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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)

**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 15 JUNE 2018**

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 30 April 2018 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”) dated 29 May 2018. 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 to announce that all the resolutions as set out in the AGM Notice and Notice of Domestic Shareholders’ 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 (the “Directors”) of the Company for the year ended 31 December 2017;	100	0	0	317,123,560
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2017;	100	0	0	317,123,560
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 2017;	100	0	0	317,123,560
4.	To consider and approve the resolution for making appropriation to statutory surplus reserve fund for the year ended 31 December 2017;	100	0	0	317,123,560
5.	To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors and the supervisors of the Company for the year 2018 ^{Note} ;	100	0	0	317,123,560
6.	To consider and approve the re-appointment of Pan-China Certified Public Accountants LLP as auditors of the Company and to authorise the Board to fix their remunerations;	100	0	0	317,123,560
7.	To consider and appoint Mr. Chen Cailai as shareholders representative Supervisor with effect from the date of passing of this resolution for a term of one year;	100	0	0	317,123,560

Note: Due to clerical mistake, the resolution was wrongly stated as “to authorize the board of Directors (the “Board”) to fix the remuneration of the Directors and the supervisors of the Company for the year 2017” in the AGM Notice dated 27 April 2018 and the form of proxy for use at the AGM contained in the circular of the Company dated 29 May 2018.

ORDINARY RESOLUTIONS		No. of votes (%)			Total number of votes present and voting
		FOR	AGAINST	ABSTAIN	
8.	To consider and approve that:				
	(a) The agreement (the “Master Purchase Agreement”) dated 4 April 2018 entered into between the Company and Xinjiang Tianye (Group) Limited* (新疆天業(集團)有限公司) (“Tianye Holdings”) (a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose) in relation to the purchase by the Group on an ongoing basis of certain PVC resins which may be required by the Group, and the terms of and the transactions contemplated under the Master Purchase Agreement and the implementation thereof be and are hereby approved, confirmed and ratified;	100	0	0	317,123,560
	(b) the proposed annual caps in relation to the transactions under the Master Purchase Agreement for the period from 1 January 2018 until the end of the financial year ending 31 December 2018 to 2020 will not exceed RMB250,000,000, RMB250,000,000 and RMB250,000,000 respectively be and are hereby approved; and	100	0	0	317,123,560
	(c) any one director of the Company, be and is hereby authorised 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 transactions contemplated under the Master Purchase Agreement.	100	0	0	317,123,560

ORDINARY RESOLUTIONS		No. of votes (%)			Total number of votes present and voting
		FOR	AGAINST	ABSTAIN	
9.	To consider and approve that:				
	(a) the agreement (the “Master Sales Agreement”) dated 4 April 2018 entered into between the Company and Tianye Holdings (a copy of which is produced to the meeting marked “B” and initialed by the chairman of the meeting for identification purpose) in relation to the sales by the Group on an ongoing basis of certain PVC PE pipelines, drip tape and drip assemblies which may be required by Tianye Holdings, and the terms of and the transactions contemplated under the Master Sales Agreement and the implementation thereof be and are hereby approved, confirmed and ratified;	100	0	0	317,123,560
	(b) the proposed annual caps in relation to the transactions under the Master Sales Agreement for the period from 1 January 2018 until the end of the financial year ending 31 December 2018 to 2020 will not exceed RMB18,000,000, RMB18,000,000 and RMB18,000,000 respectively be and are hereby approved; and	100	0	0	317,123,560
	(c) any one director of the Company, be and is hereby authorised 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 transactions contemplated under the Master Sales Agreement.	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 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.	100	0	0	317,123,560
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	317,123,560
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.	100	0	0	317,123,560

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. There were no restrictions on the Shareholders to cast votes on any of the resolutions at the AGM 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 317,123,560 Shares, representing approximately 61.04% of the total number of issued Shares of the Company, were present and voting at the AGM.

As the ordinary resolutions numbered 1 to 9 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.

As the executive Director of the Company, Mr. Zhang Qiang, the vice general manager of Tianye Company, has a material interest, has abstained from voting at the board meeting to approve the Master Sales Agreement and the Master Purchase Agreement. Save as disclosed above, none of the Directors has a material interest in the Master Sales Agreement and/or Master Purchase Agreement.

(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 RESOLUTIONS		No. of votes (%)			Total number of votes present and voting
		FOR	AGAINST	ABSTAIN	
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	0	2,000

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 2,000 Shares, representing approximately 0.001% of the total number of issued H Shares, were present and voting at the H Shares Class Meeting.

As the above resolution was not passed by more than two-thirds majority, the resolution was not 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 RESOLUTIONS		No. of votes (%)			Total number of votes present and voting
		FOR	AGAINST	ABSTAIN	
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	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, 15 June 2018

As at the date of this announcement, the Board comprises four executive Directors, namely Mr. Chen Lin (Chairman), Mr. Zhang Qiang, Mr. Li He and Mr. Yang Wan Sen, and three independent non-executive Directors, namely Mr. Yin Feihu, Mr. Qin Ming and Mr. Mak King Sau.

* *For identification purpose only*