on 19th April, 2007. Shareholders of the Company whose name appears on the register of members of the Company at 4:00 p.m. on 19th April, 2007 will be entitled to attend and vote at the class meeting of the holders of the Domestic Shares.
5. Shareholders of the Company who intend to attend the class meeting of the holders of the Domestic Shares should complete and return the enclosed reply slip for attendance to the Company's registered office at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC, by hand, by post or by fax the Company's fax number: (86993) 2623163 on or before 4:00 p.m., Thursday, 19th April, 2007.

\* *For identification purpose only*