

*Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**ANNOUNCEMENT OF INTERIM RESULT  
FOR THE SIX MONTHS ENDED 30TH JUNE, 2015**

**SUMMARY**

- Total operating revenue for the six months ended 30th June, 2015 was approximately RMB397,753,000, a decrease of approximately 3.2% from RMB410,968,000 for the corresponding period in the previous year.
- Unaudited net loss for the six months ended 30th June, 2015 was approximately RMB20,019,000, while net profit for the corresponding period in the previous year was approximately RMB415,000. The net loss attributable to owners of the Company for the six months ended 30th June, 2015 was approximately RMB19,738,000, while the net profit attributable to owners of the Company for the corresponding period in the previous year was approximately RMB690,000, representing a decrease of approximately RMB20,428,000.
- Basic loss per share for the six months ended 30th June, 2015 was approximately RMB0.038 (for the corresponding period in 2014: basic earnings per share was approximately RMB0.001).
- The Board does not recommend the payment of any interim dividend for the six months ended 30th June, 2015 (for the corresponding period in 2014: nil).

\* For identification purpose only

## FOR THE SIX MONTHS ENDED 30TH JUNE, 2015

The board of directors (the “Board”) of Xinjiang Tianye Water Saving Irrigation System Company Limited (the “Company”) is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (the “Group”) for the six months ended 30th June, 2015, together with the comparative figures for the corresponding period in 2014. These unaudited interim financial statements have been reviewed by the audit committee of the Company.

### CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Notes	For the six months ended	
		30th June, 2015 RMB'000 (unaudited)	2014 RMB'000 (unaudited)
1. Total operating revenue	3	397,753	410,968
Including: Other operating income		7,867	7,759
Operating income		389,886	403,209
2. Total operating cost		419,599	410,091
Including: Cost of sales		375,853	377,999
Business taxes and surcharges		867	1,571
Distribution costs		20,536	19,925
Administrative expenses		10,874	10,784
Finance costs		(117)	(143)
Assets impairment loss		11,586	(45)
Add: Investment income		2,217	—
3. Operating (loss) profits		(19,629)	877
Add: Non-operating income		749	256
Less: Non-operating expenses		237	204
4. Total (losses) profits	5	(19,117)	929
Less: Income tax expenses	6	902	514
5. Net (loss) profits		(20,019)	415
Attributable to owners of the Company		(19,738)	690
Attributable to minority interests		(281)	(275)
6. Earnings/(loss) per share — basic	7	<u>RMB(0.038)</u>	<u>RMB0.001</u>
7. Other comprehensive income		—	—
8. Total comprehensive income (loss)		(20,019)	415
Total consolidated income (loss) attributable to owners of the Company		(19,738)	690
Total consolidated loss attributable to minority interests		<u>(281)</u>	<u>(275)</u>
9. Dividend	8	<u>—</u>	<u>—</u>

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	<i>Notes</i>	As at 30th June, 2015 <i>RMB'000</i> (unaudited)	As at 31st December, 2014 <i>RMB'000</i> (audited)
<b>Current assets:</b>			
Cash		124,265	109,888
Bill receivables		1,730	710
Trade receivables	9	139,550	101,738
Prepayments		20,316	17,030
Other receivables		33,696	31,905
Inventories		548,031	577,718
Other current assets		—	900
Total current assets		<b>867,588</b>	<b>839,889</b>
<b>Non-current assets:</b>			
Investment property		8,466	8,466
Property, plant and equipment	10	165,925	175,788
Construction in progress		6,958	5,854
Intangible assets		13,236	12,539
Long-term prepaid expenses		1,121	1,397
Deferred income tax assets		1,267	1,267
Other non-current assets		—	500
Total non-current assets		<b>196,973</b>	<b>205,811</b>
Total assets		<b>1,064,561</b>	<b>1,045,700</b>
<b>Current liabilities:</b>			
Trade payables	11	242,989	217,106
Receipts in advance		75,730	52,138
Employee remuneration payable		5,384	6,162
Taxes payable		71	6,051
Other payables	12	18,275	21,512
Total current liabilities		<b>342,449</b>	<b>302,969</b>
<b>Non-current liabilities:</b>			
Other non-current liabilities		<b>10,329</b>	<b>10,929</b>
Total non-current liabilities		<b>10,329</b>	<b>10,929</b>
Total liabilities		<b>352,778</b>	<b>313,898</b>
<b>Equity of owners:</b>			
Share capital		519,522	519,522
Capital reserve		15,372	15,372
Surplus reserves		34,724	34,724
Retained profits		128,127	147,865
Total equity attributable to owners of the Company		<b>697,745</b>	<b>717,483</b>
Minority interests		14,038	14,319
Total equity of owners		<b>711,783</b>	<b>731,802</b>
Total liabilities and equity of owners		<b>1,064,561</b>	<b>1,045,700</b>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30th June, 2015

