
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Xinjiang Tianye Water Saving Irrigation System Company Limited*, you should at once hand this circular, together with the enclosed forms of proxy, to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



新疆天業節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: 00840)

- 1. PROPOSED GENERAL MANDATE TO ISSUE SHARES;**
- 2. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES;**
- 3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND ABOLISHMENT OF THE ESTABLISHMENT OF
THE SUPERVISORY COMMITTEE;**
- 4. RETIREMENT OF DIRECTORS, PROPOSED RE-ELECTION AND
ELECTION OF DIRECTORS; AND**
- 5. NOTICE OF ANNUAL GENERAL MEETING**

The notice for convening the annual general meeting (“AGM”) of the Company to be held at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC on Thursday, 12 June 2025 are set out on pages AGM-1 to AGM-7 of this circular. Whether or not you are able to attend such meeting, please complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon to the Hong Kong H share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the holders of H Shares only) or at the Company’s registered office at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC (for the holders of Domestic Shares only), as soon as possible and in any event not less than 24 hours before the time appointed for holding such meeting or any adjourned meeting(s). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting(s) should you so wish.

* For identification purposes only

TABLE OF CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
Appendix I — Explanatory Statement of the Repurchase General Mandate ...	I-1
Appendix II — Details of the Proposed Amendments to the Articles of Associations	II-1
Notice of Annual General Meeting	AGM-1

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened on Thursday, 12 June 2025 at 11:00 a.m. at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC;
“AGM Notice”	the notice for convening the AGM;
“Articles of Association”	the articles of association of the Company as may be amended from time to time;
“associates”	has the meaning as defined under the Listing Rules;
“Board”	the board of Directors of the Company;
“Chairman”	chairman of the Board;
“Company”	新疆天業節水灌溉股份有限公司 (Xinjiang Tianye Water Saving Irrigation System Company Limited*), a joint stock company established in the PRC with limited liability, whose H Shares are listed and traded on the Main Board of the Stock Exchange;
“Company Law”	The Company Law of the PRC as enacted by the Standing Committee of the Eighth National People’s Congress of the PRC on 29 December 1993 and came into force on 1 July 1994, as amended, supplemented or otherwise modified from time to time;
“CSRC”	the China Securities Regulatory Commission;
“Directors”	the directors of the Company;
“Domestic Share(s)”	domestic share(s) of nominal value of RMB1.00 each in the registered capital of the Company which are subscribed for in RMB;

DEFINITIONS

“Group”	the Company and its subsidiaries;
“H Share(s)”	the overseas listed foreign invested share(s) of nominal value of RMB1.00 each in the share capital of the Company which are listed on the Main Board of the Stock Exchange and subscribed for and traded in HK\$;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	8 May 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China, but for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SAFE”	State Administration of Foreign Exchange of the PRC《中華人民共和國國家外匯管理局》or its successor authority;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);

DEFINITIONS

“Share(s)”	H Shares, the Domestic Shares and all shares of other class(es) resulting from sub-division, consolidation or reclassification thereof from time to time in the share capital of the Company;
“Shareholder(s)”	the holder(s) of H Shares and Domestic Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Substantial Shareholder(s)”	has the meaning as defined under the Listing Rules;
“Supervisor(s)”	the supervisor(s) of the Company;
“Supervisory Committee”	the supervisory committee of the Company;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers;
“Tianye Corporation”	Xinjiang Tianye Company Limited* (新疆天業股份有限公司)
“Tianye Group”	Xinjiang Tianye (Group) Limited* (新疆天業(集團)有限公司), which was established in the PRC with limited liability on 28 June 1996, which is owned as to 90% and 10% by Eighth Division SASAC and 新疆生產建設兵團國有資產監督管理委員會 (State-owned Assets Supervision and Administration Commission of Xinjiang Production and Construction Corps*). Tianye Group was directly interested in approximately 60.42% of the issued share capital of the Company at the Latest Practicable Date; and
“Xiyu Water Conservancy and Hydropower”	Shihezi Xiyu Water Conservancy and Hydropower Construction and Installation Engineering Co., Ltd.* (石河子西域水利水電建築安裝工程有限責任公司)
“Zhongxinjian Logistics Group”	Zhongxinjian Logistics Group Co Ltd.* (中新建物流集團有限責任公司)
“%”	per cent.

