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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) RESIGNATION OF EXECUTIVE DIRECTOR;**
- (2) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
- (3) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR;**
- (4) PROPOSED APPOINTMENT OF INDEPENDENT  
NON-EXECUTIVE DIRECTOR; AND**
- (5) CHANGE IN MEMBERS OF BOARD COMMITTEES**

**RESIGNATION OF EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Xinjiang Tianye Water Saving Irrigation System Company Limited (the “**Company**“, together with its subsidiaries, the Group (the “**Group**”)) hereby announces that Mr. Chen Lin (“**Mr. Chen**”) has tendered his resignation as executive director due to personal career development and change in work arrangements, which will take effect from the date of the Company’s next general meeting.

At the same time, Mr. Chen will resign from his position as a member of the nomination committee of the Company with effect from the date of the Company’s next general meeting.

Mr. Chen has confirmed to the Company that there is no disagreement between him and the Board, nor are there other matters relating to his resignation of the aforesaid position that need to be brought to the attention of the shareholders (the “**Shareholders**”) of the Company.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Chen for his valuable contribution to the Company during his term of office.

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board hereby announces that Mr. Qin Ming (“**Mr. Qin**”) has tendered his resignation as independent non-executive director due to personal career development, which will take effect from the date of the Company’s next general meeting.

At the same time, Mr. Qin will resign from his positions as chairman of the audit committee, and a member of each of the remuneration committee and the nomination committee of the Company with effect from the date of the Company’s next general meeting.

Mr. Qin has confirmed to the Company that there is no disagreement between him and the Board, nor are there other matters relating to his resignation of the aforesaid positions that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude and appreciation to Mr. Qin for his valuable contribution to the Company during his term of office.

#### **PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR; AND CHANGE IN MEMBERS OF BOARD COMMITTEES**

The Board is pleased to announce that, upon nomination by the nomination committee of the Company and consideration of the Board, the Board proposes to appoint Mr. Li He as an executive Director. Such proposed appointment is subject to consideration and approval at the forthcoming extraordinary general meeting (the “**EGM**”) of the Company. If such proposed appointment is passed by the Shareholders as an ordinary resolution, his appointment shall take effect from the same date of the EGM until the expiration of the term of office of the current Board.

The biographical details of Mr. Li He are set out as follows:

Mr. Li He, aged 44, a member of the Communist Party of China, graduated from Ningxia University with a dual bachelor’s degree in landscape architecture and administrative management. Mr. Li He was awarded a qualification certificate for engineering by the Ministry of Agriculture of China in 2008. He joined Xinjiang Tianye (Group) Limited\* (新疆天業(集團)有限公司) (the controlling Shareholder of the Company) as a technician in 2003. He joined the Company in 2005 and has been serving as a deputy general manager of the Company since 2009. Mr. Li He is also an executive director of Akesu Tianye Water Saving Co., Ltd\* (阿克蘇天業節水有限公司) (a wholly-owned subsidiary of

the Company) and Xinjiang Tianye Nanjiang Water Saving Agriculture Co., Ltd\* (新疆天業南疆節水農業有限公司) (a wholly-owned subsidiary of the Company), as well as a director of Zhongxinnong Modern Water Saving Technology Company Limited\* (中新農現代節水科技有限公司) (a subsidiary of the Company) and Urumuqi Hongrui Plastic Trade Limited\* (烏魯木齊泓瑞塑化商貿有限公司) (a subsidiary of the Company).

Save as disclosed above, Mr. Li He confirmed that (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).

Subject to the approval of his appointment by the Shareholders at the EGM, Mr. Li He will enter into a service agreement with the Company. He will not be entitled to receive any director's fees while his salary for serving as the deputy general manager of the Company will be determined by the Company by reference to his duties and responsibilities with the Company and the market rate for the position.

Save as disclosed above, Mr. Li He 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no other matters that need to be brought to the attention of the Shareholders.

Subject to the approval of his appointment by the Shareholders at the EGM, Mr. Li He will be appointed as a member of the nomination committee of the Company at the same time.

#### **PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND CHANGE IN MEMBERS OF BOARD COMMITTEES**

The Board is pleased to announce that, upon nomination by the nomination committee of the Company and consideration of the Board, the Board also proposes to appoint Mr. Li Lianjun as an independent non-executive Director. Such proposed appointment is subject to consideration and approval at the EGM. If such proposed appointment is passed by the Shareholders as an ordinary resolution, his appointment shall take effect from the same date of the EGM until the expiration of the term of office of the current Board.

The biographical details of Mr. Li Lianjun are set out as follows:

Mr. Li Lianjun, aged 57, a member of the Communist Party of China, graduated from Shihezi Radio and Television University\* (石河子廣播電視大學) with a bachelor's degree in law. Mr. Li Lianjun was qualified as a lawyer in 1998 and started his career as a professional lawyer in 2003. Besides currently serving as the director of Shanghai Hansheng (Shihezi) Law Firm\* (上海漢盛(石河子)律師事務所), Mr. Li Lianjun is currently a member of the Party Committee of the Lawyers Association of Xinjiang Production and Construction Corps\* (兵團律師協會), a vice president of the Lawyers Association of Xinjiang Production and Construction Corps\* and the president of Shihezi Lawyers Association\* (石河子律師協會). Mr. Li Lianjun is well-experienced in providing legal retainer services.

Save as disclosed above, Mr. Li Lianjun confirmed that (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).

Subject to the approval of his appointment by the Shareholders at the EGM, Mr. Li Lianjun will enter into a service agreement with the Company and be entitled to receive an annual director's fee of RMB30,000 to be determined by the remuneration committee of the Company.

Save as disclosed above, Mr. Li Lianjun 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no other matters that need to be brought to the attention of the Shareholders.

Subject to the approval of his appointment by the Shareholders at the EGM, Mr. Li Lianjun will be appointed as a member of each of the audit committee, remuneration committee and nomination committee of the Company at the same time. Ms. Gu Li, an independent non-executive Director of the Company, will be appointed as the chairperson of the audit committee of the Company, and Mr. Yin Feihu, an independent non-executive Director of the Company, will resign as a member of the audit committee of the Company.

## **EGM**

The Company will convene an EGM to consider the resolutions in relation to the appointment of Mr. Li He as an executive Director and the appointment of Mr. Li Lianjun as an independent non-executive Director. The relevant circular and the notice of the EGM will be dispatched to the Shareholders by the Company as soon as practicable.

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

Xinjiang, the PRC, 27 January 2022

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Chen Lin (Chairman), Mr. Huang Dong and Mr. Tan Xinmin, and four independent non-executive Directors, namely Mr. Yin Feihu, Mr. Qin Ming, Ms. Gu Li and Mr. Hung Ee Tek.*

*\* For identification purpose only*