	Share capital	Capital reserve	Surplus reserves	Retained earnings	Attributable to owners of the Company	Minority interests	Total equity
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
At 1st January, 2014	519,522	15,372	34,746	145,786	715,426	15,222	730,648
Total comprehensive income/(loss) for the period	—	—	—	690	690	(275)	415
At 30th June, 2014	<u>519,522</u>	<u>15,372</u>	<u>34,746</u>	<u>146,476</u>	<u>716,116</u>	<u>14,947</u>	<u>731,063</u>
At 1st January, 2015	519,522	15,372	34,724	147,865	717,483	14,319	731,802
Total comprehensive loss for the period	—	—	—	(19,738)	(19,738)	(281)	(20,019)
At 30th June, 2015	<u>519,522</u>	<u>15,372</u>	<u>34,724</u>	<u>128,127</u>	<u>697,745</u>	<u>14,038</u>	<u>711,783</u>

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the six months ended 30th June, 2015

	2015 <i>RMB'000</i> (unaudited)	2014 <i>RMB'000</i> (unaudited)
Net cash from operating activities	12,717	4,539
Net cash used in investing activities	1,660	(197)
Net cash used in financing activities	—	—
	<hr/>	<hr/>
Net increase in cash and cash equivalents	14,377	4,342
Cash and cash equivalents at 1st January	109,888	99,143
	<hr/>	<hr/>
Cash and cash equivalents at 30th June	<u>124,265</u>	<u>103,485</u>

# NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30th June, 2015

## 1. GENERAL

Xinjiang Tianye Water Saving Irrigation System Company Limited (hereinafter referred to as the “Company”) was co-founded by the joint investment from Xinjiang Tianye Company Limited and Xinjiang Shihezi Yunfa Investment Company Limited (新疆石河子運發投資有限責任公司). It was registered with the Administration for Industry & Commerce of Xinjiang Uygur Autonomous Region on 27th December, 1999, and is headquartered in Shihezi City, Xinjiang Uygur Autonomous Region. The registration number of its Business License of Enterprise Legal Person is 650000410002177 and its registered capital is RMB519,521,560.00, comprising of 519,521,560 shares of RMB1 each in aggregate, of which 317,121,560 are domestic shares held by legal persons and 202,400,000 are overseas H shares. The Company transferred its listing from the Growth Enterprise Market (“GEM”) of the Stock Exchange to the Main Board of the Hong Kong Stock Exchange on 24th January, 2008, with its Stock Code changed from 8280 to 0840.

The Company and its subsidiaries are engaged in the design, manufacture, installation and sale of irrigation system and equipment.

Hereinafter, the Company and its subsidiaries are collectively referred to as the “Group”. Tianye Holdings and its subsidiaries other than the Group are hereinafter collectively referred to as the “Tianye Holdings Group”.

The unaudited condensed consolidated financial statements are presented in Renminbi (“RMB”), which is the functional currency of the Group.