* For identification purpose only



新疆天業節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: 00840)

Executive Directors:

Mr. Zhou Gang (*Chairman*)
Mr. Han Gen
Mr. Jiang Dayong

Independent non-executive Directors:

Mr. Li Lianjun
Ms. Gu Li
Mr. Hung Ee Tek
Mr. He Xinlin

Supervisors:

Ms. Chen Ming
Mr. Xie Xinghui
Mr. Chen Cailai

Registered office:

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

Principal place of business in Hong Kong:

22/F., World-Wide House
Central
Hong Kong

13 May 2025

To the Shareholders

Dear Sir or Madam,

- 1. PROPOSED GENERAL MANDATE TO ISSUE SHARES;**
- 2. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES;**
- 3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND ABOLISHMENT OF THE ESTABLISHMENT OF
THE SUPERVISORY COMMITTEE;**
- 4. RETIREMENT OF DIRECTORS, PROPOSED RE-ELECTION AND
ELECTION OF DIRECTORS; AND**
- 5. NOTICE OF ANNUAL GENERAL MEETING**

* For identification purposes only

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to (1) proposed general mandate to issue Shares; (2) proposed general mandate to repurchase Shares; (3) proposed amendments to the Articles of Association and abolishment of the establishment of the Supervisory Committee; (4) retirement of Directors, proposed re-election and election of Directors; and (5) AGM Notice.

2. PROPOSED GENERAL MANDATE TO ISSUE SHARES

In order to provide the Board with flexibility and discretion to issue new Shares, the Company proposed to grant the general mandate to the Board to allot, issue and deal with additional Shares of the Company up to the limit of 20% of the total number of the Shares in issue (excluding treasury Shares, if any) as at the date of passing the issue general mandate resolution at the AGM. As at the Latest Practicable Date, the total number of issued share capital of the Company was 519,521,560 Shares. Subject to the passing of the issue general mandate resolution at the AGM and on the basis that the total number of Shares of the Company in issue remains unchanged on or before the date of the AGM, the Company will be allowed to issue a maximum of 103,904,312 Shares.

The issue general mandate shall be effective until whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company following the date of passing the issue general mandate resolution at the AGM; or (ii) the expiration of the 12-month period following the date of passing the issue general mandate resolution at the AGM; or (iii) the revocation or variation of the authorisation given under the issue general mandate resolution by a special resolution of the Company in a general meeting. Any exercise of the power by the Board under the issue general mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and applicable laws and regulations of the PRC. The said issue general mandate resolution is subject to the approval of the Company's Shareholders by a special resolution at the AGM.

3. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

In order to provide the Board with flexibility and discretion to repurchase H Shares at the appropriate time, the Company proposed to grant the repurchase general mandate to the Board by way of a special resolution considered and approved at the AGM to repurchase H Shares of the Company up to the limit of 10% of the total number of the H Shares in issue (excluding treasury Shares, if any) as at the date of passing the repurchase general mandate resolution under the conditions as set out at the AGM.

Explanatory statement in relation to the repurchase general mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ABOLISHMENT OF THE ESTABLISHMENT OF THE SUPERVISORY COMMITTEE

Pursuant to the Company Law of the People's Republic of China with effect from 1 July 2024 and the provision of abolishing the establishment of the supervisory committee in the Notice on Matters Concerning the Alignment of Corporate Governance Supervision Regulations with the Company Law (《關於公司治理監管規定與公司法銜接有關事項的通知》) with effect from 17 December 2024, the Company intends to make amendments to certain clauses of the Articles of Association. The proposed amendments are mainly about the abolishment of the establishment of the Supervisory Committee; the clarification of the functional positioning of the audit committee of the Company; and other corresponding and miscellaneous amendments. Details of the proposed amendments to the Articles of Association are set out in Appendix II.

A special resolution will be proposed in the AGM to seek for passing the amendments to the Articles of Association and the amendments on the abolishment of the establishment of the Supervisory Committee.

Besides, in view of the above new regulatory requirements and in consideration of the upcoming expiry of terms of each supervisor of the Supervisory Committee, the Company intends to, subject to the approval of the amendments to the Articles of Association by Shareholders, abolish the establishment of the Supervisory Committee. If the resolution on the proposed amendments to the Articles of Association and the abolishment of the establishment of the Supervisory Committee is approved by Shareholders, all current supervisors of the Company will then retire.

