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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 EXTRAORDINARY GENERAL MEETING
HELD ON 9 NOVEMBER 2023**

References are made to (i) the announcement dated 15 September 2023; and (ii) the notice of extraordinary general meeting (the “**Notice of EGM**”) and the circular (the “**Circular**”) dated 25 October 2023 of Xinjiang Tianye Water Saving Irrigation System Company Limited* (the “**Company**”). Unless the context otherwise requires, capitalized terms used herein shall have the same respective meaning as those defined in the Circular.

The Board of the Company 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 10:30 a.m. on Thursday, 9 November 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, the chairman of the Company. Mr. Zhou Gang (Chairman), Mr. Han Gen 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 authorized representative(s). Ms. Chen Ming, Mr. Xie Xinghui, Mr. Chen Cailai, Supervisors of the Company and the company secretary attended the EGM in person or through his/her authorized 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), and the total number of Shares entitling the holders of the Shares to attend and vote for or against at the EGM was 205,634,639 Shares.

A total of 3 Shareholders and authorized proxies holding an aggregate of 17,641,639 Shares, representing approximately 8.58% of the total number of issued Shares carrying voting rights, were present and voting at the EGM.

As at the H Share book closure date of the EGM, Tianye Group, being the controlling shareholder of the Company, which directly holds 313,886,921 Shares in issue of the Company (representing approximately 60.42% equity interest), is interested in the Continuing Connected Transaction Agreements. Therefore, Tianye Group and its associates abstained from voting at the EGM on the resolution in relation to the Continuing Connected Transaction Agreements and the transactions contemplated thereunder (including the revision of scope and/or existing annual caps).

Save as disclosed above, 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 to 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.

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 (%)		
		FOR	AGAINST	ABSTAIN
1.	The 2023–2025 Project Construction Services Framework Agreement dated 15 September 2023 entered into between the Company and Tianye Group (for itself and on behalf of its subsidiaries) (a copy of which is produced to the EGM and marked “A” and initialled by the chairman of the EGM for identification purpose) and the non-exempt continuing connected transactions contemplated thereunder (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) be and are hereby approved, confirmed and ratified; the annual caps for each of the three years ending 31 December 2025 (as defined in the announcement of the Company dated 15 September 2023 and the relevant circular dispatched to the Shareholders of the Company in due course, which the notice of EGM forms part thereof, and a copy of which is produced to the EGM and marked “B” and initialled by the chairman of the EGM for identification purpose) be and are hereby approved; and any director of the Company be and is hereby authorized to, for and on behalf of the Company, execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be necessary or expedient to implement and/or give effect to the 2023–2025 Project Construction Services Framework Agreement;	17,641,639 100%	0 0%	0 0%

ORDINARY RESOLUTIONS		No. and % of votes (%)		
		FOR	AGAINST	ABSTAIN
2.	The 2023–2025 Purchase Framework Agreement dated 15 September 2023 entered into between the Company and Tianye Group (for itself and on behalf of its subsidiaries) (a copy of which is produced to the EGM and marked “C” and initialled by the chairman of the EGM for identification purpose) and the non-exempt continuing connected transactions contemplated thereunder (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) be and are hereby approved, confirmed and ratified; the annual caps for each of the three years ending 31 December 2025 (as defined in the announcement of the Company dated 15 September 2023 and the relevant circular dispatched to the Shareholders of the Company in due course, which the notice of EGM forms part thereof, and a copy of which is produced to the EGM and marked “B” and initialled by the chairman of the EGM for identification purpose) be and are hereby approved; and any director of the Company be and is hereby authorized to, for and on behalf of the Company, execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be necessary or expedient to implement and/or give effect to the 2023–2025 Purchase Framework Agreement; and	17,641,639 100%	0 0%	0 0%
3.	The 2023–2025 Sales Framework Agreement dated 15 September 2023 entered into between the Company and Tianye Group (for itself and on behalf of its subsidiaries) (a copy of which is produced to the EGM and marked “D” and initialled by the chairman of the EGM for identification purpose) and the non-exempt continuing connected transactions contemplated thereunder (as defined under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited) be and are hereby approved, confirmed and ratified; the annual caps for each of the three years ending 31 December 2025 (as defined in the announcement of the Company dated 15 September 2023 and the relevant circular dispatched to the Shareholders of the Company in due course, which the notice of EGM forms part thereof, and a copy of which is produced to the EGM and marked “B” and initialled by the chairman of the EGM for identification purpose) be and are hereby approved; and any director of the Company be and is hereby authorized to, for and on behalf of the Company, execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be necessary or expedient to implement and/or give effect to the 2023–2025 Sales Framework Agreement.	17,641,639 100%	0 0%	0 0%

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

BDO China SHU LUN PAN Certified Public Accountants LLP, the auditor of the Company, has been appointed as the scrutineer for the vote-taking of the poll at the EGM.

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

Xinjiang, the PRC, 9 November 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 purposes only*