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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)**

**I. POLL RESULTS OF ANNUAL GENERAL MEETING;  
II. AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION AND ABOLISHMENT OF  
THE ESTABLISHMENT OF THE SUPERVISORY COMMITTEE;  
III. CHANGE IN MEMBERS OF THE BOARD; AND  
IV. CHANGE IN MEMBERS OF THE BOARD COMMITTEES**

References are made to the notice of annual general meeting dated 13 May 2025 (the “**AGM Notice**”) and the circular dated 13 May 2025 (the “**Circular**”) of Xinjiang Tianye Water Saving Irrigation System Company Limited\* (the “**Company**”). Unless otherwise specified, capitalized terms used herein shall have the same respective meaning as those defined in the Circular.

**I. POLL RESULTS OF AGM**

**(1) Convening and attendance of the AGM**

Pursuant to the AGM Notice, the AGM was held at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC at 11 a.m. on Thursday, 12 June 2025. The Directors attending the AGM are Mr. Zhou Gang, Mr. Han Gen, Mr. Jiang Dayong, Mr. Li Lianjun, Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin.

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. Shareholders and authorised proxies holding an aggregate of 331,528,560 Shares, representing approximately 63.81% of the total number of issued Shares of the Company, were present and voting at the AGM.

There were no Shares entitling the Shareholders to attend and abstain from voting in favor of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules of the Stock Exchange. No Shareholder is required to abstain from voting on the resolutions proposed at the AGM in accordance with the Listing Rules of the Stock Exchange. No Shareholder has stated an intention to vote against or to abstain from voting on the resolutions proposed at the AGM.

## (2) Poll results 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:

SPECIAL RESOLUTIONS		No. and % of votes (%)		
		FOR	AGAINST	ABSTAIN
1.	A resolution to grant the board (“ <b>Board</b> ”) of directors (the “ <b>Directors</b> ”) of the Company a general mandate to issue Shares.	331,528,560 100%	0 0%	0 0%
2.	A resolution to grant the Board a general mandate to repurchase Shares.	331,528,560 100%	0 0%	0 0%
3.	To approve the proposal on the extension of the general mandate granted to the Board to issue new shares of the Company under the special resolution no. 3 in the notice of the AGM.	331,528,560 100%	0 0%	0 0%

SPECIAL RESOLUTIONS		No. and % of votes (%)		
		FOR	AGAINST	ABSTAIN
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 of the Company (the “ <b>Supervisory Committee</b> ”). For details, please refer to the circular of the Company dated 13 May 2025.	331,528,560 100%	0 0%	0 0%
ORDINARY RESOLUTIONS		No. and % of votes (%)		
		FOR	AGAINST	ABSTAIN
5.	To consider and approve the report of the Directors of the Company for the year ended 31 December 2024;	331,528,560 100%	0 0%	0 0%
6.	To consider and approve the report of the Supervisory Committee for the year ended 31 December 2024;	331,528,560 100%	0 0%	0 0%
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;	331,528,560 100%	0 0%	0 0%
8.	To consider and approve the resolution for making appropriation to statutory surplus reserve fund for the year ended 31 December 2024;	331,528,560 100%	0 0%	0 0%

ORDINARY RESOLUTIONS		No. and % of votes (%)		
		FOR	AGAINST	ABSTAIN
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;	331,528,560 100%	0 0%	0 0%
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;	331,528,560 100%	0 0%	0 0%
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.			
		331,528,560 100%	0 0%	0 0%
		331,528,560 100%	0 0%	0 0%
		331,528,560 100%	0 0%	0 0%
		331,528,560 100%	0 0%	0 0%

ORDINARY RESOLUTIONS		No. and % of votes (%)		
		FOR	AGAINST	ABSTAIN
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.			
		331,528,560 100%	0 0%	0 0%
		331,528,560 100%	0 0%	0 0%
		331,528,560 100%	0 0%	0 0%

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

As the ordinary resolutions numbered 5 to 12 were passed by more than a simple majority, these resolutions were duly passed as ordinary resolutions.

## II. AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ABOLISHMENT OF THE ESTABLISHMENT OF THE SUPERVISORY COMMITTEE

As set out in the Circular, the Company intends to make amendments to certain clauses of the Articles of Association. The proposed amendments are mainly about the abolishment of the establishment of the Supervisory Committee; the clarification of the functional positioning of the audit committee of the Company; and other corresponding and miscellaneous amendments. The special resolution no. 4 regarding the approval of the amendments to the Articles of Association and the abolishment of the establishment of the Supervisory Committee has been approved at the AGM.

### (1) Amendments to the Articles of Association

For the full text of the amended Articles of Association, please refer to the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.xj-tianye.com/qyjj.jhtml>). Shareholders should be aware that the English version of the Articles of Association is a translation from the Chinese version. In the case of any discrepancy between the two versions, the Chinese version shall prevail.

## **(2) Abolishment of the establishment of the Supervisory Committee**

The Board further announces that, following approval by the Shareholders at the AGM, the Company will abolish the establishment of the Supervisory Committee and simultaneously repeal the Rules of Procedure for the Supervisory Committee with effect from the date of the AGM.

Each of the Supervisors of the Company has confirmed that he or she has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders.

The Board would like to express its heartfelt gratitude to all the Supervisors for their valuable contributions and services to the Company during their tenures as Supervisors.

## **III. CHANGE IN MEMBERS OF THE BOARD**

### **(1) Retirement of Directors**

Pursuant to the requirements of the Articles of Association, Mr. Zhou Gang, Mr. Han Gen, Mr. Jiang Dayong, Mr. Li Lianjun, Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin will retire by rotation in the forthcoming AGM. Mr. Han Gen and Mr. Li Lianjun, being the retiring Directors, have both informed the Company that they will not seek for re-election and will resign from the positions of executive Director and independent non-executive Director from the date of appointment of new Directors, respectively.

Each of Mr. Han Gen and Mr. Li Lianjun has no disagreement with the Board, nor are there any other matters that need to be brought to the attention of the Shareholders.

The Board would like to express its heartfelt gratitude to Mr. Han Gen and Mr. Li Lianjun for their valuable contributions and services to the Company during their tenure as Directors.

### **(2) Appointment of Directors**

Further, Mr. Zhou Gang, Mr. Jiang Dayong, Mr. Wang Dongwei and Mr. Li Zheng are eligible and are appointed as executive Directors; and Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin are eligible and are appointed as independent non-executive Directors. The term of office of the above Directors shall commence from the date of the AGM (i.e. 12 June 2025) until the expiration of the term of office of the current Board of the Company. The Board has also been authorized by the Shareholders to fix the remuneration of the Directors for the year 2025. The relevant remuneration will be disclosed by the Company upon determination, and details can be found in the annual report to be published by the Company in due course.

For their information, please refer to the Circular. As at the date of this announcement, there has been no change to their biographical details and other information relating to their appointments.

The Board would also like to take this opportunity to welcome Mr. Wang Dongwei and Mr. Li Zheng for joining the Company!

#### **IV. CHANGE IN MEMBERS OF THE BOARD COMMITTEES**

##### **(1) Change in members of the Audit Committee**

Mr. Li Lianjun will retire as a member of the Audit Committee and Mr. He Xinlin is newly appointed as a member of the Audit Committee.

##### **(2) Change in members of the Remuneration Committee**

Mr. Han Gen and Mr. Li Lianjun will retire as members of the Remuneration Committee and Mr. Hung Ee Tek and Mr. Li Zheng are newly appointed as members of the Remuneration Committee.

##### **(3) Change in members of the Nomination Committee**

Mr. Li Lianjun will retire as a member of the Nomination Committee and Ms. Gu Li is newly appointed as a member of the Nomination Committee.

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

Xinjiang, the PRC  
12 June 2025

*As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Zhou Gang (Chairman), Mr. Jiang Dayong, Mr. Wang Dongwei and Mr. Li Zheng, and three independent non-executive Directors, namely Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin.*

\* For identification purposes only