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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)

INSIDE INFORMATION ANNOUNCEMENT
COMPLETION OF RESTRUCTURING OF THE
CONTROLLING SHAREHOLDER

This announcement is made by Xinjiang Tianye Water Saving Irrigation System Company Limited (the “**Company**”) pursuant to the Inside Information Provisions (“**Inside Information Provisions**”) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the inside information announcement of the Company dated 4 June 2025 (the “**Announcement**”) in relation to, among others, the Proposed Restructuring and the waiver granted by the SFC pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code from the obligation to make a general offer in relation to the Proposed Restructuring. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Company has been informed by Tianye Group that, in order to implement the Proposed Restructuring, on 29 August 2025, the 8th Division SASAC and Tianye Group entered into an equity transfer agreement (the “**Equity Transfer Agreement**”), an entrusted voting right agreement (the “**Entrusted Voting Right Agreement**”) and an entrusted nomination right for directors agreement (the “**Entrusted Nomination Right for Directors Agreement**”). As at the date of this announcement, the conditions precedent to the Equity Transfer Agreement, the Entrusted Voting Right Agreement and the Entrusted Nomination Right for Directors Agreement have been fulfilled. The 8th Division SASAC has transferred 38.40% of the total share capital of the New Holdco to Tianye Group and it will complete the share registration change procedures for such

equity transfer. In addition, the Proposed Entrustment Arrangement under the Entrusted Voting Right Agreement and the Entrusted Nomination Right for Directors Agreement have also taken effect.

As disclosed in the Announcement, upon completion of the Proposed Restructuring (including the Proposed Entrustment Arrangement), the 8th Division SASAC will entrust the exercise of its voting rights in respect of the 12.60% equity interest in the New Holdco held by it to Tianye Group, thereby enabling Tianye Group to exercise an aggregate of 51.00% of the voting rights of the New Holdco (the 8th Division SASAC will exercise the remaining 49.00% of the voting rights of the New Holdco). The New Holdco will become a subsidiary of Tianye Group and its financial statements will be consolidated into the consolidated financial statements of Tianye Group. The 8th Division SASAC remains the ultimate beneficial controller of Tianye Group, and the direct controlling shareholder of the Company will change from Tianye Group to the New Holdco.

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

Hong Kong, 29 August 2025

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 purpose only*