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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 DIRECTORS;  
(2) PROPOSED ELECTION OF SUPERVISOR;  
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
AND  
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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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 Tuesday, 26 February 2019 is set out on pages 14 to 16 of this circular. Whether or not you are able to attend such meeting, 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 meeting or any adjourned meeting(s) thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting(s) thereof should you so wish.

\* *For identification purpose only*

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## TABLE OF CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	4
2. Proposed Election of Directors .....	4
3. Proposed Election of Supervisor .....	7
4. Proposed Amendments to the Articles of Association .....	9
5. EGM .....	11
6. Voting by Way of Poll .....	12
7. Closure of Register of Members .....	12
8. Responsibility Statement .....	12
9. Recommendation .....	13
<b>Notice of Extraordinary General Meeting</b> .....	14

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## DEFINITIONS

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*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;
“Chairman”	chairman of the Board;
“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;
“EGM”	the extraordinary general meeting of the Company to be convened on Tuesday, 26 February 2019 at 10:30 a.m. at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC, the notice of which is set out on pages 14 to 16 of this circular;
“EGM Notice”	the notice dated 11 January 2019 for convening the EGM as set out on pages 14 to 16 of this circular;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	8 January 2019, 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;
“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes 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);

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## DEFINITIONS

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“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 from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor(s)”	the supervisor(s) of the Company;
“Tianye Company”	新疆天業股份有限公司(Xinjiang Tianye Company Limited*), a company established in the PRC with limited liability on 9 June 1997, the A shares of which are listed on the Shanghai Stock Exchange. It is a controlling Shareholder of the Company

\* *For identification purpose only*

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Chen Lin (*Chairman*)  
Mr. Zhang Qiang (*Chief Executive Officer*)  
Mr. Li He  
Mr. Yang Wan Sen

*Independent non-executive Directors:*

Mr. Yin Feihu  
Mr. Qin Ming

*Supervisors:*

Mr. Xu Hongzhen  
Mr. Wang Jian  
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

11 January 2019

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED ELECTION OF DIRECTORS;  
(2) PROPOSED ELECTION OF SUPERVISOR;  
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
AND  
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide you with information about (1) the proposed election of Directors, (2) the proposed election of Supervisor, (3) the proposed amendments to the Articles of Association, and (4) the EGM.

### ORDINARY RESOLUTIONS

### 2. PROPOSED ELECTION OF DIRECTORS

#### Resignation of Directors

Reference is made to the announcement of the Company dated 11 January 2019 in relation to the resignations of Mr. Zhang Qiang (“**Mr. Zhang**”), Mr. Yang Wan Sen (“**Mr. Yang**”), and Mr. Li He (“**Mr. Li**”) as executive Directors due to their career development. Their resignations will take effect from the date of the EGM.

Each of Mr. Zhang, Mr. Yang and Mr. Li has confirmed that each of them has no disagreement with the Board. As confirmed by the Company with Mr. Zhang, Mr. Yang and Mr. Li, 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. Zhang resigns from his position as a member of the remuneration committee with effect from the date of the EGM.

Upon their resignations, Mr. Zhang will remain as the general manager, and Mr. Yang and Mr. Li will remain as vice general managers of the Company.

#### Proposed Election of Directors

The Company and Tianye Company have proposed the appointment of Mr. Tan Xinmin (“**Mr. Tan**”) and Mr. Huang Dong (“**Mr. Huang**”) as executive Directors, respectively, while the State-owned Assets Supervision and Administration Commission of the 8th Division Farm and the Company have proposed the appointment of Ms. Gu Li (“**Ms. Gu**”) and Mr. Hung Ee Tek (“**Mr. Hung**”) as independent non-executive Directors, respectively with effect from the date of EGM, until the expiry of the current session of the Board.

Ordinary resolutions will be proposed at the EGM seeking approval of the elections of Mr. Tan and Mr. Huang as executive Directors, and Ms. Gu and Mr. Hung as independent non-executive Directors 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.

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## LETTER FROM THE BOARD

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

**Executive Directors:**

Mr. Tan Xinmin, aged 50, who graduated from Bingtuan Radio & TV University, Shihezi\* (兵團廣播電視大學石河子分校) with an undergraduate's degree, is an assistant accountant. From August 1985 to November 1986, he held office at the Shihezi Beiye Prison. Subsequently, he took up employment at Shihezi 141st Regiment from December 1986 to October 1999, and at Tianye Plastic Plant from November 1999 to March 2002. Since April 2002, Mr. Tan has been working at Gansu Tianye Water Saving Device Co., Ltd., during which, his positions include accountant, fiscal chief, chairman, and general manager. Currently, he is the chairman and general manager of Gansu Tianye Water Saving Device Co., Ltd.

