
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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: 840)

(1) RESIGNATION OF DIRECTORS AND PROPOSED ELECTION OF EXECUTIVE DIRECTORS;
(2) RESIGNATION OF SUPERVISOR AND PROPOSED ELECTION OF EMPLOYEE REPRESENTATIVE SUPERVISOR;
(3) RESIGNATION OF AUDITORS AND PROPOSED APPOINTMENT OF AUDITORS; AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 10 of this circular.

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 Thursday, 28 September 2023 at 11:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular.

The form of proxy for use at the EGM was dispatched and published on the website of the Stock Exchange (<http://www.hkexnews.hk>) on Tuesday, 12 September 2023. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the holders of H Shares only) or to the Company's registered office at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC (for the holders of Domestic 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 meetings. Completion and return of the form of proxy will not preclude you from attending and voting at the meetings or any adjourned meeting(s) should you so wish.

* For identification purposes only

TABLE OF CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
1. Introduction	4
2. Resignation of Directors and Proposed Election of Executive Directors	4
3. Resignation of Supervisor and Proposed Election of Employee Representative Supervisor	6
4. Resignation of Auditors and Proposed Appointment of Auditors	8
5. EGM	9
6. Voting by Way of Poll	9
7. Closure of Register of Members	10
8. Responsibility Statement	10
9. Recommendation	10
Notice of Extraordinary General Meeting	EGM-1

DEFINITIONS

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

“Administrative Measures”	the Administrative Measures for Selection and Appointment of Accounting Firms by State-owned Enterprises and Listed Companies (《國有企業、上市公司選聘會計師事務所管理辦法》)
“Articles of Association”	the articles of association of the Company (as 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;
“Company Law”	The Company Law of the PRC as enacted by the Standing Committee of the Eighth National People’s Congress of the PRC on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time;
“CSRC”	China Securities Regulatory Commission;
“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 held at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC on Thursday, 28 September 2023 at 11:00 a.m., the notice of which is set out on pages EGM-1 to EGM-3 of this circular;
“EGM Notice”	a notice of the EGM to be held on 12 September 2023, which is set out on pages EGM-1 to EGM-3 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;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	7 September 2023, 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;
“Ministry of Finance”	Ministry of Finance of the People’s Republic of China;
“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;
“SASAC”	State-owned Assets Supervision and Administration Commission of the State Council;
“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 sub-division, consolidation or reclassification thereof from time to time in the share capital of the Company;
“Shareholder(s)”	the registered holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisor(s)”	the supervisor(s) of the Company;
“Supervisory Committee”	The Supervisory Committee of the Company;
“Tianye Group”	Xinjiang Tianye (Group) Limited* (新疆天業(集團)有限公司), which was established in the PRC with limited liability on 28 June 1996, was owned by State-owned Assets Supervision and Administration Commission of No. 8 Division (第八師國有資產監督管理委員會) and the State-owned Assets Supervision and Administration Commission of Xinjiang Production and Construction Corps* (新疆生產建設兵團國資委) as to 90% and 10% of the equity interest, respectively. It is interested in approximately 60.42% of the registered capital of the Company as at the Latest Practicable Date; and
“%”	per cent.



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. Li He (*Chairman*)
Ms. Yang Ling
Mr. Jiang Dayong

Independent non-executive Directors:

Mr. Li Lianjun
Ms. Gu Li
Mr. Hung Ee Tek
Mr. He Xinlin

Supervisors:

Mr. Wang Zhigang
Mr. Chen Cailai
Mr. Xie Xinghui

Registered office:

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

*Principal place of business
in Hong Kong:*

Room B102, Block B, 10/F
International Industrial Building
No. 501–503 Castle Peak Road
Cheung Sha Wan
Kowloon
Hong Kong

12 September 2023

To the Shareholders

Dear Sir or Madam,

- (1) RESIGNATION OF DIRECTORS AND PROPOSED ELECTION
OF EXECUTIVE DIRECTORS;**
**(2) RESIGNATION OF SUPERVISOR AND PROPOSED
ELECTION OF EMPLOYEE REPRESENTATIVE SUPERVISOR;**
**(3) RESIGNATION OF AUDITORS AND
PROPOSED APPOINTMENT OF AUDITORS; AND**
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

* For identification purposes only

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to (1) resignation of Directors and proposed election of executive Directors; (2) resignation of Supervisor and proposed election of employee representative Supervisor; (3) resignation of auditors and proposed appointment of auditors; and (4) the EGM Notice.

