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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)**

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

The Board (the “**Board**”) of Directors (the “**Directors**”) of Xinjiang Tianye Water Saving Irrigation System Company Limited\* (the “**Company**”) proposes to make certain amendments to Article 2.02 of the Articles of Association of the Company (the “**Articles of Association**”) based on the operational requirements of and to better outline the business scope of the Company. Particulars of the proposed amendments to the Articles of Association are set out below:

The existing Article 2.02 of the Articles of Association reads:

“The scope of business of the company include: development and marketing of high and new water saving irrigation technologies; interim testing and marketing of advanced water saving fittings; technology transfer and service for water saving irrigation; development and utilization of computer application software for water saving irrigation; production and sales of PVC pipelines for water supply, 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 aluminum, scrap paper and scrap plastic; recycling and processing of scrap and obsolete plastic; distribution of 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; hydraulic engineering (irrigation and drainage) (Class C); grade one subcontractor for construction of water saving irrigation project (specific scope is subject to quality certificate); business of exporting products and technologies produced by the company itself, business of importing machinery and equipment, parts and components, raw and auxiliary materials and technologies required by the company, other than goods and technologies prohibited from import and export by the State; leasing of mechanic equipment and properties.”

It is proposed that the existing Article 2.02 of the Articles of Association be amended as follows:

“The scope of business of the company include: development and marketing of high and new water saving irrigation technologies; interim testing and marketing of advanced water saving fittings; technology transfer and service for water saving irrigation; development and

utilization of computer application software for water saving irrigation; **computer and information systems engineering integration**; production and sales of PVC pipelines for water supply, PE pipelines and assemblies, pressure compensatory style drip tape, labyrinth-style drip tape, embedded-style drip tape, agriculture films and drippers (**including sales on ecommerce platforms**); import of scrap copper, scrap steel, scrap aluminum, scrap paper and scrap plastic; recycling and processing of scrap and obsolete plastic; distribution of 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; ~~hydraulic engineering (irrigation and drainage) (Class C); grade one subcontractor for construction of water saving irrigation project (specific scope is subject to quality certificate)~~; **water resources and hydropower engineering consultation, investigation, design and construction; municipal water supply, gardens and roads greenery consultation, investigation, design and construction**; business of exporting products and technologies produced by the company itself, business of importing machinery and equipment, parts and components, raw and auxiliary materials and technologies required by the company, other than goods and technologies prohibited from import and export by the State; leasing of mechanic equipment and properties.”

Accordingly, the Board proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”) to amend the Articles of Association. The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM and all necessary approvals, authorisations, or registration (if applicable) to be obtained from or filed with the relevant governmental or regulatory authorities.

A circular containing details of, among other things, the proposed amendments to the Articles of Association and the notice of the AGM will be despatched to the Shareholders in due course.

For and on behalf of the Board  
**Xinjiang Tianye Water Saving Irrigation System Company Limited\***  
**Chen Lin**  
*Chairman*

Xinjiang, the PRC, 15 April 2016

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Chen Lin (Chairman), Mr. Zhu Jia Ji, Mr. Shao Mao Xu and Mr. Zhang Qiang and four independent non-executive Directors, namely Mr. Mak King Sau, Mr. Qin Ming, Mr. Cao Jian and Mr. Yin Feihu.*

\* *For identification purpose only*