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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: 840)**

**POLL RESULTS OF  
(1) ANNUAL GENERAL MEETING;  
(2) CLASS MEETING OF HOLDERS OF H SHARES;  
(3) CLASS MEETING OF HOLDERS OF DOMESTIC SHARES  
ALL HELD ON 10 JUNE 2016; AND  
(4) APPOINTMENT OF DIRECTORS AND SUPERVISORS**

References are made to the notice of annual general meeting (the “**AGM Notice**”), the notice of H Shares (the “**Notice of H Shares Class Meeting**”) and the notice of Domestic Shares class meetings the “**Notice of Domestic Shares Class Meeting**”) all dated 19 April 2016 and the circular (the “**Circular**”) of Xinjiang Tianye Water Saving Irrigation System Company Limited\* (新疆天業節水灌溉股份有限公司) (the “**Company**”) dated 19 April 2016. Unless otherwise specified, capitalized terms used herein shall have the same respective meaning as those defined in the Circular.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the resolutions as set out in the AGM Notice, Notice of H Shares Class Meeting and Notice of Domestic Shares Class Meeting were duly passed.

## (1) POLL RESULT OF AGM

All the resolutions as set out in the AGM Notice were voted by poll and the poll results of the respective resolutions are as follows:

ORDINARY RESOLUTIONS		No. of votes (%)			Total number of votes present and voting
		FOR	AGAINST	ABSTAIN	
1.	To consider and approve the report of the directors of the Company for the year ended 31 December 2015;	100	0	0	316,299,044
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2015;	100	0	0	316,299,044
3.	To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors' report for the year ended 31 December 2015;	100	0	0	316,299,044
4.	To consider and approve the resolution for making appropriation to statutory surplus reserve fund for the year ended 31 December 2015;	100	0	0	316,299,044
5.	To authorize the board of Directors to fix the remuneration of the Directors and the supervisors (the "Supervisors") of the Company for the year 2016;	100	0	0	316,299,044
6.	To consider and approve the re-appointment of Pan-China Certified Public Accountants LLP as auditors of the Company and to authorize the Board to fix their remunerations;	100	0	0	316,299,044
7.	To consider and re-elect or elect the following persons as executive Directors with effect from the date of passing of this resolution for a term of three years: (a) Mr. Chen Lin; (b) Mr. Zhang Qiang; (c) Mr. Li He; and (d) Mr. Yang Wan Sen.				
		100	0	0	316,299,044
		100	0	0	316,299,044
		100	0	0	316,299,044
		100	0	0	316,299,044
8.	To consider and re-elect the following persons as independent non-executive Directors with effect from the date of passing of this resolution for a term of three years: (a) Mr. Yin Feihu; and (b) Mr. Qin Ming.				
		100	0	0	316,299,044
		100	0	0	316,299,044
9.	To consider and re-elect Mr. Mak King Sau (who will serve as an independent non-executive Director for more than 9 years upon re-election) as independent non-executive Director with effect from the date of passing of this resolution for a term of three years;	100	0	0	316,299,044
10.	To consider and elect the following persons as shareholders representative Supervisors with effect from the date of passing of this resolution for a term of three years: (a) Mr. Xu Hongzhen; and (b) Mr. Wang Jian.				
		100	0	0	316,299,044
		100	0	0	316,299,044

SPECIAL RESOLUTIONS		No. of votes (%)			Total number of votes present and voting
		FOR	AGAINST	ABSTAIN	
1.	To approve the proposal on the grant of the issue mandate to the Board to issue, allot and deal with the additional Domestic Shares and/or H Shares of the Company under the Special Resolution No. 1 in the notice of the AGM.	100	0	0	316,299,044
2.	To approve the proposal on the grant of the repurchase mandate to the Board to repurchase H Shares of the Company under the Special Resolution No. 2 in the notice of the AGM.	100	0	0	316,299,044
3.	To approve the proposal on the extension of the general mandate granted to the Board to issue new shares of the Company under Special Resolution No.3 in the notice of the AGM.	100	0	0	316,299,044
4.	To consider and approve the amendments to the articles of association of the Company under Special Resolution No.4 in the notice of the AGM and that the Board be and is hereby authorized to deal with on behalf of the Company the relevant filing and amendments (where necessary) procedures and other related issues arising from the amendments to the articles of association of the Company.	100	0	0	316,299,044

As at the date of the AGM, there were 519,521,560 Shares in issue (comprising 202,400,000 H Shares and 317,121,560 Domestic Shares), which was the total number of Shares entitling the holders to attend and vote for or against the resolutions at the AGM. There were no restrictions on the Shareholders to cast votes on any of the resolutions at the AGM and no Shares entitling the Shareholders to attend and vote only against any of the proposed resolutions at the AGM according to Rule 13.40 of the Listing Rules. In addition, no Shareholder who holds 5% or more of the Shares with voting rights had put forward any proposal at the AGM. The Shareholders and authorized proxies holding an aggregate of 316,299,044 Shares, representing approximately 60.88% of the total number of issued Shares of the Company, were present and voting at the AGM.

