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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 limited company incorporated in the People's Republic of China)*

**(Stock Code: 00840)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

This announcement is made by Xinjiang Tianye Water Saving Irrigation System Company Limited\* (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”).

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of the Company hereby announces that, based on the actual circumstances and operational development needs of the Company, it is proposed that to make amendments to the existing articles of association of the Company (the “**Articles of Association**”) in relation to the business scope of the Company and other contents (please refer to the comparison table of the amendments to the Articles of Association in the annex to this announcement for details).

The English version of the proposed amendments to the Articles of Association is an unofficial translation of its Chinese version. In the event of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the extraordinary general meeting of the Company (the “**EGM**”).

The Board considers that the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders.

## **EXTRAORDINARY GENERAL MEETING AND CIRCULAR**

The Company will convene the EGM to seek Shareholders' approval for, among other things, the amendments to the Articles of Association. A circular containing, among other things, (i) the proposed amendments to the Articles of Association (including a comparison table of the proposed amendments to the Articles of Association); and (ii) the notice of the EGM, will be despatched to the Shareholders as soon as practicable.

By order of the Board  
**Xinjiang Tianye Water Saving Irrigation System Company Limited\***  
**Zhou Gang**  
*Chairman*

Xinjiang, the PRC, 1 April 2026

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Zhou Gang (Chairman), Mr. Jiang Dayong, Mr. Wang Dongwei and Mr. Li Zheng, and three independent non-executive Directors, namely Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin.*

\* *For identification purposes only*

## Annex — Comparison Table of the Amendments to the Articles of Association

Details of the proposed amendments to the Articles of Association are as below:

Before amendment	After amendment
<p>Article 1.03 Company Domicile: No.36, the North third road, Economic and Technological Development Zone, Shihezi City, Xinjiang</p> <p>Postal Code: 832000</p> <p>Telephone No.: (0993)-<del>2623101, 2623106</del>, 2623183</p> <p>Fax No.: (0993)-<del>2623212</del></p>	<p>Article 1.03 Company Domicile: No.36, the North third road, Economic and Technological Development Zone, Shihezi City, Xinjiang</p> <p>Postal Code: 832000</p> <p>Telephone No.: (0993)-<del>2623101, 2623106</del>, 2623183, <b>2623176</b></p> <p>Fax No.: (0993)-<del>2623212</del>-<b>2623183</b></p>
<p>Article 2.02 The shareholder of the ordinary share of the company could enjoy following rights: The business scope of the Company shall be in accordance with the items approved by the company registry.</p>	<p>Article 2.02 The shareholder of the ordinary share of the company could enjoy following rights: The business scope of the Company shall be in accordance with the items approved by the company registry.</p>

