



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)

**Form of proxy for use at the Class Meeting of Holders of Domestic Shares
("Class Meeting") to be held on 15 October, 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 Class Meeting or (note 4) _____ of _____

as my/our proxy to attend and vote for me/us and on my/ our behalf at the Class 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 15 October 2007 at 11:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the Class Meeting and at the Class 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 Class Meeting in such manner as he/she thinks fit.

SPECIAL RESOLUTION		FOR (Note 5)	AGAINST (Note 5)
1.	To approve the Proposed Introduction (as defined in the notice convening the Meeting), the implementation of the Proposed Withdrawal (as defined in the notice convening the Meeting) and the reduction in the minimum notice period in respect of the Proposed Withdrawal.		
2.	To approve the various amendments to the Existing Articles as set out in Resolution No. 3 in the notice convening the Meeting.		

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

Notes:

1. 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).
2. 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).
3. If any proxy other than the Chairman is preferred, strike out "the Chairman of the Class 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.
4. 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.
5. 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.
6. 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.
7. To be valid, this form of proxy and, if such proxy from 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.
8. Where there are joint holders of any Share, any one of such persons may vote at the Class 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 Class 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.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Class Meeting or any adjournment thereof if you so wish.