



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 of ("AGM") to be held on 25th April, 2008 (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 Xinjiang Tianye Water Saving Irrigation System Limited* (the "Company") HEREBY APPOINT (note 3) the chairman of
the AGM or (note 4) _____
of _____
as my/our proxy to attend and vote for me/us and People's Republic of China (the "PRC") on Friday, 25th April, 2008 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, and if no such indication is given, as my/our proxy thinks fit. My/our proxy will also
be entitled to vote on any matter properly put to the AGM in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)
1.	To consider and approve the report of the directors (the "Directors") of the Company for the year ended 31st December, 2007.		
2.	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31st December, 2007.		
3.	To consider and approve the audited financial statements of the Company and its subsidiary and the auditors' report for the year ended 31st December, 2007.		
4.	To consider and approve the declaration by the board of Directors (the "Board") of a final dividend of RMB0.036 per share (inclusive of applicable tax) for the year ended 31st December, 2007, payable to each shareholder whose names appear on the register of members of the Company as at 2nd April, 2008 and to authorise the Directors to take any necessary actions required under the applicable laws and regulations in connections hereto;		
5.	To consider and approve the resolution for making appropriation to statutory surplus reserve fund for the year ended 31st December, 2007.		
6.	To authorise the board (the "Board") of Directors to fix the remuneration of the Directors and the Supervisors of the Company for the year 2008.		
7.	To consider and approve the re-appointment of SHINEWING (HK) CPA Limited as auditors of the Company and to authorise the Board to fix their remunerations.		
SPECIAL RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)
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 of the Company under the resolution 8 in the notice of the AGM.		
2.	To approve the proposed amendments to the articles of association of the Company (the "Articles of Association") which reflect Shenzhen City Li Tai Lai Investment Development Company Limited transferred its 52,000,000 domestic shares to Mr. Guo Shu Qing and its 41,994,831 domestic shares to Mr. Wang Xian Xian.		

Shareholder's Signature (note 6): _____

Dated this _____ day of _____, 2008

Notes:

- 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).
- 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).
- 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 FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his behalf. A proxy does not need to be a member of the Company.
- IMPORTANT: 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. Failure to complete the box will entitle your proxy to cast his votes at his discretion.
- 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.
- 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 registered office at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC, 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.
- 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.
- 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.

* For identification purpose only