Save as disclosed above, Mr. Tan 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 other Director, supervisor, senior management, or substantial or controlling shareholder of the Company or 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.

Mr. Huang Dong, aged 46, who graduated from Xi'an Mining Industry College with a bachelor's degree, is a senior engineer. Previously, he served as deputy general manager and deputy plant president at Xinjiang Shihezi City Zhongfa Chemical Co., Ltd.\* (石河子中發化工有限責任公司) and Shihezi Chemical Plant. Currently, Mr. Huang holds office as the deputy party secretary, deputy general manager and deputy plant president of Xinjiang Shihezi City Zhongfa Chemical Co., Ltd. and Shihezi Chemical Plant, as deputy director at the technology center of Xinjiang Tianye (Group) Co., Ltd, and as director of Xinjiang Tianye Company Limited.

Save as disclosed above, Mr. Huang 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 other Director, supervisor, senior management, or substantial or controlling shareholder of the Company or 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.

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## LETTER FROM THE BOARD

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### **Independent Non-Executive Directors:**

Ms. Gu Li, aged 49, who graduated from Xinjiang University of Finance & Economics with a bachelor's degree, is a certified public accountant and a national judicial accounting appraiser. From June 1991 to November 2000, Ms. Gu was a senior staff member and worked as an accountant in the Poverty Alleviation Office of Xinjiang Production and Construction Corps. Since December 2000, she has been responsible for auditing at Xinjiang Xin Xin Hua Tong Certified Public Accountants Co., Ltd.\* (新疆新新華通有限責任會計師事務所). From June 2004 to January 2010, Ms. Gu served as the manager of Audit Department 2 of Xinjiang Xin Xin Hua Tong Certified Public Accountants Co., Ltd., and was promoted as deputy director of the same firm from January 2010 to January 2012. She has been serving as the director, legal representative and chief accountant of Xinjiang Xin Xin Hua Tong Certified Public Accountants Co., Ltd. since 2012.

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

In addition, she 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.

Mr. Hung Ee Tek, aged 56, is a member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants of the United Kingdom. He obtained the Master of Arts in International Accounting from the City University of Hong Kong in 2002, and the Master of Arts in Global China Studies from the Hong Kong University of Science and Technology in 2006. From 2006 to 2017, Mr. Hung Ee Tek served as the CFO and company secretary at Ningbo Yidong Electronic Company Limited and Guangxi State Farm, as well as a CFO at Centron Telecom International Holding Limited.

Save as disclosed above, Mr. Hung Ee Tek has confirmed that:(1) he did not hold any position of the Group or any other directorship of other listed companies in the last three years; (2) he does not have any relationship with any other Director, supervisor, senior management, or substantial or controlling shareholders of the Company or its subsidiaries; and (3) he does not have any interests 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.

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## LETTER FROM THE BOARD

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### **Emoluments of Directors proposed to be elected**

Upon their election becoming effective, Mr. Tan and Mr. Huang will not receive any Director's emoluments from the Company, while each of Ms. Gu and Mr. Hung will receive an annual Director's fee of RMB30,000 and HK\$60,000 respectively, which is determined by the remuneration committee of the Board by reference to their respective duties and responsibilities with the Company and the market rate for the position, subject to the approval of the Shareholders.

### **3. PROPOSED ELECTION OF SUPERVISOR**

Reference is made to the announcement of the Company dated 11 January 2019. Mr. Wang Jian (“**Mr. Wang**”) has tendered his resignation from the position as external supervisor with effect from the date of the EGM due to career development. Mr. Wang does not have any disagreement with the Board. As confirmed by the Company and Mr. Wang, respectively, there are no matters that need to be brought to the attention of the Shareholders in respect of his resignation.

The State-owned Assets Supervision and Administration Commission of the 8th Division Farm proposes the appointment of Mr. Xie Xinghui (“**Mr. Xie**”) as the external supervisor, with effect from the date of passing the resolution in respect to the election at the forthcoming EGM until the expiry of the current session of the supervisory committee.

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## LETTER FROM THE BOARD

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

### **Proposed election of Supervisor**

Mr. Xie Xinghui, aged 56, who graduated from Chongqing Construction Engineering College\* (重慶建築工程學院) in October 1981 with bachelor's degree, is a senior architect. Previously, Mr. Xie held office as deputy director, director, and deputy president of the Six Design Office of Shihezi Sub-institute of Xinjiang Production and Construction Corps Geotechnical Investigation and Design Institute\*(新疆兵團勘測設計研究院石河子分院設計六所). In March 2003, he served as the president of the Shihezi Sub-institute of Xinjiang Production and Construction Corps Construction Design Institute\* (兵團建工設計研究院石河子分院). Furthermore, he has various official titles, including member of the National Committee of the Chinese People's Political Consultative Conference (Xinjiang Autonomous Region), member of the Standing Committee of the Chinese People's Political Consultative Conference (Shihezi), chairperson of the Revolutionary Committee of the Chinese Kuomintang (Shihezi), executive of Central Entrepreneurship Association of the Revolutionary Committee of the Chinese Kuomintang\* (民革中央企業家聯誼會), vice president of Xinjiang Entrepreneurship Association of the Revolutionary Committee of the Chinese Kuomintang\* (民革新疆企業家聯誼會), and president of Shihezi Entrepreneurship Association\* (石河子企業聯合會).