## 2. BASIS OF PREPARATION

The Company’s unaudited condensed consolidated interim financial statements have been prepared on a going concern basis in accordance with the “Enterprise Accounting Standards — Basic Standards” and 38 specific accounting standards, subsequent practice notes, interpretations and other relevant regulations (collectively “ASBEs”) promulgated by the Ministry of Finance in 15th February, 2006. In addition, the Company has also disclosed relevant financial information required by the Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

The accounting policies adopted in preparing the unaudited condensed consolidated interim financial statements were in consistent with those applied to the annual financial statements of the Group for the year ended 31st December, 2014.

## 3. TOTAL OPERATING REVENUE

Total operating revenue is measured at the fair value of the consideration received and receivable for goods sold to external customers, net of value-added tax, returns and discounts, and the consideration received and receivable for the services provided during the period, and is analysed as follows:

	For the six months ended	
	30th June,	
	2015	2014
	RMB’000	RMB’000
Drip films and drip assemblies	248,674	281,325
PVC/PE pipelines	136,861	111,375
Provision of installation services	4,351	10,509
Other income	7,867	7,759
	<u>397,753</u>	<u>410,968</u>

Notes:

1. According to the sales mix of the Group, drip assemblies are usually sold as auxiliary products of drip films. Therefore, drip films and drip assemblies are classified under the same category.
2. Revenue of other business was primarily attributable to income derived from external processing of spare and accessory parts by mechanical workshops and gain from fixed assets leasing.

#### 4. BUSINESS AND GEOGRAPHICAL SEGMENT

During the period, the sole principal activity of the Group was the design, manufacture, installation and sale of irrigation system and equipment and related operations in the PRC and accordingly, no analysis of business and geographical segment is presented.

#### 5. TOTAL (LOSS) PROFITS

	For the six months ended	
	30th June,	2014
	2015	RMB'000
	RMB'000	RMB'000
Total (loss) profits have been arrived at after charging:		
Depreciation	9,863	9,706
and after crediting:		
Bank interest income	204	195

#### 6. INCOME TAX EXPENSES

	For the six months ended	
	30th June,	2014
	2015	RMB'000
	RMB'000	RMB'000
Enterprise Tax ("EIT")	902	514

- (1) The Company was subjected to an EIT tax rate of 15.00% in 2015 as it complied with the requirements of the tax concession policies of the Western Development.
- (2) Gansu Tianye Water Saving Device Co., Ltd\* (甘肅天業節水有限公司), a subsidiary, was subjected to an EIT tax rate of 15.00% in 2015 as it complied with the requirements of the tax concession policies of the Western Development.
- (3) Akesu Tianye Water Saving Co., Ltd\* (阿克蘇天業節水有限公司), a subsidiary, was subjected to an EIT tax rate of 15.00% in 2015 as it complied with the requirements of the tax concession policies of the Western Development.
- (4) The production operation of agricultural plastic belts for drip irrigation engaged by Shihezi Tiancheng Water Saving Device Co., Ltd\* (石河子市天誠節水器材有限公司), a subsidiary, conforms to order No. 9 of the National Development and Reform Commission and Notice of Ministry of Finance, General Administration of Customs and State Administration of Taxation on the Tax Policy for In-depth Implementation of the Western Development Strategy, thus it is subjected to an EIT tax rate of 15.00% during 1st January, 2011 to 31st December, 2020.
- (5) Hami Tianye Hongxing Water Saving Irrigation Co., Ltd\* (哈密天業紅星節水灌溉有限責任公司), a subsidiary, is a qualified small low-profit enterprise which subjects to an EIT tax rate of 20.00%.

## 7. EARNINGS/(LOSS) PER SHARE — BASIC

The calculations of basic earnings/(loss) per share for the six months ended 30th June, 2015 are based on the loss attributable to the owners of the Company of approximately RMB19,738,000 (for the corresponding period in 2014: profit attributable to the owners of the Company was approximately RMB690,000) and the weight average number of 519,521,560 (for the corresponding period in 2014: 519,521,560) ordinary shares in issue during the period.

No diluted earnings per share has been presented for the two periods ended 30th June, 2014 and 2015 as there was no dilutive share outstanding during both periods.

## 8. DIVIDEND

The Board does not recommend the payment of interim dividend for the six months ended 30th June, 2015 (for the corresponding period in 2014: nil).

