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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Xinjiang Tianye Water Saving Irrigation System Company Limited* (the “Company”) will be held at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the People's Republic of China (the “PRC”) on Thursday, 12 June 2025 at 11:00 a.m. for the following purposes and to pass the following resolutions:

Unless otherwise specified, capitalized terms used herein shall have the same meaning as those defined in the circular dated 13 May 2025 of the Company.

SPECIAL RESOLUTIONS

1. To consider, and if thought fit, pass the following resolution on the general mandate to issue Shares:

“THAT:

- (1) the Board be and is hereby granted, during the Relevant Period (as hereafter defined), an unconditional general mandate to issue, allot and/or deal with additional Shares, and to make or grant offers, agreements or options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;

* For identification purposes only

- (b) the number of the additional Shares to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board other than pursuant to any share scheme (if any) adopted by the Company shall not exceed 20% of the total number of the Shares in issue (excluding treasury Shares, if any) as at the date of passing this resolution; and
- (c) the Board will only exercise its power under the general mandate in accordance with the Company Law and the Listing Rules (as may be amended from time to time) and only if all necessary approval from or filing with the China Securities Regulatory Commission and/or other relevant government authorities in the PRC (if applicable) are obtained;

and, for the purposes of this resolution:

“Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company following the passing of this special resolution; or
 - ii. the expiration of the 12-month period following the passing of this special resolution; or
 - iii. the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.
- (2) contingent on the Board resolving to exercise the general mandate and/or issue Shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorised:
- (a) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the exercise of the general mandate and/or the issue of such Shares, including but not limited to the time, price, quantity and place for such issue, to make all necessary applications to the relevant government authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds, and to make all necessary filings and registration with the relevant government authorities in the PRC, Hong Kong and/or other places and jurisdictions (as appropriate); and

- (c) to increase the registered capital of the Company and make all necessary amendments to the Articles of Association to reflect such increase and to register the increased registered capital with the relevant authorities so as to reflect the new registered capital and/or share structure of the Company.”

2. To consider, and if thought fit, pass the following resolution on the general mandate to repurchase Shares:

“THAT:

- (1) subject to paragraphs (2) and (3) below, the exercise by the Board during the Relevant Period (as defined in paragraph (4) below) of all the powers of the Company to repurchase H Shares in issue, subject to and in accordance with all applicable laws, rules, regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body, is approved;
- (2) the number of H Shares authorised to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period (as defined in paragraph (4) below) shall not exceed 10% of the total number of the H Shares in issue (excluding treasury Shares, if any) as at the date of the passing of this special resolution;
- (3) the approval in paragraph (1) above shall be conditional upon:
 - (a) compliance with the relevant requirements of the Company Law and the regulations of the regulatory authorities (including the Stock Exchange) of the place of listing of the Company as amended from time to time; and
 - (b) the approval of or the filing with the State Administration of Foreign Exchange, China Securities Regulatory Commission and/or any other regulatory authorities (if applicable) as may be required by the laws, rules and regulations of the PRC has been obtained or made.
- (4) For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution at the AGM until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held;

- (c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting; or
- (d) the date of expiration of a period of 12 months after this special resolution has been passed at the AGM.

(5) the Board is hereby authorised to:

- (a) formulate and implement specific repurchase plans, including but not limited to the repurchase price, the quantity of repurchases, the timing and period for repurchases;
- (b) notify creditors and publish announcements in accordance with the requirements of the Company Law, the Articles of Association and the relevant requirements of the Stock Exchange (if applicable) as amended from time to time;
- (c) open a foreign stock account and complete the corresponding procedure of change in foreign exchange registration;
- (d) perform the relevant approval procedure in accordance with the requirements of the regulatory authority and the place of listing, including filing with China Securities Regulatory Commission (if applicable);
- (e) complete the procedure for the cancellation of the repurchased H Shares, the reduction of the Company's registered capital, the amendment of the relevant clauses of the Articles of Association relating to, among other things, the total amount of share capital and structure of shareholding, and perform the relevant domestic and foreign registration and filing procedures according to the statutory requirements in the PRC; and
- (f) sign and execute other documents and complete other matters relevant to repurchases of H Shares."