Before amendment	After amendment
<p>The scope of business of the company include: development, consulting, exchange, transfer and marketing services and trainings (excluding establishment of for-profit private schools and training institutions) of high and new water saving irrigation technologies; interim testing and marketing of advanced water saving fittings; development and utilization of computer application software for water saving irrigation; <b>solar power generation technology services, leasing of photovoltaic electricity generation equipment, manufacturing of power generator and generator units</b>; production and sales of plastic products, PVC pipelines for water supply and drainage systems, PE pipelines and assemblies, pressure compensatory style drip tape, labyrinth-style drip tape, embedded-style drip tape, agriculture films and drippers; import of scrap copper, scrap steel, scrap aluminium, scrap paper and scrap plastic; recycling and processing of scrap and obsolete plastic; sales of filters, seeds, fertilizers, pesticides (other than restricted pesticides and hazardous chemicals), seedlings, electrical and mechanical products (other than compact size vehicles), chemical goods (other than dangerous chemical items and highly poisonous items) and agricultural machinery and fertilizers; professional grade C for irrigation and drainage in the water conservancy industry; class 1 construction contracting for agricultural water-saving irrigation projects (business operation of which is subject to the qualification certificates); import and export of cargos and technologies (excluding those that are prohibited by the government or require administrative approval); lease of machinery, equipment and property, and land use lease; information system integration services; development of and sales through e-commerce platforms; consultation, exploration, design and construction of water conservancy, municipal engineering and hydropower engineering; city pipeline construction activities; garden landscaping construction; plantation and sales of grains, oilseeds, cotton, fruits, vegetables, and forage grass (except those prohibited by the state); sale of food on internet (only sale of pre-packaged food); retail and wholesale of fresh fruit; road transportation of general cargo (the operation of which shall be subject to approval by the relevant authorities in case that such business requires approval).</p>	<p>The scope of business of the company include: development, consulting, exchange, transfer and marketing services and trainings (excluding establishment of for-profit private schools and training institutions) of high and new water saving irrigation technologies; interim testing and marketing of advanced water saving fittings; development and utilization of computer application software for water saving irrigation; <del>solar power generation technology services, leasing of photovoltaic electricity generation equipment, manufacturing of power generator and generator units</del>; production and sales of plastic products, PVC pipelines for water supply and drainage systems, PE pipelines and assemblies, pressure compensatory style drip tape, labyrinth-style drip tape, embedded-style drip tape, agriculture films and drippers; import of scrap copper, scrap steel, scrap aluminium, scrap paper and scrap plastic; recycling and processing of scrap and obsolete plastic; sales of filters, seeds, fertilizers, pesticides (other than restricted pesticides and hazardous chemicals), seedlings, electrical and mechanical products (other than compact size vehicles), chemical goods (other than dangerous chemical items and highly poisonous items) and agricultural machinery and fertilizers; <b>manufacturing of specialized machinery and equipment for water resources; production of fertilizers; sales of fertilizers</b>; professional grade C for irrigation and drainage in the water conservancy industry; class 1 construction contracting for agricultural water-saving irrigation projects (business operation of which is subject to the qualification certificates); import and export of cargos and technologies (excluding those that are prohibited by the government or require administrative approval); lease of machinery, equipment and property, and land use lease; information system integration services; development of and sales through e-commerce platforms; consultation, exploration, design and construction of water conservancy, municipal engineering and hydropower engineering; city pipeline construction activities; garden landscaping construction; plantation and sales of grains, oilseeds, cotton, fruits, vegetables, and forage grass (except those prohibited by the state); sale of food on internet (only sale of pre-packaged food); retail and wholesale of fresh fruit; road transportation of general cargo; <b>sale of daily necessities; sale of food additives; sale of agricultural and sideline products; acquisition of primary agricultural products; sale of beans and tubers; sale of grains; wholesale of fresh eggs; wholesale of fresh meat; production, sale, processing, transport, storage, and other related services of agricultural products; sale of food; primary processing of edible agricultural products</b> (the operation of which shall be subject to approval by the relevant authorities in case that such business requires approval).</p>

Before amendment	After amendment
<p>Article 3.06 When established, the Company issued 317,121,560 shares to the sponsors. Approved by the Examination and Approval Departments which are authorized by the state council, the Company may issue no more than 242.65 million ordinary shares (including excess allotment 31.65 million shares), accounting for about 43% of the total ordinary shares which the Company may issue.</p> <p>Before the establishment in Hong Kong, the capital structure of the Company is: total number of ordinary shares is 317,121,560. Xinjiang Tianye Co., Ltd. holds 202,164,995 shares, accounting for 63.75% of the total shares which the Company may issue. Shenzhen Litailai Invest Development, Co., Ltd. holds 93,994,831 shares, accounting for 29.64% of the total shares which the Company may issue. Guo Shuqing holds 9,386,798 shares, accounting for 2.96% of the total shares which the Company may issue. Wang Xiaoxian holds 8,340,297 shares, accounting for 2.63% of the total shares which the Company may issue. China Academy of Machinery Science and Technology Group Co., Ltd. holds 2,410,123 shares, accounting for 0.76% of the total shares which the Company may issue. Northwest A&amp;F University holds 824,516 shares, accounting for 0.26% of the total shares which the Company may issue.</p>	<p>Article 3.06 When established, the Company issued 317,121,560 shares to the sponsors. Approved by the Examination and Approval Departments which are authorized by the state council, the Company may issue no more than 242.65 million ordinary shares (including excess allotment 31.65 million shares), accounting for about 43% of the total ordinary shares which the Company may issue.</p> <p>Before the establishment in Hong Kong, the capital structure of the Company is: total number of ordinary shares is 317,121,560. Xinjiang Tianye Co., Ltd. holds 202,164,995 shares, accounting for 63.75% of the total shares which the Company may issue. Shenzhen Litailai Invest Development, Co., Ltd. holds 93,994,831 shares, accounting for 29.64% of the total shares which the Company may issue. Guo Shuqing holds 9,386,798 shares, accounting for 2.96% of the total shares which the Company may issue. Wang Xiaoxian holds 8,340,297 shares, accounting for 2.63% of the total shares which the Company may issue. China Academy of Machinery Science and Technology Group Co., Ltd. holds 2,410,123 shares, accounting for 0.76% of the total shares which the Company may issue. Northwest A&amp;F University holds 824,516 shares, accounting for 0.26% of the total shares which the Company may issue.</p>

Before amendment	After amendment
<p>After the establishment in Hong Kong, the capital structure of the Company is: total number of ordinary shares is 519,521,560; Xinjiang Tianye Co., Ltd. holds 202,164,995 shares, accounting for 38.91% of the total shares which the Company may issue. Shenzhen Litailai Invest Development, Co., Ltd. holds 93,994,831 shares, accounting for 18.09% of the total shares which the Company may issue. Guo Shuqing holds 9,386,798 shares, accounting for 1.81% of the total shares which the Company may issue. Wang Xiaoxian holds 8,340,297 shares, accounting for 1.61% of the total shares which the Company may issue. China Academy of Machinery Science and Technology Group Co., Ltd. holds 2,410,123 shares, accounting for 0.46% of the total shares which the Company may issue. Northwest A&amp;F University holds 824,516 shares, accounting for 0.16% of the total shares which the Company may issue. The shareholders of “H shares” (Shareholders of foreign investment shares listed outside the People’s Republic of China) hold 202,400,000 shares, accounting for 38.96% of the total shares which the Company may issue.</p>	<p>After the establishment in Hong Kong, the capital structure of the Company is: total number of ordinary shares is 519,521,560; Xinjiang Tianye Co., Ltd. holds 202,164,995 shares, accounting for 38.91% of the total shares which the Company may issue. Shenzhen Litailai Invest Development, Co., Ltd. holds 93,994,831 shares, accounting for 18.09% of the total shares which the Company may issue. Guo Shuqing holds 9,386,798 shares, accounting for 1.81% of the total shares which the Company may issue. Wang Xiaoxian holds 8,340,297 shares, accounting for 1.61% of the total shares which the Company may issue. China Academy of Machinery Science and Technology Group Co., Ltd. holds 2,410,123 shares, accounting for 0.46% of the total shares which the Company may issue. Northwest A&amp;F University holds 824,516 shares, accounting for 0.16% of the total shares which the Company may issue. The shareholders of “H shares” (Shareholders of foreign investment shares listed outside the People’s Republic of China) hold 202,400,000 shares, accounting for 38.96% of the total shares which the Company may issue.</p>
<p>On 3 March 2008, Shenzhen City Li Tai Lai Investment Development Company Limited transferred its 52,000,000 domestic shares to Guo Shu Qing and its 41,994,831 domestic shares to Wang Xiao Xian. After the transfers, the shareholding structure of the Company shall be: 519,521,560 ordinary shares, of which 202,164,995 shares held by Xinjiang Tianye Company Limited, representing 38.91% of the total issued shares capital of the Company; 61,386,798 shares held by Guo Shu Qing, representing 11.82% of the total issued shares capital of the Company; 50,335,128 shares held by Wang Xiao Xian, representing 9.69% of the total issued shares capital of the Company; 2,410,123 shares held by China Academy of Machinery Science and Technology Group Co., Ltd., representing 0.46% of the total issued shares capital of the Company; 824,516 shares held by Northwest Sci-Tech University of Agriculture and Forestry, representing 0.16% of the total issued shares capital of the Company; and 202,400,000 shares held by the shareholders of H Shares, representing 38.96% of the total issued shares capital of the Company.</p>	<p>On 3 March 2008, Shenzhen City Li Tai Lai Investment Development Company Limited transferred its 52,000,000 domestic shares to Guo Shu Qing and its 41,994,831 domestic shares to Wang Xiao Xian. After the transfers, the shareholding structure of the Company shall be: 519,521,560 ordinary shares, of which 202,164,995 shares held by Xinjiang Tianye Company Limited, representing 38.91% of the total issued shares capital of the Company; 61,386,798 shares held by Guo Shu Qing, representing 11.82% of the total issued shares capital of the Company; 50,335,128 shares held by Wang Xiao Xian, representing 9.69% of the total issued shares capital of the Company; 2,410,123 shares held by China Academy of Machinery Science and Technology Group Co., Ltd., representing 0.46% of the total issued shares capital of the Company; 824,516 shares held by Northwest Sci-Tech University of Agriculture and Forestry, representing 0.16% of the total issued shares capital of the Company; and 202,400,000 shares held by the shareholders of H Shares, representing 38.96% of the total issued shares capital of the Company.</p>

