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新疆天業節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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of Xinjiang Tianye Water Saving Irrigation System Company Limited* (the “Company”) will 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 Thursday, 27 January 2011 at 11:00 a.m. for the following purpose and to pass the following resolution:

ORDINARY RESOLUTION

“**THAT** Pan-China (H.K.) CPA Limited be and is hereby appointed as auditors of the Company and its subsidiaries to fill the vacancy following the resignation of SHINEWING (HK) CPA Limited and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be and is hereby authorised to fix the remuneration of the auditors of the Company.”

By Order of the Board

Xinjiang Tianye Water Saving Irrigation System Company Limited*

Hou Guo Jun

Chairman

Xinjiang PRC, 13 December 2010

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint in written form for one or more than one proxy to attend and vote at the EGM on his behalf. A proxy needs not be a member of the Company.
2. The form of proxy for the EGM is herewith enclosed. In order to be valid, the form of proxy, 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 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.

3. Shareholders or their proxies shall present proofs of identities when attending the EGM.
4. The register of members of the Company will be closed from Friday, 7 January 2011 to Thursday, 27 January 2011, both days inclusive, during which no transfer of the shares of the Company will be effected. All transfers accompanied by the relevant share certificates for H Shares must be lodged with Company's H Share registrar and transfer office (for the holders of H Shares only) or lodged at the registered office of the Company (for the holders of Domestic Shares only) not later than 4:00 p.m. on Thursday, 6 January 2011. The Shareholders or their proxies being registered before the close of business on Thursday, 6 January 2011 are entitled to attend the EGM by presenting their identification documents.
5. Shareholders who intend to attend the EGM should complete and return the enclosed reply slip for attendance to the H Share registrar and transfer office of the Company in Hong Kong at Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for the holders of H Shares only) or to 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) 2861 1465 (for holders of H Shares only) or the Company's fax number: (86993) 262 3163 (for holders of Domestic Shares only)) on or before 4:00 p.m. on Thursday, 6 January 2011.
6. Voting of the resolution as set out in this notice will be by poll.
7. The EGM is expected to last for less than one day. Shareholders and their proxies shall attend the EGM at their own cost of travelling and accommodation.
8. The Company's registered address:

No. 36, Bei San Dong Road, Shihezi Economic and Technology Development Zone, Shihezi, Xinjiang, the PRC.

Fax: (86993) 262 3163

As at the date of this announcement, the Board comprises six executive Directors namely Hou Guo Jun, Shi Xiang Shen, Li Shuang Quan, Zhu Jia Ji, Yin Xiu Fa and Chen Lin, and five independent non-executive Directors namely He Lin Wang, Xia Jun Min, Gu Lie Feng, Mak King Sau and Wang Yun.

* *For identification purpose only*