



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 extraordinary general meeting (the “EGM”) to be held on
Thursday, 18 February 2021 (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 EGM
or^(note 4) _____
of _____

as my/our proxy to attend and, on a poll, vote for me/us at the EGM 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, 18 February 2021 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 EGM dated 14 January 2021 and at the EGM (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.	The Master Purchase Agreement dated 26 November 2020 between the Company and Tianye Group (for itself and on behalf of its subsidiaries) (a copy of which is produced to the EGM and marked “A” and initialled by the chairman of the EGM for identification purpose) and the non-exempt continuing connected transactions contemplated thereunder (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) be and are hereby approved, confirmed and ratified; the annual caps for each of the three years ended 31 December 2023 (as defined in the announcement of the Company dated 26 November 2020 and the relevant circular dispatched to the Shareholders of the Company in due course, which the notice of EGM forms part thereof, and a copy of which is produced to the EGM and marked “B” and initialled by the chairman of the EGM for identification purpose) be and are hereby approved; and any director of the Company be and is hereby authorized to, for and on behalf of the Company, execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be necessary or expedient to implement or give effect the Agreement.		

ORDINARY RESOLUTIONS		FOR	AGAINST
2.	The Master Sales Agreement dated 26 November 2020 between the Company and Tianye Group (for itself and on behalf of its subsidiaries) (a copy of which is produced to the EGM and marked “C” and initialled by the chairman of the EGM for identification purpose) and the non-exempt continuing connected transactions contemplated thereunder (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) be and are hereby approved, confirmed and ratified; the annual caps for each of the three years ended 31 December 2023 (as defined in the announcement of the Company dated 26 November 2020 and the relevant circular dispatched to the Shareholders of the Company in due course, which the notice of EGM forms part thereof, and a copy of which is produced to the EGM and marked “B” and initialled by the chairman of the EGM for identification purpose) be and are hereby approved; and any director of the Company be and is hereby authorized to, for and on behalf of the Company, execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be necessary or expedient to implement or give effect the Agreement.		
SPECIAL RESOLUTION		FOR	AGAINST
3.	The proposed amendments to the existing articles of association of the Company (details of which are set out in the announcements of the Company dated 8 December 2020 and 11 January 2021 and the relevant circular dispatched to the Shareholders of the Company in due course, which the notice of EGM forms part thereof, and a copy of which is produced to the EGM and marked “B” and initialled by the chairman of the EGM for identification purpose) be and are hereby approved; and any director of the Company be and is hereby authorized to, for and on behalf of the Company, handle the relevant filing and amendment procedures (if necessary) and other related matters arising from amendments to the articles of association of the Company.		

Shareholder's Signature^(note 6): _____ Dated this _____ day of _____ 2021

Notes:

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 EGM” 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 EGM 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 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, Level 54, 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 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.
8. Where there are joint holders of any Share, any one of such persons may vote at the EGM 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 EGM 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 EGM or any adjournment thereof if you so wish.

* For identification purpose only