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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) POLL RESULTS OF
EXTRAORDINARY GENERAL MEETING
HELD ON 26 FEBRUARY 2019;**
- (2) CHANGE IN MEMBERS OF THE BOARD OF DIRECTORS;**
(3) CHANGE IN MEMBER OF REMUNERATION COMMITTEE;
(4) CHANGE IN MEMBER OF AUDIT COMMITTEE;
(5) CHANGE IN MEMBER OF SUPERVISORY COMMITTEE

References are made to the notice of extraordinary general meeting (the “EGM Notice”) and the circular (the “Circular”) of Xinjiang Tianye Water Saving Irrigation System Company Limited* (新疆天业节水灌溉股份有限公司) (the “Company”) all dated 11 January 2019. Unless otherwise specified, capitalized terms used herein shall have the same respective meaning as those defined in the Circular.

The board of directors (the “Directors”) of the Company (the “Board”) is to announce that all the resolutions as set out in the EGM Notice were duly passed.

(1) POLL RESULT OF EGM

All the resolutions as set out in the EGM 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 elect Mr. Tan Xinmin as an executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix his remuneration.	100	0	0	317,123,560
2.	To consider and elect Mr. Huang Dong as an executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix his remuneration.	100	0	0	317,123,560
3.	To consider and elect Ms. Gu Li as an independent non-executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix her remuneration.	100	0	0	317,123,560
4.	To consider and elect Mr. Hung Ee Tek as an independent non-executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix his remuneration	100	0	0	317,123,560
5.	To consider and elect Mr. Xie Xinghui as shareholders' representative supervisor of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Supervisory Committee and to authorize the Board of the Company to fix his remuneration.	100	0	0	317,123,560

SPECIAL RESOLUTIONS		No. of votes (%)			Total number of votes present and voting
		FOR	AGAINST	ABSTAIN	
1.	To approve the Special Resolution No. 1 in the circular of EGM in relation to the amendments of the Articles of Association of the Company, and to authorize the Board of the Company, on behalf of the Company, to deal with the relevant procedures for records and amendments and other related matters required for the amendment (if necessary) of the Articles of Association of the Company.	100	0	0	317,123,560

As at the date of the EGM, 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 EGM. There were no restrictions on the Shareholders to cast votes on any of the resolutions at the EGM and no Shares entitling the Shareholders to attend and vote only against any of the proposed resolutions at the EGM. In addition, no Shareholder who holds 5% or more of the Shares with voting rights had put forward any proposal at the EGM. The Shareholders and authorized proxies holding an aggregate of 317,123,560 Shares, representing approximately 61.04% of the total number of issued Shares of the Company, were present and voting at the EGM.

As the ordinary resolutions numbered 1 to 5 were passed by more than a simple majority, these resolutions were duly passed as ordinary resolutions. As the special resolution numbered 1 was passed by more than two-thirds majority, such resolution was duly passed as special resolution.

(2) CHANGE IN MEMBERS OF THE BOARD OF DIRECTORS

Resignation of Directors

As referred to in the announcement of the Company dated 11 January 2019 in relation to the resignations of the former executive Directors of the Company including Mr. Zhang Qiang (“Mr. Zhang”), Mr. Yang Wan Sen (“Mr. Yang”) and Mr. Li He (“Mr. Li”), due to their career development. Their resignations of executive Directors will take effect from the date hereof.

Each of Mr. Zhang, Mr. Yang and Mr. Li has confirmed that each of them has no disagreement with the Board. As confirmed by the Company with Mr. Zhang, Mr. Yang and Mr. Li, respectively, there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of their resignations.

For their remaining positions at the Company following their resignations, please refer to the announcement of the Company dated 11 January 2019.

Appointment of new Directors

At the same time, Mr. Tan Xinmin and Mr. Huang Dong are officially appointed as the executive Directors, and Ms. Gu Li and Mr. Hung Ee Tek are officially appointed as the independent non-executive Directors. For their information, please refer to the circular of the Company dated 11 January 2019.

(3) CHANGE IN MEMBER OF REMUNERATION COMMITTEE

At the same time, Mr. Huang Dong has been appointed as a member of the remuneration committee of the Company to fill the vacancy following the resignation of Mr. Zhang.

(4) CHANGE IN MEMBER OF AUDIT COMMITTEE

At the same time, Mr. Hung Ee Tek has been appointed as a member of the audit committee of the Company to fill the vacancy following the resignation of Mr. Mak King Sau.

(5) CHANGE IN MEMBER OF SUPERVISORY COMMITTEE

Resignation of supervisor

As referred to in the announcement of the Company dated 11 January 2019. Mr. Wang Jian (“Mr. Wang”), the former supervisor of the Company, has tendered his resignation from the position as external supervisor with effect from the date hereof due to his career development.

Mr. Wang does not have any disagreement with the Board. As confirmed by the Company and Mr. Wang, respectively, there are no matters that need to be brought to the attention of the Shareholders of the Company in respect of his resignation.

Upon his resignation, Mr. Wang will no longer hold any position in the Company.

Appointment of new supervisor

At the same time, Mr. Xie Xinghui has been appointed as shareholders’ representative supervisor. For his information, please refer to the circular of the Company dated 11 January 2019.

Pan-China Certified Public Accountants LLP, the auditor of the Company, has been appointed as the scrutineer for the vote-taking of the Poll at the EGM.

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

Xinjiang, the PRC, 26 February 2019

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Chen Lin (Chairman), Mr. Tan Xinmin and Mr. Huang Dong, 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*