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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) 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 Tuesday, 26 February 2019 at 10:30 a.m. for the following purposes and to pass the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and elect Mr. Tan Xinmin as an executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix his remuneration;
2. To consider and elect Mr. Huang Dong as an executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix his remuneration;
3. To consider and elect Ms. Gu Li as an independent non-executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix her remuneration;

* *For identification purpose only*

4. To consider and elect Mr. Hung Ee Tek as an independent non-executive director of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Board and to authorize the Board of the Company to fix his remuneration; and
5. To consider and elect Mr. Xie Xinghui as shareholders' representative supervisor of the Company with effect from the date of passing of this resolution until the expiry of the current session of the Supervisory Committee and to authorize the Board of the Company to fix his remuneration.

SPECIAL RESOLUTION

1. To consider and approve the amendments to the Articles of Association of the Company.

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

Xinjiang, PRC, 11 January 2019

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

** For identification purpose only*

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint in written form for one or more than one proxy to attend and vote at the EGM on his behalf. A proxy need not be a member of the Company.
2. The form of proxy for the EGM is herewith enclosed. In order to be valid, the form of proxy, 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, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for the holders of H Shares only), not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.
3. Shareholders or their proxies shall present proofs of identities when attending the EGM.
4. The register of the members of the Company will be closed from Wednesday, 6 February 2019 to Tuesday, 26 February 2019 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the EGM 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, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 4:00 p.m. on Monday, 4 February 2019.

5. Shareholders who intend to attend the EGM should complete and return the enclosed reply slip for attendance to the H Share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for the holders of H Shares only), by hand, by post or by fax (the fax number of the Company's H Share registrar and transfer office: (852) 28611465 (for holders of H Shares only) on or before 4:00 p.m. on Monday, 4 February 2019.
6. Voting of the resolutions as set out in this notice will be by poll.
7. The EGM is expected to last for less than half day. The Shareholders and proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
8. The Company's registered address:

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

Fax: (86993) 2623183