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*This notice, for which the directors of the Company 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 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: (i) the information contained in this notice is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this notice misleading; and (iii) 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.*



**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 on Main Board: 840)**

**(Stock code on GEM: 8280)**

**NOTICE OF VOLUNTARY WITHDRAWAL OF LISTING  
ON THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED  
PROPOSED LISTING OF H SHARES ON THE MAIN BOARD OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED**

Notice is hereby given that, subject to the Proposed Withdrawal and the Introduction becoming unconditional, the last day of dealings in the H Shares on GEM will be 7 December 2007 and the listing of the H Shares on GEM will be withdrawn with effect from 9:30 a.m. on 10 December 2007. It is expected that dealings in the H Shares on the Main Board (stock code: 840) will commence at 9:30 a.m. on 10 December 2007.

The Proposed Withdrawal and the Introduction will have no effect on the existing share certificates in respect of the H Shares which will continue to be good evidence of legal title and will not involve any transfer or exchange of the existing share certificates of the Company. The Directors propose no change to be made to the board lot size, trading currency of the H Shares and the registrars of the H Shares in connection with the Proposed Withdrawal and the Introduction. H Shares will continue to be traded in board lots of 2000 H Shares each following the Introduction.

**There is no assurance that permission will be obtained from the Stock Exchange for the Introduction. Shareholders and potential investors should be aware that implementation of the Proposed Withdrawal and the Introduction are subject to the conditions set out below being fulfilled and thus may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares.**

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as defined in the announcement of Xinjiang Tianye Water Saving Irrigation System Company Limited\* (the “Company”) date 30 August 2007 in relation to, amongst other things, the Proposed Withdrawal.

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The implementation of the Proposed Withdrawal and the Introduction is conditional upon, among other things, (i) the CSRC granting approval for the listing of the H Shares on the Main Board; and (ii) the Main Board Listing Committee granting approval for the listing of, and permission to deal in, the H Shares on the Main Board.

The listing of the H Shares on the Main Board by way of introduction will be treated as a new listing. As a result, the closing price on the last day of dealings in the H Shares on GEM will not be disclosed as the previous closing price of the H Shares on the date of commencement of dealings in the H Shares on the Main Board. However, it will be disclosed as a note on teletext for reference purposes only.

Shareholders will be informed by way of public announcement in the event of any changes in the last day of dealings in the H Shares on GEM and/or the date of commencement of dealings in the H Shares on the Main Board.

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

Xinjiang, the PRC, 16 October 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 four independent non-executive Directors namely He Lin Wang, Xia Jun Min, Gu Lie Feng and Mak King Sau.*

*This notice will remain on the GEM website at “www.hkgem.com” on the “Latest Company Announcements” page for at least 7 days from the days of its posting.*

\* *for identification purpose only*