Before amendment	After amendment
<p>On 21 April 2011, Guo Shu Qing (郭書清) and Wang Xiao Xian (王孝先), the promoters, transferred all of their respective 61,386,798 shares and 50,335,128 shares to Xinjiang Tianye (Group) Limited (新疆天業(集團)有限公司). Upon the transfer, the share capital structure of the Company consists of a total of 519,521,560 ordinary shares, of which, 202,164,995 shares is held by Xinjiang Tianye Company Limited (新疆天業股份有限公司), representing 38.91% of the total share capital of the Company; 111,721,926 shares is held by Xinjiang Tianye (Group) Limited, representing 21.51% of the total share capital of the Company; 2,410,123 shares is held by China Academy of Machinery Science and Technology Group Co., Ltd., representing 0.46% of the total share capital of the Company; 824,516 shares is held by Northwest Sci-Tech University of Agriculture and Forestry (西北農林科技大學), representing 0.16% of the total share capital of the Company; 202,400,000 shares is held by shareholders of H Shares (overseas listing foreign shares), representing 38.96% of the total share capital of the Company.</p>	<p>On 21 April 2011, Guo Shu Qing (郭書清) and Wang Xiao Xian (王孝先), the promoters, transferred all of their respective 61,386,798 shares and 50,335,128 shares to Xinjiang Tianye (Group) Limited (新疆天業(集團)有限公司). Upon the transfer, the share capital structure of the Company consists of a total of 519,521,560 ordinary shares, of which, 202,164,995 shares is held by Xinjiang Tianye Company Limited (新疆天業股份有限公司), representing 38.91% of the total share capital of the Company; 111,721,926 shares is held by Xinjiang Tianye (Group) Limited, representing 21.51% of the total share capital of the Company; 2,410,123 shares is held by China Academy of Machinery Science and Technology Group Co., Ltd., representing 0.46% of the total share capital of the Company; 824,516 shares is held by Northwest Sci-Tech University of Agriculture and Forestry (西北農林科技大學), representing 0.16% of the total share capital of the Company; 202,400,000 shares is held by shareholders of H Shares (overseas listing foreign shares), representing 38.96% of the total share capital of the Company.</p>
<p>On 30 November 2020, Northwest Sci-Tech University of Agriculture and Forestry (西北農林科技大學), the promoter, transferred its 824,516 shares to Shihezi State-owned Assets Management (Group) Co., Ltd. (石河子國有資產經營(集團)有限公司). Upon the transfer, the share capital structure of the Company consists of a total of 519,521,560 ordinary shares, of which, 202,164,995 shares is held by Xinjiang Tianye Company Limited (新疆天業股份有限公司), representing 38.91% of the total share capital of the Company; 111,721,926 shares is held by Xinjiang Tianye (Group) Limited, representing 21.51% of the total share capital of the Company; 2,410,123 shares is held by China Academy of Machinery Science and Technology Group Co., Ltd., representing 0.46% of the total share capital of the Company; 824,516 shares is held by Shihezi State-owned Assets Management (Group) Co., Ltd. (石河子國有資產經營(集團)有限公司), representing 0.16% of the total share capital of the Company; 202,400,000 shares is held by shareholders of H Shares (overseas listing foreign shares), representing 38.96% of the total share capital of the Company.</p>	<p>On 30 November 2020, Northwest Sci-Tech University of Agriculture and Forestry (西北農林科技大學), the promoter, transferred its 824,516 shares to Shihezi State-owned Assets Management (Group) Co., Ltd. (石河子國有資產經營(集團)有限公司). Upon the transfer, the share capital structure of the Company consists of a total of 519,521,560 ordinary shares, of which, 202,164,995 shares is held by Xinjiang Tianye Company Limited (新疆天業股份有限公司), representing 38.91% of the total share capital of the Company; 111,721,926 shares is held by Xinjiang Tianye (Group) Limited, representing 21.51% of the total share capital of the Company; 2,410,123 shares is held by China Academy of Machinery Science and Technology Group Co., Ltd., representing 0.46% of the total share capital of the Company; 824,516 shares is held by Shihezi State-owned Assets Management (Group) Co., Ltd. (石河子國有資產經營(集團)有限公司), representing 0.16% of the total share capital of the Company; 202,400,000 shares is held by shareholders of H Shares (overseas listing foreign shares), representing 38.96% of the total share capital of the Company.</p>

