



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)

Supplemental form of proxy for use at the Annual General Meeting ("AGM")  
to be held on Thursday, 12 May 2011 (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 AGM or (note 4) \_\_\_\_\_

\_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and, on a poll, vote for me/us at the AGM 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 Thursday, 12 May 2011 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 AGM and at the AGM (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):

	SPECIAL RESOLUTIONS	FOR	AGAINST
3.	To consider and approve the further amendments to the articles of association of the Company (details of which are set out pages 4-6 of the circular of the Company dated 29 April 2011) and that the Board be and is hereby authorized to deal with on behalf of the Company the relevant filing and amendments (where necessary) procedures and other related issues arising from the amendments to the articles of association of the Company.		

Shareholder's Signature (note 6): \_\_\_\_\_ Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2011

Notes:

**IMPORTANT: You should review the supplemental notice of annual general meeting dated 29 April 2011 before appointing a proxy.**

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 supplemental form of proxy relates. If no number is inserted, this supplemental 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 AGM" herein inserted and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS SUPPLEMENTAL FORM OF PROXY MUST BE INITIALED 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, on a poll, vote on his behalf. A proxy does not need to be a member of the Company.
5. 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.
6. This supplemental 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 supplemental 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM 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 AGM 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 AGM 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 supplemental form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.
10. This supplemental form of proxy is for the resolution contained herein only. For ordinary resolutions nos. 1-6 and special resolutions nos. 1-2, please use the original form of proxy despatched to Shareholders on 25 March 2011.

\* For identification purpose only