## 9. TRADE RECEIVABLES

Sales to farmer unions are normally on cash basis. The credit term to other customers is normally one year.

Included in the trade receivables of the Group were trade receivables (less impairment) with the following aging analysis:

	As at 30th June, 2015 <i>RMB'000</i>	As at 31st December, 2014 <i>RMB'000</i>
Aged:		
Within 1 year	138,929	60,209
1–2 years	621	17,418
2–3 years	—	13,112
3–4 years	—	6,018
4–5 years	—	3,846
Over 5 years	—	1,135
Total	<u>139,550</u>	<u>101,738</u>

The directors consider that the carrying amounts of trade receivables approximate their fair values.

## 10. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group did not purchase any property, plant and equipment (for the corresponding period in 2014: spent approximately RMB1,287,000).



## 11. TRADE PAYABLES

Included in the balance of the Group were trade payables with the following aging analysis:

	As at 30th June, 2015 <i>RMB'000</i>	As at 31st December, 2014 <i>RMB'000</i>
Aged:		
within 1 year	233,602	195,930
1–2 years	8,204	15,129
2–3 years	357	5,049
Over 3 years	826	998
	<u>242,989</u>	<u>217,106</u>

## 12. OTHER PAYABLES

	As at 30th June, 2015 <i>RMB'000</i>	As at 31st December, 2014 <i>RMB'000</i>
<b>Items</b>		
Security deposits	2,035	157
Suspense accounts payable	3,058	2,716
Current account	12,915	18,434
Others	267	205
Total	<u>18,275</u>	<u>21,512</u>

## 13. CAPITAL COMMITMENTS

	As at 30th June, 2015 <i>RMB'000</i>	As at 31st December, 2014 <i>RMB'000</i>
Capital expenditure of the Group in respect of the acquisition of property, plant and equipment contracted for but not provided in the consolidated financial statements	<u>859</u>	<u>—</u>

## 14. RELATED PARTY TRANSACTIONS

### (a) Transactions

During the period, the Group had the following significant transactions with Tianye Holdings Group:

	For the six months ended	
	30th June, 2015 <i>RMB'000</i>	2014 <i>RMB'000</i>
Nature of transaction/business		
Sales of finished goods	461	1,029
Purchase of raw materials	85,448	87,606
Rental income from premises	40	300
Rentals of plant and machineries	<u>688</u>	<u>728</u>

**(b) Compensation to key management personnel**

The remuneration paid to the directors, supervisors and other key management personnel of the Company are as follows:

	For the six months ended	
	30th June,	
	2015	2014
	<i>RMB'000</i>	<i>RMB'000</i>
Directors and supervisors	598	609
Other key management personnel	830	787
	<hr/>	<hr/>
Total	<b>1,428</b>	<b>1,396</b>

**15. MAJOR TRANSACTIONS/BALANCES WITH OTHER STATE-CONTROLLED ENTERPRISES IN THE PRC**

The Group operates in an economic environment currently predominated by entities directly or indirectly owned or controlled by the PRC government (“State-controlled Entities”). In addition, the Group itself is part of a larger group of companies under Tianye Holdings which is controlled by the PRC government.

The Group conducts business with other State-controlled Entities. The directors consider those State-controlled Entities are independent third parties so far as the Group’s business transactions with them are concerned.

In establishing its pricing strategies and approval process for transactions with other State-controlled Entities, the Group does not differentiate whether or not the counterparty is a State-controlled Entities.