5. RETIREMENT OF DIRECTORS, PROPOSED RE-ELECTION AND ELECTION OF DIRECTORS

(1) Retirement of Directors

Pursuant to the requirements of the Articles of Association, Mr. Zhou Gang, Mr. Han Gen, Mr. Jiang Dayong, Mr. Li Lianjun, Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin will retire by rotation in the forthcoming AGM. Mr. Han Gen and Mr. Li Lianjun, being the retiring Directors, have both informed the Company that they will not seek for re-election and will resign from the positions of executive Director and independent non-executive Director from the date of appointment of new Directors, respectively.

Each of Mr. Han Gen and Mr. Li Lianjun has no disagreement with the Board. The Company, Mr. Han Gen and Mr. Li Lianjun have each confirmed that there is not any matter in relation to their retirement that needs to be brought to the attention of Shareholders.

(2) Proposed Re-election and Election of Directors

Mr. Zhou Gang and Mr. Jiang Dayong are eligible and willing to be re-elected as executive Directors. Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin are eligible and willing to be re-elected as independent non-executive Directors. Upon the retirement of Mr. Hang Gen and Mr. Li Lianjun from their positions as Directors, according to the nomination of the nomination committee of the Company and the consideration by the Board, the Board proposes to appoint (i) Mr. Wang Dongwei as an executive Director; and (ii) Mr. Li Zheng as an executive Director.

Ordinary resolutions will be proposed in the AGM to seek for passing (i) the re-election of Mr. Zhou Gang and Mr. Jiang Dayong as well as the election of Mr. Wang Dongwei and Mr. Li Zheng as executive Directors; and (ii) the re-election of Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin as independent non-executive Directors for a term of three years with effect from the date of passing the resolutions of their respective re-election and election in the AGM.

Below are the respective detailed biographies of the Directors proposed to be re-elected and elected:

Executive Directors

Mr. Zhou Gang

Mr. Zhou Gang, aged 53, holds a bachelor's degree in Chemical Engineering from Xinjiang Institute of Engineering. Mr. Zhou Gang worked at Shihezi Chemical Plant (石河子化工廠) from 1995 to 1998, where he served in various roles such as worker, technician, and deputy director. In 2011, he assumed the role of responsible person at Xinjiang Tianye Zhonghua Mining Co., Ltd.* (新疆天業仲華礦業有限公司) and served as the Secretary of the Party Branch of Xinjiang Tianye Zhonghua Mining Co., Ltd.* (新疆天業仲華礦業有限公司) from 2015 to 2019. In 2020, he served as a member of the Party Committee in the cement industry of Tianye Group, the controlling Shareholder of the Company, and the General Manager of Shihezi Western Resources Logistics Co., Ltd. (石河子西部資源物流有限公司). From 2021 to 2023, Mr. Zhou Gang served as the Secretary of the Party Committee in the cement industry of Tianye Group, as well as the Chairman of Tianchen Cement Co., Ltd.* (天辰水泥有限責任公司), Tianneng Cement Co., Ltd.* (天能水泥有限公司), and Tianwei Cement Co., Ltd.* (天偉水泥有限公司), respectively, all of which are under the control of Tianye Group. Mr. Zhou was first appointed as an executive Director of the Company and the Chairman of the Board on 28 September 2023.

LETTER FROM THE BOARD

Mr. Jiang Dayong

Mr. Jiang Dayong, aged 47, is a member of the Communist Party of China. Mr. Jiang graduated from Central South University of Forestry and Technology, majoring in forestry information management. Mr. Jiang started his career in July 2001, and he successively served as the deputy director and director of the strategy development department of Xinjiang Tianye (Group) Limited* (新疆天業(集團)有限公司) since January 2017. He served as the director of strategic research center in May 2020 and has been the director of the operation and management department of Xinjiang Tianye (Group) Limited* (新疆天業(集團)有限公司) from October 2021 to December 2023. He served as the assistant to the general manager of Tianye Group on 23 December 2023, and also served as the officer to the office of Tianye Group on 15 January 2024. Mr. Jiang Dayong was first appointed as an executive Director of the Company on 28 June 2022.

