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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)

- (1) POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 28 SEPTEMBER 2023;**
- (2) CHANGE IN MEMBERS OF THE BOARD;**
- (3) CHANGE IN MEMBERS OF SUPERVISORY COMMITTEE;**
- (4) APPOINTMENT OF CHAIRMAN OF THE BOARD AND CHANGE OF AUTHORISED REPRESENTATIVE AND PROCESS AGENT;**
- (5) APPOINTMENT OF CHAIRPERSON OF THE SUPERVISORY COMMITTEE**
- (6) CHANGE IN MEMBERS OF COMMITTEES OF BOARD; AND**
- (7) CHANGE IN AUDITORS**

References are made to (i) the announcement dated 6 September 2023 (the “**Announcement**”) and the announcement dated 11 September 2023 (the “**Supplemental Announcement**”); and (ii) the notice of extraordinary general meeting (the “**Notice of EGM**”) and the circular (the “**Circular**”) dated 12 September 2023 of the Company. Unless otherwise specified, capitalized terms used herein shall have the same respective meaning as those defined in the Circular.

The Board is pleased to announce that the resolutions as set out in the Notice of EGM were duly passed.

(1) POLL RESULT OF EGM

According to the Notice of EGM, the EGM was held at 11:00 a.m. on Thursday, 28 September 2023 at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC. The EGM was convened by the Board and chaired by Mr. Zhou Gang, who was delegated by Mr. Li He, the chairman of the Company. Mr. Li He, Ms. Yang Ling and Mr. Jiang Dayong, the executive Directors of the Company, and Mr. Li Lianjun, Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin, the independent non-executive Directors of the Company, attended the EGM in person or through his/her authorised representative(s). Mr. Wang Zhigang, Mr. Xie Xinghui, Mr. Chen Cailai, Supervisors of the Company and the company secretary attended the EGM in person or through his/her authorised representative(s), together with senior management members of the Company and the PRC lawyers of the Company were also present at the EGM.

As at the date of the EGM, there were 519,521,560 shares of the Company 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 EGM. There were no restrictions on the Shareholders to cast votes on any of the resolutions at the EGM and no Shares entitling the Shareholders to attend and vote only against any of the proposed resolutions at the EGM, and no Shareholders have stated their intention to vote against the resolutions or the abstain from voting at the EGM or are required to abstain from voting at the meeting under 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 EGM.

A total of 4 Shareholders and authorised proxies holding an aggregate of 331,528,560 Shares, representing approximately 63.81% of the total number of issued Shares carrying voting rights, were present and voting at the EGM.

All the resolutions as set out in the Notice of EGM were voted by poll and the poll results of the respective resolutions are as follows:

ORDINARY RESOLUTIONS		No. and % of votes (%)			Total number of votes present and voting for or against
		FOR	AGAINST	ABSTAIN	
1.	To consider and elect Mr. Zhou Gang as an executive Director with effect from the date of passing of this resolution, and to authorize the Board of the Company to fix his remuneration;	331,528,560 100%	0 0%	0 0%	331,528,560
2.	To consider and elect Mr. Han Gen as an executive Director with effect from the date of passing of this resolution, and to authorize the Board of the Company to fix his remuneration;	331,528,560 100%	0 0%	0 0%	331,528,560
3.	To consider and elect Ms. Chen Ming as an employee representative Supervisor and the chairlady of the Supervisory Committee with effect from the date of passing of this resolution, and to authorize the Board of the Company to fix her remuneration; and	331,528,560 100%	0 0%	0 0%	331,528,560
4.	To consider and approve the appointment of BDO China SHU LUN PAN Certified Public Accountants LLP as auditors of the Group and to authorize the Board to fix its remuneration.	331,528,560 100%	0 0%	0 0%	331,528,560

As the above four ordinary resolutions were passed by more than a simple majority, such resolutions were duly passed as ordinary resolutions.

Pan-China Certified Public Accountants LLP, the auditors of the Company, has been appointed as the scrutineer for the vote-taking of the poll at the EGM.

(2) CHANGE IN MEMBERS OF THE BOARD

Resignation of Directors

As stated in the Announcement and the Supplemental Announcement, (i) Mr. Li He (“**Mr. Li**”) has tendered his resignation as executive Director and chairman of the Board of the Company due to change in work arrangements; and (ii) Ms. Yang Ling (“**Ms. Yang**”) has tendered her resignation as executive Director of the Company due to change in work arrangements, with effect from the date of the duly passing of ordinary resolutions Nos. 1 and 2 at the EGM.

At the same time, Mr. Li has resigned as the authorised representative of the Company under Rule 3.05 of the Listing Rules and has resigned as the authorised representative for the acceptance of service of process and notices on the Company’s behalf in Hong Kong under Part 16 of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the “**Companies Ordinance**”), with effect from the date of the duly passing of ordinary resolutions Nos. 1 and 2 at the EGM.

Each of Mr. Li and Ms. Yang has confirmed to the Company that as at the date of this announcement, there is no disagreement between them and the Board and the management, nor are there other matters relating to their resignations that need to be brought to the attention of the Shareholders and the Stock Exchange.

Appointment of new Directors

At the same time, the ordinary resolutions Nos. 1 and 2 were duly passed at the EGM, and therefore Mr. Zhou Gang and Mr. Han Gen were duly elected by the Shareholders as executive Directors. The appointment of Mr. Zhou Gang and Mr. Han Gen shall take effect from the same date of the EGM until the expiration of the term of office of the current Board. The Company is not required to pay Mr. Han Gen (i) Director’s remuneration; and (ii) compensation for his other positions held at the Company, but Mr. Zhou Gang is entitled to a remuneration amounting to RMB250,000 per annum as the chairman of the Company, which is determined by the Company by reference to his duties and responsibilities with the Company and the market rate for the position. The biographical details of Mr. Zhou Gang and Mr. Han Gen are set out in the Circular. As of the date of this announcement, there has not been any change in such biographical details.

(3) CHANGE IN MEMBERS OF SUPERVISORY COMMITTEE

Resignation of Supervisor

As stated in the Announcement, Mr. Wang Zhigang (“**Mr. Wang**”), the former employee representative supervisor of the Company, has tendered his resignation as employee representative supervisor of the Supervisory Committee due to change in work arrangements, with effect from the date of the duly passing of ordinary resolution No. 3 at the EGM.

Mr. Wang has confirmed to the Company that there is no disagreement between him and the Board and the Supervisory Committee, respectively, nor are there other matters relating to his resignation that need to be brought to the attention of the Shareholders and the Stock Exchange.

Appointment of new Supervisor

As disclosed in the Circular, the employee representative supervisors were elected by the employees of the Company by means of democratic election (the “**Democratic Election**”) at an employees’ election meeting convened by the Company. The Company would like to announce that the Democratic Election was held on Thursday, 28 September 2023 and Ms. Chen Ming was democratically elected as the employee representative supervisor and ordinary resolution No. 3 was duly passed at the EGM, as a result of which, Ms. Chen Ming has become the employee representative supervisor of the Company, whose appointment shall be effective from the date of the EGM and shall continue until the expiration of the current term of the Supervisory Committee. The Company will pay Ms. Chen Ming (i) Supervisor’s remuneration for 2023 as determined by the remuneration committee of the Board; and (ii) compensation for her other positions held at the Company, in an aggregate amount of RMB200,000 per annum. The biographical details of Ms. Chen Ming are set out in the Circular. As of the date of this announcement, there has not been any change in such biographical details.

(4) APPOINTMENT OF CHAIRMAN OF THE BOARD AND CHANGE OF AUTHORISED REPRESENTATIVE AND PROCESS AGENT

The Board announces that following the resignation of Mr. Li He as an executive Director and the chairman of the Board of the Company and upon the conclusion of the EGM, the Board resolved to appoint Mr. Zhou Gang as the chairman of the current Board of the Company with effect from the date of consideration and approval by the Board. Pursuant to Article 1.04 of the Articles of Association, the legal representative of the Company shall be the chairman of the Board of the Company. Accordingly, Mr. Zhou Gang will also act as the legal representative of the Company and is appointed as the authorised representative of the Company under Rule 3.05 of the Listing Rules and the authorised representative for the acceptance of service of process and notices on the Company's behalf in Hong Kong under Part 16 of the Companies Ordinance.

(5) APPOINTMENT OF CHAIRPERSON OF THE SUPERVISORY COMMITTEE

Upon the conclusion of the EGM, the Supervisory Committee resolved to appoint Ms. Chen Ming as the chairlady of the current term of the Supervisory Committee of the Company with effect from the date of consideration and approval by the Supervisory Committee.

(6) CHANGE IN MEMBERS OF COMMITTEES OF BOARD

Change in Members of Nomination Committee

Mr. Li resigned from his position as a member of the nomination committee of the Company and the Board resolved to appoint Mr. Zhou Gang as a member of the nomination committee of the Company, both with effect from the date of the EGM.

Change in Members of Remuneration Committee

Ms. Yang resigned from her position as a member of the remuneration committee of the Company and the Board resolved to appoint Mr. Han Gen as a member of the remuneration committee of the Company, both with effect from the date of the EGM.

(7) CHANGE IN AUDITORS

Resignation of Auditors

The Company has formally received a letter of resignation dated 28 September 2023 from Pan-China Certified Public Accountants LLP (the “**Letter of Resignation**”), the former auditors of the Company, as at the date of this announcement, informing the Company of their resignation as auditors of the Company upon the conclusion of the EGM on 28 September 2023. As stated in the Circular, the resignation of Pan-China Certified Public Accountants LLP was mainly in consideration of the requirement of the Administrative Measures that a state-owned enterprise shall not, in principle, continuously appoint the same accounting firm for more than 8 years, and Pan-China Certified Public Accountants LLP has provided audit services to the Company for 12 years, which does not meet the requirement of the Administrative Measures on the tenure of service. The audit committee of the Company, after discussing with Pan-China Certified Public Accountants LLP and reviewing the Letter of Resignation, is satisfied that the main reasons for the resignation of Pan-China Certified Public Accountants LLP have been duly disclosed in the Announcement and the Circular.

Pan-China Certified Public Accountants LLP has confirmed that there were no matters in relating to its resignation which it considered should be brought to the attention of the shareholders and the creditors of the Company.

Appointment of New Auditors

At the same time, the ordinary resolution No. 4 was duly passed at the EGM, and therefore BDO China SHU LUN PAN Certified Public Accountants LLP has been appointed as auditors of the Group for a term commencing from the date of the EGM and ending at the conclusion of the next annual general meeting of the Company.

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

Xinjiang, PRC, 28 September 2023

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

* For identification purpose only