### **Emoluments of Supervisor proposed to be elected**

Upon his election becoming effective, Mr. Xie will be entitled to annual supervisor's fees amounting to RMB30,000, which will be determined by the remuneration committee of the Board with reference to his duties at the Company and the current market rate of his position, subject to approval of the Shareholders.

Save as disclosed above, the aforesaid proposed supervisor has confirmed that:(1) he did not hold any position of the Group or any directorship or supervisorship of other listed companies in the last three years; (2) he does not have any relationship with any other Director, supervisor, senior management, or substantial or controlling shareholder of the Company or its subsidiaries; and (3) he does not have any interests 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 relating to his election 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.

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## LETTER FROM THE BOARD

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### SPECIAL RESOLUTION

#### 4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

##### 1. Inclusion of communist party building into the Articles of Association

As a state-owned holding company, the Company is required to actively implement the missions listed in speeches delivered at the national conference on communist party building in state-owned enterprises and by General Secretary Xi Jinping, and further thoroughly carry out the missions listed in the Opinions of the General Office of the State Council on Further Strengthening the Protection of the Legitimate Rights and Interests of Small and Medium-sized Investors in the Capital Market (Guo Ban Fa [2013] No. 110) and the Notice Regarding the Promotion of the Requirements of Incorporation of Communist Party Building into the Articles of Association of State-owned Enterprises issued by the Organization Department of the Central Committee of the Communist Party of China and the Communist Party Committee of the State-owned Assets Supervision and Administration Commission of the State Council. To further define the legal status of state-owned enterprise party organizations in corporate governance structure, inclusion of communist party building into the Articles of Association is required, in which case, the Company proposed to make amendments to the Articles of Association of Xinjiang Tianye Water Saving Irrigation System Company Limited and its subsidiary in accordance with the relevant regulations of Company Law, the Guidelines for the Articles of Association of Listed Companies and the Rules Governing the Listing of Securities on GEM of the Stock Exchange of the Hong Kong Limited and with reference to the Company's actual conditions. The details of the proposed amendments to the Articles of Association are set out as follows:

**A. Article 1.08 is added after Article 1.07 of Chapter 1, and the original Article 1.08 and subsequent articles are renumbered in sequence.**

Article 1.08: The Company shall establish the Chinese Communist Party Committee of Xinjiang Tianye Water Saving Irrigation System Company Limited (hereinafter referred to as the “**Communist Party Committee**”) in accordance with the Constitution of the Communist Party of China and Company Law. Centering on production and operation activities, the Communist Party Committee shall represent the leadership and political cores to provide directions for, exercise general oversight over and implement the measures for such production and operation activities. The Company shall also establish working bodies to represent the Communist Party, which shall be equipped with sufficient staff. The organizational structure and staffing of the communist party organization are incorporated into the management structure and staffing of the Company, as a result of which, the working capital of the communist party organization is included in the budget of the Company and charged to the Company's management fees so as to safeguard the working capital of the communist party organization.

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## LETTER FROM THE BOARD

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**B. “Chapter 10 Communist Party Committee” is added after Chapter 9 and the original Chapter 10 and subsequent chapters were renumbered in sequence.**

Article 10.1 of Chapter 10 Party Committee: The communist party organization of the Company shall consist of one secretary and several members of the Communist Party Committee. Eligible members of the Communist Party Committee may join the Board, the supervisory committee and the senior management in accordance with legal procedures, while eligible communist party members serving on the Board, the supervisory committee and the senior management may join in the Communist Party Committee in accordance with relevant requirements and procedures. Meanwhile, the discipline inspection committee shall be established in accordance with relevant requirements.

Article 10.2: The Communist Party Committee shall, subject to the Constitution of the Communist Party of China and other party rules, perform the following duties:

- (1) To ensure and supervise the full implementation of the guidelines and policies of the Communist Party and the government throughout the Company, as well as to carry out the major strategic decisions of the Central Party Committee and the State Council, and the relevant important work arrangements of the Communist Party Committee of State-owned Assets Supervision and Administration Commission and the communist party organizations at a higher level.
- (2) To adhere to the principle of the Communist Party exercising leadership over officials in conjunction with the selection of operation managers by the Board and the exercise of the right of appointment by the operation managers in accordance with laws, in which case, the Communist Party Committee shall deliberate and produce opinions on the candidates nominated by the Board and general manager, or recommend nominees to the Board and general manager.
- (3) To study and discuss stable reform and development, management of significant operations, and material issues related to the interests of our staff, and provide advice and recommendations in this regard.
- (4) To assume full responsibility to tighten party governance at all levels, which requires leadership in the ideological and political work, united front work, ethical standard development, corporate culture and trade unions, and affairs of the Communist Youth League at the Company, leadership in the development of clean and honest practices of the Communist Party, and support the practice and performance by Discipline Committee of its supervisory obligations.

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## LETTER FROM THE BOARD

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- (5) To strengthen the development of the communist party organization and party members in the Company's grass-roots organizations, and give full play to the communist party branch's role as the fortified defense line and communist party member's exemplary role as the aggressive drivers, so that the management team and employees are united and motivated to pursue the reform and development of the Company.
- (6) Be responsible for other relevant important matters within the organizational scope of the Communist Party Committee.

Article 10.3: In making decisions on major issues, the Board and management shall await the results of collective study and discussion of the communist party organization. The major operation and management matters of the Company shall be studied and discussed by the communist party organization as a whole before being decided by the Board or the senior management.

Article 10.4: The communist party organization's deliberations are generally conducted in the form of meetings. The notice, convening and voting procedures of the meeting shall be carried out in accordance with the relevant provisions of the Communist Party.

**C. The original Chapter 10 was adjusted to Chapter 11. Article 10.04 was added to Chapter 11 the Board of Directors, and the original Chapter 10 and subsequent chapters were renumbered in sequence.**

Article 10.04: The Board shall hear the opinions of the Communist Party Committee of the Company in advance when deciding major issues of the Company.

The Company's legal advisers in Hong Kong and China confirmed that the proposed amendments to the Articles of Association comply with the listing rules and the provisions of Chinese law. The Company also confirmed that the proposed amendments to the Articles of Association are not unusual for Hong Kong listed companies.

The proposed amendments to the Articles of Association are subject to the approval by the Shareholders at the EGM by way of special resolution, the obtaining of all necessary approvals, authorization or registration procedures (if applicable) of the relevant government or regulatory agency, or submission of the relevant documents to such government or regulatory agency for filing.

### 5. EGM

The EGM will be held on Tuesday, 26 February 2019 at the conference room of the Company at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC.

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## LETTER FROM THE BOARD

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The notice for convening the EGM at which the resolutions mentioned above will be proposed is set out on pages 14 to 16 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 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.

### **6. 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.

### **7. CLOSURE OF REGISTER OF MEMBERS**

For the purpose of the EGM, the register of the members of the Company will be closed from Wednesday, 6 February 2019 to Tuesday, 26 February 2019 (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 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 4:00 p.m. on Monday, 4 February 2019.

### **8. 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.

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## LETTER FROM THE BOARD

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### 9. RECOMMENDATION

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

\* *For identification purpose only*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)**

### 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 Tuesday, 26 February 2019 at 10:30 a.m. for the following purposes and to pass the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and elect Mr. Tan Xinmin as an executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix his remuneration;
2. To consider and elect Mr. Huang Dong as an executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix his remuneration;
3. To consider and elect Ms. Gu Li as an independent non-executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix her remuneration;
4. To consider and elect Mr. Hung Ee Tek as an independent non-executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix his remuneration; and

\* *For identification purpose only*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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5. To consider and elect Mr. Xie Xinghui as shareholders' representative supervisor of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Supervisory Committee and to authorize the Board of the Company to fix his remuneration.

### SPECIAL RESOLUTION

1. To consider and approve the amendments to the Articles of Association of the Company.

By Order of the Board

**Xinjiang Tianye Water Saving Irrigation System Company Limited\***

**Chen Lin**

*Chairman*

Xinjiang, PRC, 11 January 2019

*As at the date of this notice, the Board comprises four executive Directors, namely Mr. Chen Lin (Chairman), Mr. Zhang Qiang, Mr. Li He and Mr. Yang Wan Sen; and two independent non-executive Directors, namely Mr. Yin Feihu and Mr. Qin Ming.*

\* *For identification purpose only*

### Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint in written form for 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, 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 Wednesday, 6 February 2019 to Tuesday, 26 February 2019 (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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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registrar 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 4:00 p.m. on Monday, 4 February 2019.

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 4:00 p.m. on Monday, 4 February 2019.
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 Technology Development Zone, Shihezi, Xinjiang, the PRC

Fax: (86993) 2623183