
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xinjiang Tianye Water Saving Irrigation System Company Limited*, you should at once hand this circular, together with the enclosed forms of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

(1) PROPOSED ELECTION OF EXECUTIVE DIRECTOR;
(2) PROPOSED ELECTION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice for convening the extraordinary general meeting (“EGM”) of the Company to be held at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC on Monday, 21 February 2022 is set out on pages 8 to 9 of this circular. Whether or not you are able to attend the EGM, please complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon to the Hong Kong H share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for the holders of H Shares only), as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting(s) thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting(s) thereof should you so wish.

* For identification purpose only

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

“Articles of Association”	the articles of association of the Company as may be amended from time to time;
“Board”	the board of Directors;
“Company”	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 company established in the PRC with limited liability, whose H Shares are listed and traded on the Main Board of the Stock Exchange;
“Directors”	the directors of the Company;
“Domestic Share(s)”	domestic share(s) of nominal value of RMB1.00 each in the registered capital of the Company, which are subscribed for in RMB;
“EGM”	the extraordinary general meeting of the Company to be convened on Monday, 21 February 2022 at 11:00 a.m. at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the People’s Republic of China (the “ PRC ”), the notice of which is set out on pages 8 to 9 of this circular;
“EGM Notice”	the notice dated 28 January 2022 for convening the EGM as set out on pages 8 to 9 of this circular;
“Group”	the Company and its subsidiaries;
“H Share(s)”	the overseas listed foreign invested share(s) of nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Main Board of the Stock Exchange and subscribed for and traded in HK\$;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	26 January 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	H Shares, the Domestic Shares and all shares of other class(es) resulting from any sub-division, consolidation or reclassification thereof from time to time in the share capital of the Company;
“Shareholder(s)”	the holder(s) of H Shares and Domestic Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Supervisor(s)”	the supervisor(s) of the Company.



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)

Executive Directors:

Mr. Chen Lin (*Chairman*)
Mr. Huang Dong
Mr. Tan Xinmin

Independent non-executive Directors:

Mr. Yin Feihu
Mr. Qin Ming
Ms. Gu Li
Mr. Hung Ee Tek

Supervisors:

Mr. Chen Cailai
Mr. Xie Xinghui
Ms. Chen Jun

Registered office:

No. 36, Bei San Dong Road,
Shihezi Economic and Technological
Development Zone,
Shihezi,
Xinjiang,
PRC

Principal place of business in Hong Kong:

Unit A, 27/F,
Billion Plaza II,
10 Cheung Yue Street,
Cheung Sha Wan, Kowloon,
Hong Kong

28 January 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED ELECTION OF EXECUTIVE DIRECTOR;
(2) PROPOSED ELECTION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information about (1) the proposed election of executive Director, (2) the proposed election of independent non-executive Director, and (3) the EGM.

* For identification purposes only

LETTER FROM THE BOARD

ORDINARY RESOLUTIONS

2. PROPOSED ELECTION OF DIRECTOR

Resignation of Directors

Reference is made to the announcement of the Company dated 27 January 2022 in relation to the respective resignations of Mr. Chen Lin (“**Mr. Chen**”) and Mr. Qin Ming (“**Mr. Qin**”) as executive Director and independent non-executive Director due to change in work arrangements and career development. Their resignations will take effect from the date of the EGM.

Each of Mr. Chen and Mr. Qin has no disagreement with the Board. As confirmed by the Company, Mr. Chen and Mr. Qin, respectively, there are no other matters that need to be brought to the attention of the Shareholders in respect of their resignations.

At the same time, Mr. Chen resigns from his position as member of the nomination committee of the Company with effect from the date of the EGM.

At the same time, Mr. Qin resigns from his positions as chairman of the audit committee, and member of the remuneration committee and the nomination committee of the Company with effect from the date of the EGM.

Proposed Election of Directors

The Company has proposed the appointment of Mr. Li He and Mr. Li Lianjun as executive Director and independent non-executive Director respectively with effect from the date of EGM.

Ordinary resolutions will be proposed at the EGM seeking approval of the elections of Mr. Li He and Mr. Lianjun as executive Director and independent non-executive Directors, respectively, effective from the date on which the said resolutions are passed at the EGM, until the expiry of the current session of the Board.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders’ approval at that relevant general meeting.

LETTER FROM THE BOARD

The biographical details of each of the Directors proposed to be elected are set out as follows:

Executive Director

Mr. Li He, aged 44, a member of the Communist Party of China, graduated from Ningxia University with a dual bachelor's degree in landscape architecture and administrative management. Mr. Li He was awarded a qualification certificate for engineering by the Ministry of Agriculture of China in 2008. He joined Xinjiang Tianye (Group) Limited* (新疆天業(集團)有限公司) (the controlling Shareholder of the Company) as a technician in 2003. He joined the Company in 2005 and has been serving as a deputy general manager of the Company since 2009. Mr. Li He is also an executive director of Akesu Tianye Water Saving Co., Ltd* (阿克蘇天業節水有限公司) (a wholly-owned subsidiary of the Company) and Xinjiang Tianye Nanjiang Water Saving Agriculture Co., Ltd* (新疆天業南疆節水農業有限公司) (a wholly-owned subsidiary of the Company), as well as a director of Zhongxinnong Modern Water Saving Technology Company Limited* (中新農現代節水科技有限公司) (a subsidiary of the Company) and Urumuqi Hongrui Plastic Trade Limited* (烏魯木齊泓瑞塑化商貿有限公司) (a subsidiary of the Company).

