



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: 840)

Form of proxy for use at the Extraordinary General Meeting (“EGM”) to be held on 18 August 2010 (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 新疆天业节水灌溉股份有限公司 Xinjiang Tianye Water Saving Irrigation System Company Limited* (the “Company”) HEREBY APPOINT (note 3) the chairman of the EGM or (note 4) _____ of _____ as my/our proxy to attend and, on a poll, vote for me/us at the EGM of the Company 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 18 August 2010 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 EGM and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note 5):

| Ordinary Resolutions | | For | Against |
|----------------------|---|-----|---------|
| 1. | To approve the resignation of Mr. Guo Qing Ren as an executive director of the Company; | | |
| 2. | To consider and approve the appointment of Mr. Hou Guo Jun as an executive director of the Company with effect from the date of passing of the relevant resolution at the EGM for a term of three years; | | |
| 3. | To consider and approve the appointment of Mr. Yin Xiu Fa as an executive director of the Company with effect from the date of passing of the relevant resolution at the EGM for a term of three years; | | |
| 4. | To consider and approve the appointment of Mr. Chen Lin as an executive director of the Company with effect from the date of passing of the relevant resolution at the EGM for a term of three years; | | |
| 5. | To consider and approve the appointment of Mr. Wang Yun as an independent non-executive director of the Company with effect from the date of passing of the relevant resolution at the EGM for a term of three years; | | |
| 6. | To re-elect and appoint Mr. Shi Xiang Shen as an executive director of the Company; | | |
| 7. | To re-elect and appoint Mr. Li Shuang Quan as an executive director of the Company; | | |
| 8. | To re-elect and appoint Mr. Zhu Jia Ji as an executive director of the Company; | | |
| 9. | To re-elect and appoint Mr. He Lin Wang as an independent non-executive director of the Company; | | |
| 10. | To re-elect and appoint Mr. Xia Jun Min as an independent non-executive director of the Company; | | |
| 11. | To re-elect and appoint Mr. Gu Lie Feng as an independent non-executive director of the Company; | | |
| 12. | To re-elect and appoint Mr. Mak King Sau as an independent non-executive director of the Company; | | |
| 13. | To re-elect and appoint Mr. He Jie as a supervisor; | | |
| 14. | To re-elect and appoint Mr. Huang Jun Lin as a supervisor; | | |
| Special Resolution | | | |
| 15. | To consider and approve the proposed amendments to the Articles Association as set out in the circular dated 2 July 2010 and to authorise the Board to deal with relevant filing and amendment (if necessary) procedures and other pertinent matters in connection with the amendment of the Articles of Association. | | |

Shareholder's Signature (note 6): _____

Dated this _____ day of _____, 2010

Notes:

- 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).
- 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).
- If any proxy other than the Chairman is preferred, strike out “the chairman of the EGM” 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.**
- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and, on a poll, vote on his behalf. A proxy does not need to be a member of the Company.
- 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.** If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion.
- 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.
- 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 H Shares registrar and transfer office at Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for 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 holders of Domestic Shares only), not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.
- Where there are joint holders of any Share, any one of such persons may vote at the EGM 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 EGM 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.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof if you so wish.

* For identification purpose only



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(Stock Code: 840)

Extraordinary General Meeting to be held on 18 August 2010

REPLY SLIP

To: 新疆天业节水灌溉股份有限公司

Xinjiang Tianye Water Saving Irrigation System Company Limited* (the "Company")

I/We⁽¹⁾ _____

Of _____

(as shown in the register of members) being the registered holder(s) of⁽²⁾ _____ shares of nominal value of RMB1.00 each in the capital of the Company, hereby inform the Company that I/We intend to attend (in person or by proxy) the Extraordinary General Meeting of the Company 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 Wednesday, 18 August 2010 at 11:00 a.m.

Date: _____ 2010 Signature(s): _____

Notes:

1. Please insert full name(s) and address(es) (as shown in the register of members) in block capital(s).
2. Please insert the number and class of shares of the Company registered in your name(s).
3. In order to be valid, this completed and signed reply slip shall be delivered to the Company's H Share registrar and transfer office 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) on or before 4:00 p.m., Wednesday, 28 July 2010. This reply slip may be delivered to the Company by hand, by post or by facsimile (the fax no. of the Company's H Share registrar and transfer office: (852) 2861 1465 for holders of H Shares only or the Company's fax no: (86993) 262 3163 for holders of Domestic Shares only).

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