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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 19 MAY 2011

References are made to the notice of annual general meeting dated 25 March 2011 (the “**First AGM Notice**”), the supplemental notice of annual general meeting dated 29 April 2011 (the “**Supplemental AGM Notice**”), the circular dated 25 March 2011 (the “**First Circular**”) and the second circular dated 19 April 2011 (the “**Second Circular**”) of Xinjiang Tianye Water Saving Irrigation System Company Limited* (新疆天業節水灌溉股份有限公司) (the “**Company**”). Unless otherwise specified, capitalized terms used herein shall have the same respective meaning as those defined in the First Circular and the Second Circular.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the resolutions as set out in the First AGM Notice and the Supplemental AGM Notice were duly passed.

POLL RESULT OF AGM

ORDINARY RESOLUTIONS		Number of votes (Approximate %)			
		FOR	AGAINST	ABSTAIN	TOTAL
1.	To consider and approve the report of the Directors for the year ended 31 December 2010.	334,287,560 (98.56%)	4,900,000 (1.44%)	0 (0.00%)	339,187,560 (100%)
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2010.	334,287,560 (98.56%)	4,900,000 (1.44%)	0 (0.00%)	339,187,560 (100%)
3.	To consider and approve the audited financial statements of the Company and its subsidiaries and the auditors' report for the year ended 31 December 2010.	334,287,560 (98.56%)	4,900,000 (1.44%)	0 (0.00%)	339,187,560 (100%)
4.	To consider and approve the resolution of making appropriation to statutory surplus reserve fund for the year ended 31 December 2010.	333,537,560 (98.33%)	5,650,000 (1.67%)	0 (0.00%)	339,187,560 (100%)
5.	To authorise the Board to fix the remuneration of the Directors and the supervisors of the Company for the year 2011.	334,287,560 (98.56%)	4,900,000 (1.44%)	0 (0.00%)	339,187,560 (100%)
6.	To consider an approval the re-appointment of Pan-China (H.K.) CPA Limited as auditors of the Company and to authorise the Board to fix their remunerations.	334,287,560 (98.56%)	4,900,000 (1.44%)	0 (0.00%)	339,187,560 (100%)

ORDINARY RESOLUTIONS		Number of votes (Approximate %)			
		FOR	AGAINST	ABSTAIN	TOTAL
1.	To approve the proposal on the grant of general mandate to the Board to issue, allot and deal with the additional Domestic Shares and/or H Shares under the Special Resolutions No. 1 in the First AGM Notice.	318,179,560 (93.81%)	21,008,000 (6.19%)	0 (0.00%)	339,187,560 (100%)
2.	To consider and approve the amendments to the articles of association of the Company (details of which are set out in the First Circular) and that the Board be and is hereby authorised 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.	337,015,560 (99.36%)	2,172,000 (0.64%)	0 (0.00%)	339,187,560 (100%)
3.	To consider and approve the amendments to the articles of association of the Company (details of which are set out in the Second Circular) and that the Board be and is hereby authorised 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.	338,611,560 (99.83%)	0 (0.00%)	576,000 (0.17%)	339,187,560 (100%)

As at the date of AGM, there were 202,400,000 H Shares and 317,121,560 Domestic Shares in issue, which were the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM. There were no restrictions on the Shareholders to cast votes on any of the resolutions at the AGM and no Shares entitling the Shareholders to attend and vote only against any of the proposed resolutions at the AGM. In addition, there was no Shareholder who holds 5% or more of the Shares with voting rights had put forward any proposal at the AGM.

The Shareholders and authorised proxies holding an aggregate of 339,187,560 Shares, representing approximately 65.29% of the total issued Shares of the Company, were present and voting at the AGM.

As the ordinary resolutions numbered 1 to 6 were passed by more than a simple majority, these resolutions were duly passed as ordinary resolutions. As the special resolutions numbered 1 to 3 were passed by more than two-thirds majority, these resolutions were duly passed as special resolutions.

No Shareholders were required to abstain from voting in respect of any resolutions proposed for approval at the AGM.

Pan-China (H.K.) CPA Limited was appointed as the scrutineer for the vote-taking of the poll at the AGM.

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

Xinjiang PRC, 19 May 2011

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