Save as disclosed above, Mr. Li He has confirmed that: (1) he did not hold any position of the Group or any directorship of other listed companies in the last three years; (2) he does not have any relationship with any Director, supervisor, senior management, or substantial or controlling shareholder of the Company or any of its subsidiaries; and (3) he does not have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

In addition, he has confirmed that no other information is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Independent Non-executive Director

Mr. Li Lianjun, aged 57, a member of the Communist Party of China, graduated from Shihezi Radio and Television University* (石河子廣播電視大學) with a bachelor's degree in law. Mr. Li Lianjun was qualified as a lawyer in 1998 and started his career as a professional lawyer in 2003. Besides currently serving as the director of Shanghai Hansheng (Shihezi) Law Firm* (上海漢盛(石河子)律師事務所), Mr. Li Lianjun is currently a member of the Party Committee of the Lawyers Association of Xinjiang Production and Construction Corps* (兵團律師協會), a vice president of the Lawyers Association of Xinjiang Production and Construction Corps* and the president of Shihezi Lawyers Association* (石河子律師協會). Mr. Li Lianjun is well-experienced in providing legal retainer services.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Li Lianjun has confirmed that: (1) he did not hold any position of the Group or any directorship of other listed companies in the last three years; (2) he does not have any relationship with any Director, supervisor, senior management, or substantial or controlling shareholder of the Company or any of its subsidiaries; and (3) he does not have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

In addition, he has confirmed that no other information is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Emoluments of Directors proposed to be elected

Upon their election becoming effective, Mr. Li He will not receive any Director's fees from the Company, except that his salary for serving as the deputy general manager of the Company will be determined by the Company by reference to his duties and responsibilities with the Company and the market rate for the position. Mr. Li Lianjun will receive an annual Director's fee of RMB30,000, which is determined by the remuneration committee of the Company with reference to his duties and responsibilities with the Company and the market rate for the position, subject to the approval of the Shareholders.

3. EGM

The EGM will be held on Monday, 21 February 2022 at the conference room of the Company at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC.

The notice for convening the EGM at which the resolutions mentioned above will be proposed is set out on pages 8 to 9 of this circular.

Each Shareholder who has the right to attend and vote at the EGM is entitled to appoint one or more proxies, whether they are Shareholders or not, to attend and vote on his behalf at the EGM. A form of proxy for use by the Shareholders at the EGM is enclosed. Whether or not you intend to be present at the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Hong Kong H share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for the holders of H Shares only), as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjourned meeting(s) thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting(s) thereof should you so wish.

LETTER FROM THE BOARD

4. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, save for certain procedural or administrative matters to be decided by the chairman of the meeting, all votes of the Shareholders at the general meetings will be taken by poll. Accordingly, the chairman of the EGM will therefore demand a poll for every resolution to be put to the vote at the EGM pursuant to the Articles of Association.

5. CLOSURE OF REGISTER OF MEMBERS

For the purpose of the EGM, the register of the members of the Company will be closed from Thursday, 17 February 2022 to Monday, 21 February 2022 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the EGM of the Company, all instrument of transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's H Share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. on Wednesday, 16 February 2022.

6. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

7. RECOMMENDATION

The Board consider that all the proposed resolutions as set out in the EGM Notice are in the interests of the Company and the Shareholders as a whole, and accordingly, the Board recommend all Shareholders vote in favour of all the resolutions to be proposed in the EGM Notice in respect thereof.

Yours faithfully
For and on behalf of the Board
Xinjiang Tianye Water Saving Irrigation System Company Limited*
Chen Lin
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of Xinjiang Tianye Water Saving Irrigation System Company Limited* (the “Company”) will 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 Monday, 21 February 2022 at 11:00 a.m. for the following purposes and to pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and elect Mr. Li He as an executive director of the Company with effect from the date of passing of this resolution, and to authorize the Board of the Company to fix his remuneration; and
2. To consider and elect Mr. Li Lianjun as an independent non-executive director of the Company with effect from the date of passing of this resolution, and to authorize the Board of the Company to fix his remuneration.

By Order of the Board
Xinjiang Tianye Water Saving Irrigation System Company Limited*
Chen Lin
Chairman

Xinjiang, the PRC, 28 January 2022

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Chen Lin (Chairman), Mr. Huang Dong and Mr. Tan Xinmin, and four independent non-executive Directors, namely Mr. Yin Feihu, Mr. Qin Ming, Ms. Gu Li and Mr. Hung Ee Tek.

* For identification purpose only

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint in written form one or more than one proxy to attend and vote at the EGM on his behalf. A proxy need not be a member of the Company.
2. The form of proxy for the EGM is herewith enclosed. In order to be valid, the 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 Share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for the holders of H 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.
3. Shareholders or their proxies shall present proofs of identities when attending the EGM.
4. The register of the members of the Company will be closed from Thursday, 17 February 2022 to Monday, 21 February 2022 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the EGM of the Company, all instrument of transfers, accompanied by the relevant share certificates, must be lodged with the Company's H Share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. on Wednesday, 16 February 2022.
5. Shareholders who intend to attend the EGM should complete and return the enclosed reply slip for attendance to the H Share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for the holders of H Shares only), by hand, by post or by fax (the fax number of the Company's H Share registrar and transfer office: (852) 28611465 (for holders of H Shares only) on or before 4:30 p.m. on Wednesday, 16 February 2022.
6. Voting of the resolutions as set out in this notice will be by poll.
7. The EGM is expected to last for less than half day. The Shareholders and proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
8. The Company's registered address:

No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC

Fax: (86993) 2623183