Mr. Wang Dongwei

Mr. Wang Dongwei, male, aged 56, from Jingning County, Gansu. Mr. Wang started working in April 1990 and graduated from Xinjiang Vocational University with a major in civil engineering. From April 1990 to May 1992, Mr. Wang worked as a laborer at the 151 Construction Site of Shihezi Second Construction* (石河子二建). From June 1992 to June 1997, he served as a construction technician at the 151 Construction Site of Shihezi Second Construction*; and between September 1994 and July 1995, he also studied civil engineering at the Adult Education College of Shihezi Agricultural College. From July 1997 to February 2004, Mr. Wang served as the area manager of Shihezi Tai'an Company* (石河子泰安公司); from September 2000 to March 2002, he studied construction engineering at the Township Enterprise Management Cadre School of the Ministry of Agriculture; and from September 2001 to December 2003, he studied civil engineering at Xinjiang Vocational University. From March 2004 to March 2009, Mr. Wang was the person-in-charge of the Power Plant Preparation and Construction Office in the Infrastructure Department of Tianye Group. From April 2009 to April 2013, he served as the deputy head of the Infrastructure Department of Tianye Group. From May 2013 to March 2020, he served as the head of the Infrastructure Department of Tianye Group. From April 2020 to April 2022, he was the head of the Infrastructure Department of Tianye Corporation. From May 2022 to April 2024, he held the positions of head of the Infrastructure Department of Tianye Corporation and executive director of Xiyu Water Conservancy and Hydropower. From May 2024 to July 2024, Mr. Wang served as the head of the Infrastructure Department of Tianye Corporation, a member of the Agricultural Party Committee of Tianye Group, and an executive director of Xiyu Water Conservancy and Hydropower. From August 2024 to December 2024, Mr. Wang held the positions of head of the Infrastructure Department of Tianye Corporation and member of the Agricultural Party Committee of Tianye Group. Since January 2025, he has been serving as the head of the Infrastructure Department of Tianye Corporation, a member of the Agricultural Party Committee of Tianye Group and a member of the Party Committee of the Company.

LETTER FROM THE BOARD

Mr. Li Zheng

Mr. Li Zheng, male, aged 36, from Dingxi, Gansu. He started working in August 2013, joined the Communist Party of China in December 2012, holds a university degree, graduated with a major in financial management from Tarim University in June 2013, and holds the title of senior accountant. From August 2013 to November 2014, he served as the cashier and accountant of Shihezi Zhangyun Bio-chemical Co., Ltd.* (石河子長運生化有限責任公司), a subsidiary of Tianye Group. From November 2014 to April 2017, Mr. Li worked as an accountant in the Finance Department of Tianneng Chemical Co., Ltd.* (天能化工有限公司), a subsidiary of Tianye Group. From April 2017 to March 2018, Mr. Li served as an accountant for consolidated statements in the Finance Department of the headquarters of Tianneng Chemical Co., Ltd.*, a subsidiary of Tianye Group. From March 2018 to May 2020, he worked as a staff member in the State-owned Enterprise Reform Office of Tianye Group. From May 2020 to May 2022, he served as the head of the Finance Department of Shihezi Development Zone Western Resources Logistics Co., Ltd.* (石河子開發區西部資源物流有限公司), a subsidiary of Tianye Group, and as the head of the Finance Department of Xinjiang Western Materials Trading Co., Ltd.* (新疆西部物產貿易有限公司), a subsidiary of the Group. From May 2022 to June 2023, Mr. Li served as the financial controller of Xinjiang Huiding Logistics Co., Ltd.* (新疆匯鼎物流有限公司), a subsidiary of Zhongxinjian Logistics Group, and as the financial controller of Xinjiang Huizhi Supply Chain Co., Ltd.* (新疆匯智供應鏈有限公司) and Xinjiang Huixi Investment Co., Ltd.* (新疆匯禧投資有限公司), subsidiaries of Zhongxinjian Logistics Group on a concurrent basis. From June 2023 to August 2024, Mr. Li served as the director of the Finance Office of Xinjiang Western Materials Trading Co., Ltd.*, a subsidiary of Tianye Group, and as a director of Tianyu Financial Capital Operations Co., Ltd.* (天域融資本運營有限公司), and also took on the role of director of the Financing Office of Tianye Group from August 2023. From March 2024 to August 2024, he held the positions of general manager of Xinjiang Tianhe Yida Investment Co., Ltd.* (新疆天合意達投資有限公司), director of the Financing Office of Tianye Group, and director of Tianyu Financial Capital Operations Co., Ltd.*. From August 2024 to February 2025, Mr. Li held the positions of deputy director of the Financial Management Center of Tianye Group, director of the Financing Office of Tianye Group, general manager of Xinjiang Tianhe Yida Investment Co., Ltd.*, and director of Tianyu Financial Capital Operations Co., Ltd.*. Since February 2025, Mr. Li has served as the deputy director of the Financial Management Center of Tianye Group, a director of Tianneng Chemical Co., Ltd.*, a director of Tianwei Chemical Co., Ltd.* (天偉化工有限公司董事), and a director of Tianyu Financial Capital Operations Co., Ltd.*.

LETTER FROM THE BOARD

Independent Non-executive Directors

Ms. Gu Li

Ms. Gu Li, aged 55, who graduated from Xinjiang University of Finance & Economics with a bachelor's degree, is a certified public accountant and a national judicial accounting appraiser. From June 1991 to November 2000, Ms. Gu was a senior staff member and worked as an accountant in the Poverty Alleviation Office of Xinjiang Production and Construction Corps. Since December 2000, she has been responsible for auditing at Xinjiang Xin Xin Hua Tong Certified Public Accountants Co., Ltd.* (新疆新新華通有限責任會計師事務所). From June 2004 to January 2010, Ms. Gu served as the manager of Audit Department 2 of Xinjiang Xin Xin Hua Tong Certified Public Accountants Co., Ltd., and was promoted as the deputy director of the same firm from January 2010 to January 2012. She has been serving as the director, legal representative and chief accountant of Xinjiang Xin Xin Hua Tong Certified Public Accountants Co., Ltd. since 2012. Ms. Gu was first appointed as an independent non-executive Director of the Company on 26 February 2019.

Mr. Hung Ee Tek

Mr. Hung Ee Tek, aged 62, is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Hung holds the Master of Arts in International Accounting from the City University of Hong Kong and the Master of Arts in Global China Studies from the Hong Kong University of Science and Technology. Mr. Hung has more than 25 years of experience in audit, accounting and financing. Mr. Hung was first appointed as an independent non-executive Director of the Company on 26 February 2019.

Mr. He Xinlin

Mr. He Xinlin, aged 59, holds a PhD degree obtained from Wuhan University majoring in hydrology and water resources, graduated from Shihezi Agricultural College with a bachelor's degree in farmland water conservancy engineering, a member of China Association for Promoting Democracy and is currently the deputy director of the Academic Committee of Shihezi University. He has successively served as the deputy dean, dean and professor of the School of Water Conservancy and Construction Engineering of Shihezi University. Mr. He Xinlin was first appointed as an independent non-executive Director of the Company on 28 June 2022.

Besides, Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin have confirmed their independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules, respectively.

LETTER FROM THE BOARD

Service Term and Emoluments of the Directors Proposed to be Re-elected and Elected

Upon the re-election of Mr. Zhou Gang, Mr. Jiang Dayong, Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin as well as the election of Mr. Wang Dongwei and Mr. Li Zheng, they will each enter into a service agreement with the Company for a term of three years with effect from the date of passing the resolutions of their respective re-election or election in the AGM.

Emoluments of the Directors Proposed to be Re-elected and Elected

Upon their respective re-election and election, the Company will not pay director fees to Mr. Jiang Dayong, Mr. Wang Dongwei and Mr. Li Zheng, except for the salary to Mr. Zhou Gang for serving as the Chairman of the Board of the Company, which will be determined by the Company with reference to his responsibilities in the Company and the market remuneration level of such position. Ms. Gu Li, Mr. Hung Ee Tek and Mr. He Xinlin will receive director fees each year as determined by the remuneration committee of the Board, which amount to RMB30,000, RMB60,000 and RMB30,000 respectively, subject to the approval by Shareholders and with reference to their respective responsibilities in the Company and the market remuneration level of such position.

Directors' Confirmation

All of the above proposed Directors have each confirmed that, apart from those disclosed above, (i) they did not assume any position in the Group or directorship in other listed companies in the previous three years; (ii) they do not have any relationship with any director, supervisor, senior management, substantial or controlling shareholder of the Company or any of its subsidiaries; and (iii) they do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Besides, all of the above proposed Directors have each confirmed that there is no other matter in respect of them that are required to be disclosed under the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules, nor any other matter that needs to be brought to the attention of Shareholders.

6. AGM

The AGM will be held on Thursday, 12 June 2025 at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC.

The resolutions mentioned above will be proposed in the AGM.

LETTER FROM THE BOARD

Each Shareholder who has the right to attend and vote at the AGM, is entitled to appoint one or more proxies, whether they are Shareholders or not, to attend and vote on his behalf at the AGM. Forms of proxy for use by the Shareholders at the AGM are enclosed. Whether or not you intend to be present at the AGM, you are requested to complete and return the forms of proxy in accordance with the instructions thereon to the Hong Kong H share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the holders of H Shares only) or at the Company's registered office at No.36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC (for the holders of Domestic Shares only), as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the forms of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting(s) should you so wish.

7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, save for certain procedural or administrative matter to be decided by the chairman of the meeting, all votes of the Shareholders at the general meetings will be taken by poll. Accordingly, the chairman of the AGM will therefore demand a poll for every resolution to be put to the vote at the AGM pursuant to the Articles of Association.

8. CLOSURE OF REGISTER OF MEMBERS

For the purpose of the AGM, the register of the members of the Company will be closed from Monday, 9 June 2025 to Thursday, 12 June 2025 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the forthcoming annual general meeting 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. on Friday, 6 June 2025.

9. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

LETTER FROM THE BOARD

10. RECOMMENDATION

The Directors consider that all the proposed resolutions as set out in the AGM Notice are in the interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of all the resolutions proposed in the AGM Notice in respect thereof.

Yours faithfully
For and on behalf of the Board
Xinjiang Tianye Water Saving Irrigation System Company Limited*
Zhou Gang
Chairman

* *For identification purposes only*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of the repurchase general mandate to the Board. Neither the explanatory statement set out in this appendix nor the proposed share repurchase has any unusual features.

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

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by the Articles of Association to repurchase its own securities.

REGISTERED CAPITAL

As at the Latest Practicable Date, the registered capital of the Company was RMB519,521,560, including 317,121,560 Domestic Shares and 202,400,000 H Shares. Subject to the passing of the proposed resolution for the grant of the repurchase general mandate and on the basis that the total number of Shares of the Company in issue remains unchanged on or prior to the date of the AGM, the Company will be allowed under the repurchase general mandate to repurchase a maximum of 20,240,000 H Shares, being the maximum of 10% of the total number of the H Shares of the Company in issue (excluding treasury Shares, if any) as at the date of passing the relevant resolution.

The Company may cancel the Shares bought back under the mandate, and/or hold them as treasury Shares subject to, for example, market conditions, purpose of repurchase and its capital management needs at the relevant time of the repurchase.

REASONS FOR THE REPURCHASE

The Directors believe that the repurchase general mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the repurchase general mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and applicable laws, rules and regulations of the PRC, including, without limitation, surplus funds and undistributed profits of the Company.

Taking into account the current good working capital position of the Company, the Directors consider that, if the repurchase general mandate were to be exercised in full, it would not have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its financial position as at 31 December 2024 as disclosed in the Company's latest published audited accounts contained in the annual report for the year 2024. However, the Directors do not intend to repurchase any Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price of repurchase of Shares and other terms upon which the same are repurchased will be decided by the Directors at an appropriate time having taking into consideration the circumstances then prevailing which shall be in the best interests of the Company and Shareholders as a whole.

H SHARE PRICES

The highest and lowest prices at which the H Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2024		
April	0.170	0.142
May	0.169	0.164
June	0.156	0.136
July	0.190	0.150
August	0.200	0.178
September	0.195	0.180
October	0.226	0.194
November	0.225	0.215
December	0.219	0.208
2025		
January	0.228	0.209
February	0.224	0.160
March	0.215	0.141
April	0.150	0.118
May (up to the Latest Practicable Date)	0.154	0.137

DIRECTORS' UNDERTAKING

The Directors will exercise the power of the Company to make repurchases pursuant to the repurchase general mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC where appropriate.

DISCLOSURE OF INTERESTS

None of the Directors or their close associates (as defined in the Listing Rules), to the best of their knowledge, having made all reasonable enquiries, has any present intention to sell to the Company any of the Shares if the repurchase general mandate is approved at the AGM.

None of the core connected persons (as defined in the Listing Rules) of the Company has notified the Company that he, she or it has an intention to sell any Shares so held to the Company, or has undertaken not to do so, if the repurchase general mandate is exercised.

IMPLICATIONS OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases upon the Company exercising its powers to repurchase Shares pursuant to the repurchase general mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Tianye Group was the substantial Shareholder of the Company holding 313,886,921 Domestic Shares, which accounted for approximately 60.42% of the registered share capital of the Company. Based on 519,521,560 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or repurchased by the Company on or before the date of the AGM, if the repurchase general mandate is exercised in full, the percentage interest held by Tianye Group and its associates in the Company will increase to approximately 64.31% of the then registered share capital of the Company. The Directors are not aware of any consequences which would arise under the Takeovers Code and/or any similar applicable legislation as a result of any repurchase made under the repurchase general mandate. Moreover, the Directors will not make Shares repurchase on the Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

SECURITIES REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

Details of the proposed amendments to the Articles of Associations are as below:

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 1.10 The Articles of Association of the Company shall be binding upon the Company and its Shareholders, directors, supervisors, senior management. All the above persons may make claims related to Company matters in accordance with the Articles of Association.</p> <p>Shareholders may sue the Company in accordance with the Articles of Association of the Company. The Company may sue Shareholders in accordance with its Articles of Association. Shareholders may sue Shareholders in accordance with the Articles of Association of the Company. Shareholders may sue directors, supervisors, manager and senior management staff of the Company in accordance with the Articles of Association of the Company.</p> <p>For the purposes of the above paragraph, the term “sue” shall include the initiation of proceedings in a court or the application of arbitration to an arbitration organization.</p>	<p>Article 1.10 The Articles of Association of the Company shall be binding upon the Company and its Shareholders, directors, supervisors, senior management. All the above persons may make claims related to Company matters in accordance with the Articles of Association.</p> <p>Shareholders may sue the Company in accordance with the Articles of Association of the Company. The Company may sue Shareholders in accordance with its Articles of Association. Shareholders may sue Shareholders in accordance with the Articles of Association of the Company. Shareholders may sue directors, supervisors, manager and senior management staff of the Company in accordance with the Articles of Association of the Company.</p> <p>For the purposes of the above paragraph, the term “sue” shall include the initiation of proceedings in a court or the application of arbitration to an arbitration organization.</p>
<p>Article 3.06 After listing in Hong Kong, the capital structure of the Company is: total number of ordinary shares is 519,521,560; Xinjiang Tianye Co., Ltd. holds 202,164,995 shares, accounting for 38.91% of the total shares which the Company may issue. Shenzhen Litailai Invest Development, Co., Ltd. holds 93,994,831 shares, accounting for 18.09% of the total shares which the Company may issue. Guo Shuqing holds 9,386,798 shares, accounting for 1.81% of the total shares which the Company may issue. Wang Xiaoxian holds 8,340,297 shares, accounting for 1.61% of the total shares which the Company may issue. China Academy of Machinery Science and Technology Group Co., Ltd. holds 2,410,123 shares, accounting for 0.46% of the total shares which the Company may issue. Northwest A&F University holds 824,516 shares, accounting for 18.09% of the total shares which the Company may issue. The Shareholders of “H shares” (Shareholders of foreign investment shares listed outside the People’s Republic of China) hold 202,400,000 shares, accounting for 38.96% of the total shares which the Company may issue.</p>	<p>Article 3.06 After listing in Hong Kong, the capital structure of the Company is: total number of ordinary shares is 519,521,560; Xinjiang Tianye Co., Ltd. holds 202,164,995 shares, accounting for 38.91% of the total shares which the Company may issue. Shenzhen Litailai Invest Development, Co., Ltd. holds 93,994,831 shares, accounting for 18.09% of the total shares which the Company may issue. Guo Shuqing holds 9,386,798 shares, accounting for 1.81% of the total shares which the Company may issue. Wang Xiaoxian holds 8,340,297 shares, accounting for 1.61% of the total shares which the Company may issue. China Academy of Machinery Science and Technology Group Co., Ltd. holds 2,410,123 shares, accounting for 0.46% of the total shares which the Company may issue. Northwest A&F University holds 824,516 shares, accounting for 0.16% of the total shares which the Company may issue. The Shareholders of “H shares” (Shareholders of foreign investment shares listed outside the People’s Republic of China) hold 202,400,000 shares, accounting for 38.96% of the total shares which the Company may issue.</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 7.02 The shareholder of the ordinary share of the company could enjoy following rights:</p> <p>(1) Get the dividends and benefit distribution in other forms in corresponding to the held shares (but they do not have the right to participate in the dividend announced later with the prepaid capital);</p> <p>(2) Participate in or appoint shareholder agent to attend the general meeting of stockholders and use the right to speak and voting power (unless an individual shareholder shall abstain from voting on an individual matter under the requirements of the listing rules of the place where the company is listed);</p> <p>(3) Supervise the business operating activities of the company, raise suggestions or inquiries;</p> <p>(4) Transfer the share in corresponding to the law, administrative laws and regulations and the rules of Articles of Association;</p>	<p>Article 7.02 The shareholder of the ordinary share of the company could enjoy following rights:</p> <p>(1) Get the dividends and benefit distribution in other forms in corresponding to the held shares (but they do not have the right to participate in the dividend announced later with the prepaid capital);</p> <p>(2) Participate in or appoint shareholder agent to attend the general meeting of stockholders and use the right to speak and voting power (unless an individual shareholder shall abstain from voting on an individual matter under the requirements of the listing rules of the place where the company is listed);</p> <p>(3) Supervise the business operating activities of the company, raise suggestions or inquiries;</p> <p>(4) Transfer the share in corresponding to the law, administrative laws and regulations and the rules of Articles of Association;</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>(5) Get relevant information according to the rules of Articles of Association, including:</p> <ol style="list-style-type: none"> 1. Get the Articles of Association after paying the cost. 2. After paying reasonable fees, they have the right of looking up and coping: <ol style="list-style-type: none"> (i) The register of Shareholders of all parts; (ii) The personal data of the directors, supervisor and senior management of the company, including: <ol style="list-style-type: none"> (a) The present and previous name, alias; (b) Main address (dwelling place); (c) Nationality; (d) The occupation and post of full-time and all other part-time jobs; (e) Identification paper documents and their numbers; (iii) The situation of capital stock of the company; (iv) The par value, amount, ceiling price and bottom price of every category of shares repurchased by company since the last account year, and the report about the cost that the company paid for these; (v) The meeting minutes of the general meeting of Shareholders. 	<p>(5) Get relevant information according to the rules of Articles of Association, including:</p> <ol style="list-style-type: none"> 1. Get the Articles of Association after paying the cost. 2. After paying reasonable fees, they have the right of looking up and coping: <ol style="list-style-type: none"> (i) The register of Shareholders of all parts; (ii) The personal data of the directors, supervisor and senior management of the company, including: <ol style="list-style-type: none"> (a) The present and previous name, alias; (b) Main address (dwelling place); (c) Nationality; (d) The occupation and post of full-time and all other part-time jobs; (e) Identification paper documents and their numbers; (iii) The situation of capital stock of the company; (iv) The par value, amount, ceiling price and bottom price of every category of shares repurchased by company since the last account year, and the report about the cost that the company paid for these; (v) The meeting minutes of the general meeting of Shareholders.