Before amendment	After amendment
<p>On 7 March 2023, Xinjiang Tianye Company Limited (新疆天業股份有限公司), the promoter, transferred its 202,164,995 shares to Xinjiang Tianye (Group) Limited (新疆天業(集團)有限公司). Upon the transfer, the share capital structure of the Company consists of a total of 519,521,560 ordinary shares, of which, 313,886,921 shares is held by Xinjiang Tianye (Group) Limited (新疆天業(集團)有限公司), representing 60.42% of the total share capital of the Company; 2,410,123 shares is held by China Academy of Machinery Science and Technology Group Co., Ltd., representing 0.46% of the total share capital of the Company; 824,516 shares is held by Shihezi State-owned Assets Management (Group) Co., Ltd. (石河子國有資產經營(集團)有限公司), representing 0.16% of the total share capital of the Company; 202,400,000 shares is held by shareholders of H Shares (overseas listing foreign shares), representing 38.96% of the total share capital of the Company.</p>	<p>On 7 March 2023, Xinjiang Tianye Company Limited (新疆天業股份有限公司), the promoter, transferred its 202,164,995 shares to Xinjiang Tianye (Group) Limited (新疆天業(集團)有限公司). Upon the transfer, the share capital structure of the Company consists of a total of 519,521,560 ordinary shares, of which, 313,886,921 shares is held by Xinjiang Tianye (Group) Limited (新疆天業(集團)有限公司), representing 60.42% of the total share capital of the Company; 2,410,123 shares is held by China Academy of Machinery Science and Technology Group Co., Ltd., representing 0.46% of the total share capital of the Company; 824,516 shares is held by Shihezi State-owned Assets Management (Group) Co., Ltd. (石河子國有資產經營(集團)有限公司), representing 0.16% of the total share capital of the Company; 202,400,000 shares is held by shareholders of H Shares (overseas listing foreign shares), representing 38.96% of the total share capital of the Company.</p> <p><b>On 29 August 2025, Xinjiang Tianye (Group) Limited* (新疆天業(集團)有限公司) transferred its 313,886,921 to Xinjiang Tianze Water Conservancy Investment and Development Co., Ltd.* (新疆天澤水利投資發展有限公司). Following the equity transfer, the shareholding structure of the Company is: total number of ordinary shares is 519,521,560. Xinjiang Tianze Water Conservancy Investment and Development Co., Ltd.* (新疆天澤水利投資發展有限公司) holds 313,886,921 shares, representing 60.42% of the total issued shares capital of the Company; China Academy of Machinery Science and Technology Group Co., Ltd. holds 2,410,123 shares, representing 0.46% of the total issued shares capital of the Company; Shihezi State-owned Assets Management (Group) Co., Ltd. (石河子國有資產經營(集團)有限公司) holds 824,516 shares, representing 0.16% of the total issued shares capital of the Company; and the shareholders of H Shares (holders of overseas listing foreign shares) hold 202,400,000 shares, representing 38.96% of the total issued shares capital of the Company.</b></p>

Before amendment	After amendment
<p>Article 10.18 The nomination committee is established under the Board and comprises <b>five</b> Directors, of which over half of the members shall be independent non-executive Directors. The nomination committee has one chairman, which shall be assumed by the chairman of the Board or an independent non-executive Director. The term of the nomination committee shall align with the term of the Board. Upon expiry of the term, a member could be re-elected for reappointment. In case a member ceases to assume the position of Director of the Company during the term, he/she would automatically lose the eligibility as a member and the Board could fill up the number of members in accordance with the preceding clause.</p>	<p>Article 10.18 The nomination committee is established under the Board and comprises <b>five three</b> Directors, of which over half of the members shall be independent non-executive Directors. The nomination committee has one chairman, which shall be assumed by the chairman of the Board or an independent non-executive Director. The term of the nomination committee shall align with the term of the Board. Upon expiry of the term, a member could be re-elected for reappointment. In case a member ceases to assume the position of Director of the Company during the term, he/she would automatically lose the eligibility as a member and the Board could fill up the number of members in accordance with the preceding clause.</p>
<p>Article 10.20 The remuneration and appraisal committee is established under the Board and comprises <b>five</b> Directors, of which over half of the members shall be independent non-executive Directors. The remuneration and appraisal committee has one chairman, which shall be assumed by an independent non-executive Director. The term of the remuneration and appraisal committee shall align with the term of the Board. Upon expiry of the term, a member could be re-elected for reappointment. In case a member ceases to assume the position of Director of the Company during the term, he/she would automatically lose the eligibility as a member and the Board could fill up the number of members in accordance with the preceding clause.</p>	<p>Article 10.20 The remuneration and appraisal committee is established under the Board and comprises <b>five three</b> Directors, of which over half of the members shall be independent non-executive Directors. The remuneration and appraisal committee has one chairman, which shall be assumed by an independent non-executive Director. The term of the remuneration and appraisal committee shall align with the term of the Board. Upon expiry of the term, a member could be re-elected for reappointment. In case a member ceases to assume the position of Director of the Company during the term, he/she would automatically lose the eligibility as a member and the Board could fill up the number of members in accordance with the preceding clause.</p>

*Note:* Apart from the above table, if the serial numbering of the articles of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain articles, the serial numbering of the articles of the Articles of Association as so amended shall be changed accordingly, including cross-references.