



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 Annual General Meeting (“AGM”)
to be held on Friday, 5 June 2015 (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 Friday, 5 June 2015 at 11:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM dated 21 April 2015 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):

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To consider and approve the report of the directors (the “Directors”) of the Company for the year ended 31 December 2014;		
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2014;		
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors’ report for the year ended 31 December 2014;		
4.	To consider and approve the resolution for making appropriation to statutory surplus reserve fund for the year ended 31 December 2014;		
5.	To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors and the supervisors (the “Supervisors”) of the Company for the year 2015;		
6.	To consider and approve the re-appointment of Pan-China Certified Public Accountants LLP as auditors of the Company and to authorize the Board to fix their remunerations;		
7.	To consider and approve that: (a) the master purchase agreement (the “Agreement”) dated 23 March 2015 entered into between the Company and Xinjiang Tianye (Group) Limited* (新疆天业(集团)有限公司) (“Tianye Holdings”) (a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose) including the relevant annual caps for the 3 years ending on 31 December 2017 be and are hereby approved, confirmed and ratified; and (b) any one Director of the Company, be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement		

SPECIAL RESOLUTIONS		FOR	AGAINST
1.	To approve the proposal on the grant of the issue mandate to the Board to issue, allot and deal with the additional Domestic Shares and/or H Shares of the Company under the Special Resolution No. 1 in the notice of the AGM.		
2.	To approve the proposal on the grant of the repurchase mandate to the Board to repurchase H Shares of the Company under the Special Resolution No. 2 in the notice of the AGM.		
3.	To approve the proposal on the extension of the general mandate granted to the Board to issue new shares of the Company under Special Resolution No.3 in the notice of the AGM.		

Shareholder's Signature (*note 6*): _____

Dated this _____ day of _____ 2015

Notes:

IMPORTANT: You should review the notice of annual general meeting dated 21 April 2015 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 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).
3. If any proxy other than the Chairman is preferred, strike out "the chairman of the AGM" herein 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.
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 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 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, Level 22, Hopewell Centre, 183 Queen's Road East, 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 form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish.
10. This form of proxy is for the resolution contained herein only.

* *For identification purpose only*



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)

ANNUAL GENERAL MEETING
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 Annual 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 Friday, 5 June
2015 at 11:00 a.m..

Date: _____ 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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. on Friday, 15 May 2015. 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) 28611465 for holders of H Shares only or the Company's fax no: (86993) 2623183 for holders of Domestic Shares only).

* For identification purpose only