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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)

### POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 15 JUNE 2012

References are made to the notice of postponed annual general meeting dated 23 May 2012 (the “**AGM Notice**”), the circular dated 28 March 2012 (the “**First Circular**”) and the second circular dated 4 May 2012 (the “**Second Circular**”) of Xinjiang Tianye Water Saving Irrigation System Company Limited\* (新疆天业节水灌溉股份有限公司) (the “**Company**”). Unless otherwise specified, capitalized terms used herein shall have the same respective meaning as those defined in the First Circular and the Second Circular.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the resolutions as set out in the AGM Notice were duly passed.

#### POLL RESULT OF THE AGM

ORDINARY RESOLUTIONS		Number of votes (Approximate %)		
		FOR	AGAINST	TOTAL
1.	To consider and approve the report of the directors (the “Directors”) of the Company for the year ended 31 December 2011;	323,985,560 (100%)	0 (0.00%)	323,985,560 (100%)
2.	To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2011;	323,985,560 (100%)	0 (0.00%)	323,985,560 (100%)
3.	To consider and approve the audited financial statements of the Company and its subsidiary and the auditors’ report for the year ended 31 December 2011;	323,985,560 (100%)	0 (0.00%)	323,985,560 (100%)
4.	To consider and approve the resolution for making appropriation to statutory surplus reserve fund for the year ended 31 December 2011;	323,985,560 (100%)	0 (0.00%)	323,985,560 (100%)
5.	To authorize the board of Directors of the Company (“the Board”) to fix the remuneration of the Directors and the supervisors (“Supervisors”) of the Company for the year 2012;	323,985,560 (100%)	0 (0.00%)	323,985,560 (100%)
6.	To appoint Pan-China Certified Public Accountants LLP as the auditors of the Company following the resignation of Pan-China (H.K.) CPA Limited on 26 April 2012 and to authorize the Board to fix their remuneration;	323,985,560 (100%)	0 (0.00%)	323,985,560 (100%)
7.	To approve the resignation of Mr. Hou Guo Jun as an executive director of the Company;	323,985,560 (100%)	0 (0.00%)	323,985,560 (100%)

ORDINARY RESOLUTIONS		Number of votes (Approximate %)		
		FOR	AGAINST	TOTAL
8.	To consider and approve the appointment of Mr. Shao Mao Xu as an executive director of the Company with effect from the date of passing of the relevant resolution at the AGM for a term of three years;	323,985,560 (100%)	0 (0.00%)	323,985,560 (100%)
9.	To consider and approve that:	10,098,639 (100%)	0 (0.00%)	10,098,639 (100%)
	(a) the agreement (the “Master Purchase Agreement”) dated 12 March 2012 entered into between the Company and Xinjiang Tianye (Group) Limited* (新疆天業(集團)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) in relation to the purchase by the Group on an ongoing basis of certain PVC resins which may be required by the Group, and the terms of and the transactions contemplated under the Master Purchase Agreement and the implementation thereof be and are hereby approved, confirmed and ratified; and			
	(b) the proposed annual caps in relation to the transactions under the Master Purchase Agreement for the period from the date on which the Master Purchase Agreement becomes effective until the end of the financial year ending 31 December 2014 will not exceed RMB266,800,000, RMB266,800,000 and RMB266,800,000 respectively be and are hereby approved; and			
	(c) any one director of the Company, be and is hereby authorised 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 Master Purchase Agreement.			

SPECIAL RESOLUTION		Number of votes (Approximate %)		
		FOR	AGAINST	TOTAL
1.	To consider and approve the amendments to the articles of association of the Company (details of which are set out pages 11-12 of the circular of the Company dated 28 March 2012) and that the Board be and is hereby authorized to deal with on behalf of the Company the relevant filing and amendments (where necessary) procedures and other related issues arising from the amendments to the articles of association of the Company.	323,985,560 (100%)	0 (0.00%)	323,985,560 (100%)

As at the date of the AGM, there were 202,400,000 H Shares and 317,121,560 Domestic Shares in issue, which were the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM except ordinary resolution 9. There were no restrictions on the Shareholders to cast votes on any of the resolutions at the AGM except ordinary resolution 9 and no Shares entitling the Shareholders to attend and vote only against any of the proposed resolutions at the AGM. In addition, there was no Shareholder who holds 5% or more of the Shares with voting rights had put forward any proposal at the AGM.

Tianye Holdings and Tianye Company are connected persons of the Company. Together with their associates, they hold a total of 329,893,921 Shares which represented approximately 63.50% of the total issued Share of the Company. They were required to abstain from voting at the AGM for ordinary resolution 9 above and had abstained from voting for ordinary resolution 9 at the AGM. The total number of Shares entitling the holders to attend and vote for or against ordinary resolution 9 at the AGM was 186,393,000 H Shares and 3,234,639 Domestic Shares.

The Shareholders and authorised proxies holding an aggregate of 323,985,560 Shares, representing approximately 62.36% of the total issued Shares of the Company, were present and voting at the AGM.

As the ordinary resolutions numbered 1 to 9 were passed by more than a simple majority, these resolutions were duly passed as ordinary resolutions. As the special resolution numbered 1 was passed by more than two-thirds majority, the resolution was duly passed as special resolution.

Apart from ordinary resolution 9, no Shareholders were required to abstain from voting in respect of any resolutions proposed for approval at the AGM.

Pan-China Certified Public Accountants LLP was appointed as the scrutineer for the vote-taking of the poll at the AGM.

By Order of the Board  
**Xinjiang Tianye Water Saving Irrigation System Company Limited\***  
**Yin Xiu Fa**  
*Chairman*

Xinjiang PRC, 15 June 2012

*As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Yin Xiu Fa (Chairman), Mr. Shi Xiang Shen, Mr. Li Shuang Quan, Mr. Zhu Jia Ji, Mr. Shao Mao Xu and Mr. Chen Lin and five independent non-executive Directors, namely Mr. He Lin Wang, Mr. Xia Jun Min, Mr. Gu Lie Feng, Mr. Mak King Sau and Mr. Wang Yun.*

\* For identification purpose only