Material transactions/balances with other State-controlled Entities are as follows:

**(a) Material transactions**

Nature of transaction	For the six months ended	
	30th June,	
	2015	2014
	<i>RMB'000</i>	<i>RMB'000</i>
Sales of goods	187,432	181,893
Purchase of raw materials	102,755	111,850
Purchase of property, plant and equipment	—	1,287
	<hr/>	<hr/>

**(b) Material balances**

	As at	As at
	30th June,	31st December,
	2015	2014
	<i>RMB'000</i>	<i>RMB'000</i>
Bank balances	124,265	109,888
Trade and other receivables	51,540	50,640
Trade and other payables	68,465	74,764
	<hr/>	<hr/>

Except as disclosed above, the directors are of the opinion that transactions with other State-controlled Entities are not significant to the Group’s operations.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Business Review

For the six months ended 30th June, 2015, the unaudited total operating revenue of the Group was approximately RMB397,753,000, representing a decrease of approximately 3.2% from approximately RMB410,968,000 for the corresponding period in the previous year. The decrease in total operating revenue is mainly attributable to decrease in demand and drop in sales volume of products.

### *Gross Profit*

For the six months ended 30th June, 2015, the unaudited gross profit was approximately RMB21,900,000, with gross profit margin of approximately 5.5%, while the unaudited gross profit and gross profit margin for the corresponding period in the previous year were approximately RMB32,969,000 and approximately 8.0% respectively, representing a decrease of 2.5% in gross profit margin. This was mainly due to decrease in selling prices of products and thus reduced gross profit.

### *Operating Costs and Expenses*

Distribution costs for the six months ended 30th June, 2015 and the corresponding period in the previous year was approximately RMB20,536,000 and approximately RMB19,925,000 respectively, representing an increase of approximately RMB611,000 or approximately 3.1%. This is mainly due to increase in transportation cost when compared to corresponding period in the previous year.

Administrative expenses for the six months ended 30th June, 2015 and the corresponding period in the previous year was approximately RMB10,874,000 and approximately RMB10,784,000 respectively, representing a slight increase of approximately RMB90,000 or approximately 0.8%.

Finance income for the six months ended 30th June, 2015 and the corresponding period in the previous year was RMB117,000 and approximately RMB143,000 respectively, amount mainly represented interest income.

### *Assets impairment loss*

For the six months ended 30th June 2015, the unaudited assets impairment loss of the Group was approximately RMB11,586,000, which represented an increase of approximately RMB11,631,000 from a reversal of assets impairment loss of RMB45,000 for the corresponding period of 2014. As the PRC economy exhibited a downward trend, the sales price of the PE type products of the Group decreased to a market sales price below the product costs, which resulted in a significant increase of provision for diminution in value of inventory during the period.

For the six months ended 30th June, 2015, the Group recorded approximately RMB19,738,000 for the unaudited loss attributable to owners of the Company, representing a decrease of approximately RMB20,428,000 from profit attributable to owners of the Company of approximately RMB690,000 for the corresponding period in the previous year. This was mainly attributable to the impact of Chinese economic downturn, demand for some of our products decreased and resulted in drop in sales volume while decrease in gross margin was caused by reduced selling prices of products.

## **Prospect**

The Group believes that the agricultural and water saving irrigation industry continues to be one of the sectors to which the Chinese government pays attention and the development of which remains one of the government's priorities. However, stiffer competition among enterprises in the industry caused by the economic downturn in China will suppress the recovery of the Group in the near future, but the bright prospects remain intact in the long run.

Based on the current market condition, the Group will further segment the market, develop specialized drip irrigation systems for different crops and upgrade its products to stave off vicious competition in the low-end market, which will in turn enhance the competitiveness of the Group.

## **Liquidity, financial resources and capital structure**

During the period, the Group raised funding principally from cash generated from its business operations.

As at 30th June, 2015, the Group had gearing ratio (which is defined as total borrowings over total equity) of zero (as at 31st December, 2014: zero). The Directors confirm that the Group financed its operations principally from cash generated from its business operations and had not experienced any liquidity problem for the six months ended 30th June, 2015.

## **Contingent Liabilities**

As at 30th June, 2015, the Group had no significant contingent liabilities.

## **Foreign currency exposure**

As confirmed by the directors of the Company ("Directors"), the Group's present operations are mainly carried out in the PRC, and all of the Group's receipts and payments in relation to the operations are basically denominated in Renminbi. In this respect, there is no significant currency mismatch in its operational cashflows and the Group is not exposed to any significant foreign currency exchange risk in its operations.

