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**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 NOTICE OF  
THE ANNUAL GENERAL MEETING FOR YEAR 2010**

This notice is supplemental to the notice dated 25 March 2011 (the “**Notice**”) of the annual general meeting (the “**AGM**”) of Xinjiang Tianye Water Saving Irrigation System Company Limited (the “**Company**”). The AGM will be held, as originally scheduled, 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..

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held as originally scheduled to consider and, if thought fit, pass the following resolution in addition to the resolutions set out in the Notice:

**II. AS SPECIAL RESOLUTIONS:**

3. “THAT the proposed amendments to the Articles of Association as set out in the circular of the Company dated 29 April 2011 be and are hereby approved, and 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.” (for Chinese circular)

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

Xinjiang PRC, 29 April 2011

*Notes:*

1. The original form of proxy and a circular containing the notice of AGM were despatched to shareholders on 25 March 2011 together with the Company's 2010 Annual Report.

In light of the additional resolution to be voted on at the AGM, a supplemental form of proxy containing the additional resolution is despatched to shareholders on 29 April 2011 together with this supplemental notice of AGM. Shareholders are requested to complete and return the supplemental form of proxy in accordance with the instructions printed thereon.

If no supplemental form of proxy duly completed and returned is lodged with the Company, the original form of proxy lodged will be treated as valid if duly completed and returned. The proxy so appointed will be entitled to vote or abstain at his/her discretion on any resolution properly put to the AGM, including the additional resolution set out in the supplemental notice of AGM. If the Company receives, in addition to a duly completed and returned original form of proxy, a duly completed and returned supplemental form of proxy, the Company will treat both the original form of proxy and the supplemental form of proxy as valid. The supplemental form of proxy is for the additional resolution only. The proxy appointed only under the supplemental form of proxy should vote on the additional resolution only. Shareholders who wish to appoint a proxy to vote on the resolutions set out in the notice of AGM should also duly complete and return the original form of proxy.

2. Save for the inclusion of the additional resolution, there are no other changes to the resolutions set out in the notice of AGM dated 25 March 2011. Please refer to the notice of AGM for the other resolutions to be submitted to the AGM and the relevant matters.
3. A shareholder entitled to attend and vote at this meeting may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
4. In order to be valid, the supplemental form of proxy and, 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 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 a Shareholder from attending and voting at the AGM or any adjourned meeting should he/she so wish.

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

\* *For identification purpose only*