As the ordinary resolutions numbered 1 to 10 were passed by more than a simple majority, these resolutions were duly passed as ordinary resolutions. As the special resolutions numbered 1 to 4 were passed by more than two-thirds majority, such resolutions were duly passed as special resolutions.

No Shareholder was required to abstain from voting in respect of any resolutions proposed for approval at the AGM.

## (2) POLL RESULT OF H SHARES CLASS MEETING

The resolution as set out in the Notice of H Shares Class Meeting was voted by poll and the poll result of the resolution is as follows:

SPECIAL RESOLUTION		No. of votes (%)		Total number of votes present and voting
		FOR	AGAINST	
1.	To approve the proposal on the grant of the repurchase mandate to the Board to repurchase H Shares of the Company under the Special Resolution No. 1 in the notice of the H Shareholders' Class Meeting.	100	0	2,000

As at the date of the class meeting for the holders of H Shares (the “**H Shares Class Meeting**”), there were 202,400,000 H Shares in issue, which was the total number of H Shares entitling the holders to attend and vote for or against the resolution at the H Shares Class Meeting. There were no H Shares entitling its holders to attend and vote only against the proposed resolution at the H Shares Class Meeting according to Rule 13.40 of the Listing Rules. The holders of H Shares and authorized proxies holding an aggregate of 2,000 Shares, representing approximately 0.001% of the total number of issued H Shares, were present and voting at the H Shares Class Meeting.

As the above resolution was passed by more than two-thirds majority, the resolution was duly passed as a special resolution.

No holder of H Shares was required to abstain from voting in respect of the resolution proposal for approval at the H Shares Class Meeting.

### (3) POLL RESULT OF DOMESTIC SHARES CLASS MEETING

The resolution as set out in the Notice of Domestic Shares Class Meeting was voted by poll and the poll result of the resolution is as follows:

SPECIAL RESOLUTION		No. of votes (%)		Total number of votes present and voting
		FOR	AGAINST	
1.	To approve the proposal on the grant of the repurchase mandate to the Board to repurchase Domestic Shares of the Company under the Special Resolution No. 1 in the notice of the Domestic Shareholders' Class Meeting.	100	0	316,297,044

As at the date of the class meeting for the holders of Domestic Shares (the “**Domestic Shares Class Meeting**”), there were 317,121,560 Domestic Shares in issue, which was the total number of Domestic Shares entitling its holders to attend and vote for or against the resolution at the Domestic Shares Class Meeting. There were no Domestic Shares entitling the holders of Domestic Shares to attend and vote only against the proposed resolution at the Domestic Shares Class Meeting according to Rule 13.40 of the Listing Rules. The holders of Domestic Shares and authorized proxies holding an aggregate of 316,297,044 Shares, representing approximately 99.74% of the total number of issued Domestic Shares, were present and voting at the Domestic Shares Class Meeting.

As the above resolution was passed by more than two-thirds majority, the resolution was duly passed as a special resolution.

No holder of Domestic Shares was required to abstain from voting in respect of the resolution proposed for approval at the Domestic Shares Class Meeting.

Pan-China Certified Public Accountants LLP, the auditor of the Company, was appointed as the scrutineer for the vote-taking of the Poll at the AGM, the H Shares Class Meeting and the Domestic Shares Class Meeting.

#### **(4) APPOINTMENT OF DIRECTORS AND SUPERVISORS**

At the AGM, Mr. Li He and Mr. Yang Wan Sen were elected as an executive Directors and Mr. Xu Hongzhen, Mr. Wang Jian were elected as the Supervisors.

At the workers' meeting for election of Supervisors held today, Ms. Chen Jun was elected as the worker representative Supervisor through democratic election.

The biographical details of the above newly-elected Directors, Supervisors and the worker representative Supervisor were disclosed in the circular of the Company dated 19 April 2016. As at the date of this announcement, there has been no change in such information.

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

Xinjiang, the PRC, 10 June 2016

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Chen Lin (Chairman), Mr. Zhang Qiang, Mr. Li He and Mr. Yang Wan Sen, and three independent non-executive Directors, namely Mr. Yin Feihu, Mr. Qin Ming and Mr. Mak King Sau.*

\* *For identification purpose only*