## **Employee and salary policies**

The Directors consider the quality of employees as the most critical factor in maintaining the Group's business growth and enhancing our profitability. The Group offers salary packages with reference to the performance and working experience of individual employees, and the prevailing market rates. As at 30th June, 2015, the Group had 768 full-time employees.

## **Retirement benefit scheme and other benefits**

The Group provides employee benefits covering old-aged insurance scheme, medical insurance scheme, unemployment insurance scheme, labour injury insurance scheme and maternity insurance scheme (collectively under the social insurance scheme) for its staff, whereby the Group is required to make monthly contributions to these schemes. The Company has no obligation for the payment of retirement and other post-retirement benefits for employees save for the monthly contributions described above. Expenses incurred by the Company in connection with these retirement benefit plans were approximately RMB6,130,327 for the six months ended 30th June, 2015.

The Group provides its staff in Hong Kong with a provident fund scheme in compliance with the Mandatory Provident Fund Scheme Ordinance (Chapter 485 of the Laws of Hong Kong). The Group is responsible for contributing 5% of the salary of the employees (up to a maximum of HK\$1,500 in respect of each employee) on a monthly basis to the fund. The accrued benefits are all vested to the employees. The expenses arising from the provident fund of the Company for the six months ended 30th June, 2015 were HK\$9,000.

### **Housing pension scheme**

According to the relevant requirement under “The Decision Regarding the Reinforcement of Reform on Housing Systems in Cities and Towns by the State Council” (《國務院關於深化城鎮住房制度改革的決定》), “The Notice Regarding the Further Reinforcement of Reform on Housing Systems and Acceleration of Housing Facilities in Cities and Towns by the State Council” (《國務院關於進一步深化城鎮住房制度改革加快住房建設的通知》) and “Housing Pension Administrative Rules” (《住房公積金管理條例》), all administrative and business units and their staff members shall make contribution to a housing pension for the establishment of a housing pension scheme. Both the housing pensions contributed by each staff member and by their respective units are vested to the staff members. The percentage of the housing pension contributed by the staff members and their units shall not be less than 5% of the average monthly wages of such staff members of the previous financial year. Such contribution may be varied with those cities with better conditions. The housing pension scheme is mandatory.

### **Future plan for material investment**

As at 30th June, 2015, the Group had no material investment plan.

### **Material acquisitions and disposals**

For the six months ended 30th June, 2015, the Group had no material acquisitions nor disposals of subsidiaries and associated companies.

## **DIRECTORS’, SUPERVISORS’ AND CHIEF EXECUTIVES’ INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

As at 30th June, 2015, none of the Directors, supervisors (the “Supervisors”) and chief executive of the Company has any interests and short positions in the shares, debentures or underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to the required standard of dealings by Directors pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) under Appendix 10 of the Listing Rules, to be notified to the Company and the Stock Exchange.

## **ARRANGEMENTS TO ACQUIRE SHARES OR DEBENTURES**

At no time during the period was the Company, its holding companies or any of its subsidiaries a party to any arrangement to enable the Directors, Supervisors or chief executive of the Company, including their respective associates, to acquire benefits by means of acquisition of Shares in, or debt securities (including debentures) of, the Company or any other related corporations.

## SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

### (A) Domestic Shareholders

As at 30th June, 2015, the register of substantial Shareholders maintained by the Company pursuant to Section 336 of Part XV of the SFO shows that the following persons or entities (other than Directors, Supervisors or chief executive) had notified the Company of relevant interests and short positions in the Shares or underlying Shares of the Company:

Name	Capacity of interests held	Number of the domestic Shares of the Company held (Note 1)	Approximate percentage of the total issued domestic Shares of the Company	Approximate percentage of the total issued share capital of the Company (Note 2)
Xinjiang Tianye Company Limited ("Tianye Company") (Note 3)	Beneficial owner	202,164,995 (L)	63.75%	38.91%
Xinjiang Tianye (Group) Limited ("Tianye Holdings") (Note 4)	Beneficial owner	111,721,926 (L)	35.23%	21.50%
	Interest in controlled corporation	202,164,995 (L)	63.75%	38.91%

Notes:

1. "L" denotes the person's/entity's long position in the Shares.
2. The approximate percentage of shareholding is calculated with reference to the total issued Shares of 519,521,560 Shares (including domestic Shares and H Shares).
3. The domestic Shares held by Tianye Company represents approximately 63.75% of the total domestic Shares in issue.
4. 202,164,995 domestic Shares were held by Tianye Company. By virtue of the SFO, Tianye Holdings, which is interested in approximately 43.27% of the registered capital of Tianye Company, is deemed to be interested in the 202,164,995 domestic Shares held by Tianye Company.

## (B) H Shareholders

Name of shareholders	Capacity	Number of H Shares of the Company held (Note 1)	Approximate percentage of the total issued H Shares of the Company	Approximate percentage of the total issued share capital of the Company (Note 2)
Long Thrive Holdings (Notes 3)	Beneficial owner	14,607,000 (L)	7.22%	2.81%
Tang Hongjian ("Mr. Tang") (Note 4)	Interest in controlled corporation	14,607,000 (L)	7.22%	2.81%
Liu Zhonghui ("Ms. Liu") (Note 5)	Interest of spouse	14,607,000 (L)	7.22%	2.81%

### Notes:

1. The letter "L" denotes the person's/entity's long position in the Shares.
2. The approximate percentage of shareholding is calculated with reference to the total issued Shares of 519,521,560 Shares (including domestic Shares and H Shares).
3. The H Shares held by Long Thrive were equivalent to approximately 7.22% of the total H Shares in issue of the Company.
4. Long Thrive directly held 14,607,000 H Shares in the Company. Long Thrive is wholly-owned by Mr. Tang. By virtue of the SFO, Mr. Tang is deemed to be interested in the 14,607,000 H Shares held by Long Thrive.
5. Ms. Liu is the spouse of Mr. Tang. By virtue of SFO, Ms. Liu is deemed to be interested in the 14,607,000 H Shares held by Long Thrive.

Save as disclosed above, as at 30th June, 2015, the Directors, Supervisors and chief executive of the Company were not aware of any persons (other than the Directors, Supervisors and chief executive of the Company) who had an interest and short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

## DIRECTORS' AND SUPERVISORS' INTERESTS IN COMPETING BUSINESS

For the six months ended 30th June, 2015, the Directors are not aware of any business or interests of the Directors, the Supervisors, the management shareholders of the Company and their respective associates (as defined under the Listing Rules) that competes or may compete (directly or indirectly) with the business of the Group and any other conflicts of interests which any such persons has or may have with the Group.

## AUDIT COMMITTEE

The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group, and discussed internal control and financial reporting matters, including reviewing the unaudited interim financial accounts.



## **CODE ON CORPORATE GOVERNANCE PRACTICES**

By applying rigorous corporate governance practices, the Group believes that its accountability and transparency will be improved and further instill confidence of shareholders and the public in the Group. Throughout the six months ended 30th June, 2015, the Group has complied with the requirements of the “Code on Corporate Governance Practices” as set out in Appendix 14 of the Listing Rules.

## **MODEL CODE FOR SECURITIES TRANSACTIONS**

The Company has adopted the Model Code as the code of conduct for securities transactions by Directors and Supervisors of the Company. Following specific enquiry by the Company, all Directors and Supervisors of the Company have confirmed that they have complied with the required standard under the Model Code for the six months ended 30th June, 2015.

## **PRE-EMPTIVE RIGHTS**

There are no provisions for pre-emptive rights under the articles of association of the Company, or the laws of the PRC, which will oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

## **PURCHASE, SALE OF REDEMPTION OF SHARES**

The Company and/or any of its subsidiaries did not purchase, sell or redeem any of the Company’s listed securities for the six months ended 30th June, 2015.

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

Xinjiang, the PRC, 14th August, 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. Mak King Sau, Mr. Qin Ming, Mr. Cao Jian and Mr. Yin Feihu.*

\* *For identification purpose only*