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*This announcement, for which the Directors of Xinjiang Tianye Water Saving Irrigation System Company Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Xinjiang Tianye Water Saving Irrigation System Company Limited. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable*



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)**

**NOTICE OF DOMESTIC SHARES CLASS MEETING**

**NOTICE IS HEREBY GIVEN THAT** a class meeting (the **“Class Meeting”**) of the holders of the Domestic Shares of Xinjiang Tianye Water Saving Irrigation System Company Limited (the **“Company”**) will be held at the Conference Room, No.36 Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the People's Republic of China (the **“PRC”**) on 15 October 2007 at 11:00 a.m. for the purposes of considering and, if thought fit, with or without modification, passing the following special resolutions:

**SPECIAL RESOLUTIONS**

1. **“THAT** conditional upon (1) the Listing Committee of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) granting approval of the listing of, and permission to deal in, on the main board (the **“Main Board”**) of the Stock Exchange the 202,400,000 H Shares of RMB1.00 each in the issued share capital of the Company (the **“H Shares”**) (the **“Proposed Introduction”**); (2) the China Securities Regulatory Commission granting approval of the listing of the H Shares in issue on the Main Board; (3) the publication by the Company of a notice in respect of the proposed withdrawal of listing of the H Shares on the Growth Enterprise Market of the Stock Exchange (**“GEM”**) (the **“Proposed Withdrawal”**) which shall be published at least five clear business days from the date on which the shareholders of the Company shall have approved the Proposed Withdrawal; (4) the GEM Listing Committee of the Stock Exchange granting a waiver for the reduction of the notice period required under Rule 9.19(3) to at least five clear business days from the date on which the shareholders of the Company shall have approved the Proposed Withdrawal and the fulfillment of such waiver by the Company; (5) amendments is made to the existing articles of association of the Company with effect from the date on which dealings in the H Shares on the

Main Board or the Stock Exchange commences and the amendments to the existing articles are approved by the Ministry of Commerce (whichever is later); and (6) the obtaining of all other relevant consents (if any) which are required in connection with the implementation of the Proposed Withdrawal and the Proposed Introduction and the fulfillment of all conditions which may be attached to such consents, the Proposed Introduction be and is hereby approved and confirmed; the listing of the H Shares on GEM shall cease with effect from such date and time as the directors of the Company (the “**Directors**”) may designate and any Director or the company secretary of the Company be and is hereby authorised generally to do all such acts for and on behalf of the Company as he/she may deem necessary, desirable or expedient to effect and implement the foregoing; and the notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange in connection with the Proposed Withdrawal be reduced to at least five clear business days from the date on which the shareholders of the Company shall have approved the Proposed Withdrawal.”

2. “**THAT** conditional upon the listing of the H Shares (as defined in resolution No. 1 set out in this notice) on the Main Board of the Stock Exchange, amendments shall be made to the existing articles of association of the Company (the “**Existing Articles**”), with effect from the date on which dealings in the H Shares on the Main Board of the Stock Exchange commences and the amendments to the Existing Articles are approved by the Ministry of Commerce (whichever is later). The details of the amendments are as follows:

- (i) Paragraph 1 of Article 10.01 of the Existing Articles:

by deleting the words “the board of directors shall consist of 7 directors.” and insert the words “the board of directors shall consist of at least 7 directors” after the words “The Company shall set up a board of Directors,”

**THAT** the Directors be and are hereby authorized to do such other acts and things, enter into all such transactions and arrangements, execute such other documents and/or deeds and/or take all such steps, which in their opinion may be necessary, desirable or expedient to amend the Existing Articles further, as the Directors may deem appropriate and necessary, and file or register the amended Existing Articles (subject to further amendments (if any) being made to the same by the Directors) with the relevant authorities of the PRC and Hong Kong, if required.”

By Order of the Board

**Xinjiang Tianye Water Saving Irrigation  
System Company Limited\***

**Guo Qing Ren**

*Chairman*

Xinjiang, the PRC, 30 August 2007

**Notes:**

1. Any member entitled to attend and vote at the Class Meeting is entitled to appoint in written form for one or more than one proxy to attend and vote at the Class Meeting on his behalf. A proxy need not be a member of the Company.
2. The form of proxy for the Class Meeting 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 or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Class Meeting or any adjourned meeting should you so wish.

3. Shareholders or their proxies shall present proofs of identities when attending the Class Meeting.
4. Shareholders of the Company who intend to attend the Class Meeting should complete and return the enclosed reply slip for attendance at 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 fax number of the Company's fax number: (86993) 2623163) on or before 4:30 p.m., Monday, 24th September, 2007.

*As at the date of this notice, the Board comprises four executive Directors namely Guo Qing Ren, Shi Xiang Shen, Li Shuang Quan and Zhu Jia Ji, and three independent non-executive Directors namely He Lin Wang, Xia Jun Min and Gu Lie Feng.*

*This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this notice is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this notice misleading; and (3) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This notice will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting.*

*\* For identification purpose only*