



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)

**Revised Form of Proxy for Use at the Annual General Meeting (“AGM”)
to be Held on Friday, 14 June 2019 (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, 14 June 2019 at 12:00 noon (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 14 June 2019 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 2018; | | |
| 2. | To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2018; | | |
| 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 2018; | | |
| 4. | To consider and approve the resolution for making appropriation to statutory surplus reserve fund for the year ended 31 December 2018; | | |
| 5. | To consider and re-elect the following persons as executive Directors with effect from the date of passing of this resolution for a term of three years: | | |
| | (a) Mr. Chen Lin; | | |
| | (b) Mr. Huang Dong; and | | |
| | (c) Mr. Tan Xinmin. | | |
| 6. | To consider and re-elect the following persons as independent non-executive Directors with effect from the date of passing of this resolution for a term of three years: | | |
| | (a) Mr. Yin Feihu; | | |
| | (b) Mr. Qin Ming; | | |
| | (c) Ms. Gu Li; and | | |
| | (d) Mr. Hung Ee Tek. | | |

| ORDINARY RESOLUTIONS | | FOR | AGAINST |
|----------------------|--|-----|---------|
| 7. | To consider and re-elect the following persons as shareholders representative Supervisors with effect from the date of passing of this resolution for a term of three years: | | |
| | (a) Mr. Chen Cailai; | | |
| | (b) Mr. Xie Xinghui; and | | |
| | (c) Ms. Chen Jun. | | |
| 8. | To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors and the supervisors of the Company for the year 2019; and | | |
| 9. | To consider and approve the re-appointment of Pan-China Certified Public Accountants LLP as auditors of the Company and to authorise the Board to fix their remunerations. | | |

| 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. | | |
| 4. | To approve the resolution in relation to the amendments to the Articles of Association of the Company and authorize the Board of the Company to handle the relevant filing and amendment (if necessary) procedures and other related matters arising from the amendments to Articles of Association of the Company on behalf of the Company. | | |

Shareholder's Signature^(note 6): _____

Dated this _____ day of _____ 2019

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 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.
- 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.
- 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.
- 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 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.
- 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.
- This form of proxy is for the resolution contained herein only.
- The revised notice of the annual general meeting replaces the notice of the annual general meeting which was uploaded to the website of The Stock Exchange of Hong Kong Limited on 23 April 2019.

* For identification purpose only