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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 ANNUAL GENERAL MEETING**

Reference is made to the notice of Xinjiang Tianye Water Saving Irrigation System Company Limited (the “**Company**”) dated 26th March, 2007 convening the annual general meeting of the Company which is to be held at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC on Thursday, 10th May, 2007 at 11:00 a.m. (the “**Annual General Meeting**”).

**NOTICE IS HEREBY GIVEN THAT** the following resolutions will be proposed at the Annual General Meeting as additional special resolutions of the Company:

### **ADDITIONAL 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;

\* *For identification purpose only*

(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 AGM is entitled to appoint in written form for one or more than one proxy to attend and vote at the AGM on his behalf. A proxy need not be a member of the Company.

2. The form of proxy for the AGM is enclosed with the circular of the Company dated 26th March, 2007 (the “26th March Circular”). 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 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 the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.
3. Shareholders or their proxies shall present proofs of identities when attending the AGM.
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 H Shares of the Company must be lodged with Company’s H share registrar and transfer office 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 AGM.
5. Shareholders of the Company who intend to attend the AGM should complete and return the reply slip enclosed with the 26th March Circular for attendance to the H Share registrar and transfer office of the Company in Hong Kong at 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), by hand, by post or by fax (the fax number of the Company’s H Share registrar and transfer office: (852) 28611465 for holders of H Shares only or the Company’s fax number: (86993) 2623163 (for holders of Domestic Shares only)) on or before 4:00 p.m., Thursday, 19th April, 2007.