3. "THAT conditional upon the passing of special resolutions nos. 1 and 2 set out in the notice convening this meeting, the aggregate nominal amount of shares of RMB1.00 each in the share capital of the Company which is purchased or repurchased by the Company pursuant to the authority granted to the Board of the Company by special resolution no. 2 set out in the notice convening this meeting shall be added to the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to the special resolution no. 1 set out in the notice convening this meeting, provided that such shares shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution."

4. To approve the amendments to the Articles of Association of the Company (which also authorises the Board of the Company to handle the relevant filing and amendment (if necessary) procedures and other related matters arising from the amendments to Articles of Association of the Company on behalf of the Company) and the abolishment of the establishment of the Supervisory Committee. For details, please refer to the circular of the Company dated 13 May 2025.

ORDINARY RESOLUTIONS

5. To consider and approve the report of the Directors of the Company for the year ended 31 December 2024.
6. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2024.
7. 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 2024.
8. To consider and approve the resolution for making appropriation to statutory surplus reserve fund for the year ended 31 December 2024.
9. To authorise the Board to fix the remuneration of the Directors for the year 2025 and, if applicable, to authorise the Supervisory Committee to fix the remuneration of the Supervisors for the year 2025.
10. To consider and approve the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as auditors of the Company and to authorise the Board to fix their remunerations.
11. To consider, re-elect and elect the following persons as executive Directors for a term of three years with effect from the date of passing this resolution:
 - (a) Mr. Zhou Gang;
 - (b) Mr. Jiang Dayong;
 - (c) Mr. Wang Dongwei; and
 - (d) Mr. Li Zheng.

12. To consider, re-elect and elect the following persons as independent non-executive Directors for a term of three years with effect from the date of passing this resolution:

- (a) Ms. Gu Li;
- (b) Mr. Hung Ee Tek; and
- (c) Mr. He Xinlin.

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

Xinjiang, PRC
13 May 2025

* *For identification purpose only*

Notes:

- 1. Any member entitled to attend and vote at the AGM is entitled to appoint in written form for one or more than one proxy to attend and vote at the AGM on his behalf. A proxy need not be a member of the Company.
- 2. The form of proxy for the AGM is herewith enclosed. In order to be valid, the form of proxy and, if such proxy form is signed by a person under a power of attorney or authority on behalf of the appointer, a notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be deposited at the Company's H Share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the holders of H Shares only) or at the Company's registered office at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC (for the holders of Domestic Shares only), not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.
- 3. Shareholders or their proxies shall present proofs of identities when attending the AGM.
- 4. The register of the members of the Company will be closed from Monday, 9 June 2025 to Thursday, 12 June 2025 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the forthcoming annual general meeting of the Company, all instrument of transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's H Share registrar in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. on Friday, 6 June 2025.

5. Shareholders who intend to attend the AGM should complete and return the enclosed reply slip for attendance to the H Share registrar and transfer office of the Company in Hong Kong at Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the holders of H Shares only) or to the Company's registered office at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC (for the holders of Domestic Shares only), by hand, by post or by fax (the fax number of the Company's H Share registrar and transfer office: (852) 28108185 (for holders of H Shares only) or the Company's fax number: (86993) 2623183 (for holders of Domestic Shares only)) on or before 4:00 p.m. on Thursday, 22 May 2025.
6. As required under the Listing Rules, voting of the resolutions as set out in this notice will be by poll.
7. The AGM is expected to last for less than one day. The Shareholders and proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
8. The Company's registered address is:

No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Zhou Gang (Chairman), Mr. Han Gen and Mr. Jiang Dayong, and four independent non-executive Directors, namely Mr. Li Lianjun, Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin.