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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; AND  
(3) CLASS MEETING OF HOLDERS OF DOMESTIC SHARES  
ALL HELD ON 5 JUNE 2015**

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 21 April 2015 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 28 April 2015. 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 2014;	100	0	0	344,496,560
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2014;	100	0	0	344,496,560
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 2014;	100	0	0	344,496,560
4.	To consider and approve the resolution for making appropriation to statutory surplus reserve fund for the year ended 31 December 2014;	100	0	0	344,496,560
5.	To authorize the board of Directors (the " <b>Board</b> ") to fix the remuneration of the Directors and the supervisors (the " <b>Supervisors</b> ") of the Company for the year 2015;	100	0	0	344,496,560
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	344,496,560
7.	To consider and approve that:  (a) the master purchase agreement (the " <b>Agreement</b> ") dated 23 March 2015 entered into between the Company and Xinjiang Tianye (Group) Limited* (新疆天業(集團)有限公司) (" <b>Tianye Holdings</b> ") including the relevant annual caps for the 3 years ending on 31 December 2017 be and are hereby approved, confirmed and ratified; and  (b) any one Director of the Company, be and is hereby authorized for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement	100	0	0	14,642,639

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.	97.12	2.88	0	344,496,560
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	344,496,560
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.	97.12	2.88	0	344,496,560

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 except ordinary resolution 7. There were no restrictions on the Shareholders to cast votes on any of the resolutions at the AGM except ordinary resolution 7 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 344,496,560 Shares, representing approximately 66.31% of the total number of issued Shares of the Company, were present and voting at the AGM.

Tianye Holdings and Tianye Company are connected persons of the Company. Together with their associates, they hold a total 329,853,921 Shares which represented approximately 63.49% of the total issued Share of the Company. They were required to abstain from voting at the AGM for ordinary resolution 7 above and had abstained from voting for ordinary resolution 7 at the AGM. The total number of Shares entitling the holders to attend and vote for or against ordinary resolution 7 at the AGM was 186,433,000 H Shares and 3,234,639 Domestic Shares.

As the ordinary resolutions numbered 1 to 7 were passed by more than a simple majority, these resolutions were duly passed as ordinary resolutions. As the special resolutions numbered 1 to 3 were passed by more than two-thirds majority, such resolutions were duly passed as special resolutions.

Apart from ordinary resolution number 7, no other 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	27,375,000

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 27,375,000 Shares, representing approximately 13.5% 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	317,121,560

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 317,121,560 Shares, representing approximately 100% 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.

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

Xinjiang, the PRC, 5 June 2015

*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. Yin Feihu, Mr. Qin Ming, Mr. Cao Jian and Mr. Mak King Sau.*

\* For identification purpose only