2. RESIGNATION OF DIRECTORS AND PROPOSED ELECTION OF EXECUTIVE DIRECTORS

Resignation of Directors

References are made to the announcements of the Company dated 6 September 2023 and 11 September 2023 in relation to the respective resignations of Mr. Li He and Ms. Yang Ling as Directors due to change in work arrangements. Their resignations will take effect from the date of the EGM.

Each of Mr. Li He and Ms. Yang Ling has no disagreement with the Board. As confirmed by the Company, Mr. Li He and Ms. Yang Ling, respectively, there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in respect of their resignations.

At the same time, Mr. Li He resigns from his positions as Chairman and member of the nomination committee of the Company with effect from the date of the EGM.

At the same time, Ms. Yang Ling resigns from her position as member of the remuneration committee of the Company with effect from the date of the EGM.

Proposed Election of Executive Directors

Following the resignation of Mr. Li He from his positions as Chairman, executive Director and member of the relevant committee, as well as the resignation of Ms. Yang Ling from her positions as executive Director and member of the relevant committee, the Board proposes the appointment of (i) Mr. Zhou Gang as executive Director and Chairman; and (ii) Mr. Han Gen as executive Director in accordance with the nomination by the nomination committee of the Company and the consideration of the Board.

Ordinary resolutions will be proposed at the EGM to seek approval of the elections of Mr. Zhou Gang and Mr. Han Gen as executive Directors. If such proposed appointments are approved by the Shareholders by means of ordinary resolutions, their appointments shall take effect from the same date of the EGM until the expiration of the term of office of the current Board.

Subject to the approval of the appointment of Mr. Zhou Gang and Mr. Han Gen by the Shareholders at the EGM, (i) Mr. Zhou Gang will be also appointed as a member of the nomination committee of the Company; and (ii) Mr. Han Gen will be also appointed as a member of the remuneration committee of the Company.

LETTER FROM THE BOARD

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

Mr. Zhou Gang

Mr. Zhou Gang, aged 52, holds a bachelor's degree in Chemical Engineering from Xinjiang Institute of Engineering. Mr. Zhou worked at Shihezi Chemical Plant (石河子化工廠) from 1995 to 1998, where he served in various roles such as worker, technician, and deputy director. In 2011, he assumed the role of responsible person at Xinjiang Tianye Zhonghua Mining Co., Ltd.* (新疆天業仲華礦業有限公司) and served as the Secretary of the Party Branch of Xinjiang Tianye Zhonghua Mining Co., Ltd.* (新疆天業仲華礦業有限公司) from 2015 to 2019. In 2020, he served as a member of the Party Committee in the cement industry of Tianye Group, the controlling Shareholder of the Company, and the General Manager of Shihezi Western Resources Logistics Co., Ltd. (石河子西部資源物流有限公司). From 2021 to 2023, Mr. Zhou Gang served as the Secretary of the Party Committee in the cement industry of Tianye Group, as well as the Chairman of Tianchen Cement Co., Ltd.* (天辰水泥有限責任公司), Tianneng Cement Co., Ltd.* (天能水泥有限公司), and Tianwei Cement Co., Ltd.* (天偉水泥有限公司), respectively, all of which are under the control of Tianye Group.

Mr. Han Gen

Mr. Han Gen, aged 44, holds a bachelor's degree in Agriculture from Shihezi University. Mr. Han Gen joined the 128th Corps of the Seventh Agricultural Division as the Deputy Company Commander of the 4th Company in 2006, and then served as the Deputy Company Commander of the 1st Company of the 129th Corps of the Seventh Agricultural Division in 2007. In 2012, he became the Agricultural Department Director (農業科科長) and Office Director (科辦主任) in the 129th Corps of the Seventh Agricultural Division. From 2016 to 2018, he served as a member of the Standing Committee of the Party Committee and a deputy head of the 129th Corps of the Seventh Agricultural Division. He then held the positions of a member of the Standing Committee of the Party Committee and a deputy head of the 125th Corps of the Seventh Agricultural Division from 2018 to 2019. Prior to joining our Company, Mr. Han Gen served as the Secretary of the Party Committee and Political Commissar in the 133rd Regiment of the Eighth Division. Since 2023, he has been serving as the Director of Agriculture in Tianye Group and the Secretary of the Party Committee in the Company.

Duration of Service of Directors Proposed to be Elected

Upon the election of each of Mr. Zhou Gang and Mr. Han Gen becoming effective, each of them will enter into a service agreement with the Company, with their appointment effective from the date on which the relevant resolution for their respective election is passed at the EGM, until the expiration of the term of office of the current Board.

LETTER FROM THE BOARD

Emoluments of Directors Proposed to be Elected

Subject to the approval of the appointment of Mr. Zhou Gang and Mr. Han Gen by the Shareholders at the EGM, each of them will enter into a service agreement with the Company, and the Company is not required to pay Mr. Han Gen (i) Director's remuneration; and (ii) compensation for his other positions held at the Company, but Mr. Zhou Gang is entitled to a remuneration amounting to RMB250,000 per annum as the chairman of the Company, which is determined by the Company by reference to his duties and responsibilities with the Company and the market rate for the position.

Confirmations from Directors

Each of Mr. Zhou Gang and Mr. Han Gen confirmed that, save as disclosed above, (i) he has not held any position within the Group nor any directorship in other listed companies in the last three years; (ii) he does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company or any of its subsidiaries; and (iii) he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In addition, each of Mr. Zhou Gang and Mr. Han Gen has respectively confirmed that there are no other matters relating to his appointment that are required to be disclosed pursuant to Rules 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.

3. RESIGNATION OF SUPERVISOR AND PROPOSED ELECTION OF EMPLOYEE REPRESENTATIVE SUPERVISOR

Resignation of Supervisor

References are made to the announcements of the Company dated 6 September 2023 and 11 September 2023 in relation to the resignation of Mr. Wang Zhigang from the position as employee representative Supervisor due to change in work arrangements. His resignation will take effect from the date of the appointment of a new employee representative Supervisor.

There is no disagreement between Mr. Wang Zhigang and the Supervisory Committee. The Company and Mr. Wang Zhigang have each confirmed that there are no matters relating to his resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

At the same time, Mr. Wang Zhigang resigns from the position as chairman of the Supervisory Committee of the Company with effect from the date of the appointment of a new employee representative Supervisor.

LETTER FROM THE BOARD

Proposed Election of Employee Representative Supervisor

Following the resignation of Mr. Wang Zhigang from his positions as employee representative Supervisor and chairman of the Supervisory Committee, the Supervisory Committee, following its deliberation, recommends that Ms. Chen Ming be appointed as the employee representative Supervisor. In accordance with the Company Law and the Articles of Association, the employees of the Company will elect Ms. Chen Ming as the employee representative Supervisor by means of democratic election at the employees' election meeting, which shall be submitted to the EGM for consideration and approval. If the proposed appointment is approved by the Shareholders by means of ordinary resolution, the term of office for the employee representative Supervisor will commence on the same date of the EGM and will continue until the expiration of the current term of the Supervisory Committee.

Subject to the approval of the appointment of Ms. Chen Ming by the Shareholders at the EGM, she will at the same time serve as the chairlady of the Supervisory Committee.

The biographical details of Ms. Chen Ming are set out as follows:

Ms. Chen Ming, aged 39, holds a master's degree in business administration from Shihezi University. Ms. Chen is currently the deputy secretary of the party committee, the secretary of the disciplinary committee and the chairlady of the labor union of the Company. She has served as an officer of the labor union, office secretary, and deputy director of the party committee office of Tianye Group, and deputy secretary of the party committee, secretary of the disciplinary committee and chairlady of the labor union of Shihezi Tianyu Xinshi Chemical Co., Ltd.* (石河子天域新實化工有限公司), which is under the control of Tianye Group.

Duration of Service of Supervisor Proposed to be Elected

Upon the appointment of Ms. Chen Ming as employee representative Supervisor becoming effective, she will enter into a service agreement with the Company, the term of office for the employee representative Supervisor will commence on the same date of the EGM and will continue until the expiration of the current term of the Supervisory Committee.

Emoluments of Supervisor Proposed to be Elected

Upon the appointment of Ms. Chen Ming as employee representative Supervisor, she will enter into a service agreement with the Company, which stipulates that the Company will pay Ms. Chen Ming (i) Supervisor's remuneration for 2023 as determined by the remuneration committee of the Board; and (ii) compensation for her other positions held at the Company, in an aggregate amount of RMB200,000 per annum.

LETTER FROM THE BOARD

Confirmation from Supervisor

Ms. Chen Ming confirmed that, save as disclosed above, (i) she has not held any position within the Group nor any directorship or supervisorship in other listed companies in the last three years; (ii) she does not have any relationship with any Directors, Supervisors, senior management, substantial or controlling Shareholders of the Company or any of its subsidiaries; and (iii) she does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

In addition, Ms. Chen Ming confirmed that there are no other matters relating to her appointment that are required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange and there are no other matters that need to be brought to the attention of the Shareholders.

4. RESIGNATION OF AUDITORS AND PROPOSED APPOINTMENT OF AUDITORS

Resignation of Auditors

This section is made by the Board pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on the Stock Exchange.

Reference is made to the announcement of the Company dated 6 September 2023. In accordance with the relevant requirements of the Administrative Measures jointly issued by the Ministry of Finance, the SASAC and the CSRC, a state-owned enterprise shall not, in principle, continuously appoint the same accounting firm for more than 8 years. Pan-China Certified Public Accountants LLP has provided audit services to the Company for 12 years, which does not meet the requirement of the Administrative Measures on the tenure of service. In order to maintain the independence of the audit work, the Board has resolved to adhere to an open tender process and, based on the recommendation of the Audit Committee, appoint BDO China SHU LUN PAN Certified Public Accountants LLP as the auditors of the Company. Pan-China Certified Public Accountants LLP has confirmed that there were no matters in relating to its resignation which it considered should be brought to the attention of the shareholders and the creditors of the Company.

Pan-China Certified Public Accountants LLP has not yet commenced any audit work on the accounts of the Group for the year ending 31 December 2023. The Board believes that the change of auditors will not affect the audit of financial statements and the release of annual results of the Company for the financial year ending 31 December 2023 provided that the required Shareholders' approval for the change of auditors is duly given.

LETTER FROM THE BOARD

Proposed Appointment of Auditors

Upon nomination by the audit committee of the Company and consideration of the Board, the Board proposes to appoint BDO China SHU LUN PAN Certified Public Accountants LLP as the auditors of the Group to fill the casual vacancy arising from resignation of Pan-China Certified Public Accountants LLP. The appointment of BDO China SHU LUN PAN Certified Public Accountants LLP as the auditors of the Group will be subject to the approval by the Shareholders of the Company by an ordinary resolution at the general meeting to be held by the Company.

An ordinary resolution will be proposed at the EGM to seek approval of the appointment of BDO China SHU LUN PAN Certified Public Accountants LLP as the auditors of the Group. If the said proposed appointment is approved by the Shareholders by way of ordinary resolution, its appointment will take effect from the same date of the EGM until the date of the next annual general meeting of the Company.

5. EGM

The EGM will be held at 11:00 a.m. on Thursday, 28 September 2023 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 notices convening the EGM at which the resolutions mentioned above will be proposed are set out on pages EGM-1 to EGM-3 of this circular.

The form of proxy for use at the EGM will be dispatched and published on the website of the Stock Exchange (<http://www.hkexnews.hk>) on Tuesday, 12 September 2023. Whether or not you are able to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Company's H Share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time for holding the EGM (i.e. 11:00 a.m. on Wednesday, 27 September 2023) or not less than 24 hours before the time for the holding of any adjournment thereof or not less than 24 hours before the time appointed for taking the poll. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment 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 demand a poll for every resolution to be put to the vote at the EGM pursuant to the Articles of Association.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

For the purpose of the EGM, the register of the members of the Company will be closed from Monday, 25 September 2023 to Thursday, 28 September 2023 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the forthcoming 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. on Friday, 22 September 2023.

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.

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 to 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*
Li He
Chairman

* *For identification purposes only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 Thursday, 28 September 2023 at 11:00 a.m. for the following purposes and to pass the following resolutions:

Unless otherwise specified, the capitalized terms herein shall bear the same meanings as those defined in the circular of the Company dated 12 September 2023.

ORDINARY RESOLUTIONS

1. To consider and elect Mr. Zhou Gang as an executive Director with effect from the date of passing of this resolution, and to authorize the Board of the Company to fix his remuneration;
2. To consider and elect Mr. Han Gen as an executive Director with effect from the date of passing of this resolution, and to authorize the Board of the Company to fix his remuneration;
3. To consider and elect Ms. Chen Ming as an employee representative Supervisor and the chairlady of the Supervisory Committee with effect from the date of passing of this resolution, and to authorize the Board of the Company to fix her remuneration; and

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. To consider and approve the appointment of BDO China SHU LUN PAN Certified Public Accountants LLP as auditors of the Group and to authorize the Board to fix its remuneration.

By Order of the Board
Xinjiang Tianye Water Saving Irrigation System Company Limited*
Li He
Chairman

Xinjiang, PRC, 12 September 2023

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 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the 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 the holders of Domestic 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 Monday, 25 September 2023 to Thursday, 28 September 2023 (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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. on Friday, 22 September 2023.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the holders of H Shares only) or to the Company's registered office at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC (for the holders of Domestic Shares only), by hand, by post or by fax (the fax number of the Company's H Share registrar and transfer office: (852) 28108185 (for holders of H Shares only) or the Company's fax number: (86993) 2623183 (for holders of Domestic Shares only)) on or before 4:30 p.m. on Monday, 18 September 2023.
6. As required under the Listing Rules, 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 a 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