Contents of the Original Articles	Contents of the Amended Articles
<p>(6) When the company is terminated or cleared, they could participate in the distribution of residual properties of the company in corresponding to the portion of share held by them;</p> <p>(7) Other rights which are given by the law, administrative laws and regulations and Articles of Association.</p>	<p>(6) When the company is terminated or cleared, they could participate in the distribution of residual properties of the company in corresponding to the portion of share held by them;</p> <p>(7) Other rights which are given by the law, administrative laws and regulations and Articles of Association.</p>
<p>Article 7.04 Except the obligation required by the law, administrative laws and regulations or the listing rules of the listed stock exchange of the company share, the controlling Shareholders could not make decisions which would harm the interest of all or part of the Shareholders using voting power on following problems when exercise their shareholder rights:</p> <p>(1) When exempting director, supervisor, they should exercise the responsibility regarding the maximum benefit of the company as the starting point sincerely;</p> <p>(2) Approve director, supervisor to deprive company property (for the interest of themselves or others) in any form, including (but not limited to) any chances which are beneficial to the company;</p> <p>(3) Approve director, supervisor to deprive the personal rights and interests of other Shareholders for the interest of themselves or others) in any form, including (but not limited to) any distribution right, voting power, but not include the corporate reorganization which is submitted to and approved by the general meeting of Shareholders according to the Articles of Association.</p>	<p>Article 7.04 Except the obligation required by the law, administrative laws and regulations or the listing rules of the listed stock exchange of the company share, the controlling Shareholders could not make decisions which would harm the interest of all or part of the Shareholders using voting power on following problems when exercise their shareholder rights:</p> <p>(1) When exempting director, supervisor, they should exercise the responsibility regarding the maximum benefit of the company as the starting point sincerely;</p> <p>(2) Approve director, supervisor to deprive company property (for the interest of themselves or others) in any form, including (but not limited to) any chances which are beneficial to the company;</p> <p>(3) Approve director, supervisor to deprive the personal rights and interests of other Shareholders for the interest of themselves or others) in any form, including (but not limited to) any distribution right, voting power, but not include the corporate reorganization which is submitted to and approved by the general meeting of Shareholders according to the Articles of Association.</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 8.02 The general meeting of Shareholders could exercise the following functions and powers:</p> <p>(1) Select and alter director, decide the reward which is related to the director;</p> <p>(2) Select and alter the supervisor which is taken up by the shareholder representative, decide the reward which is related to the supervisor;</p> <p>(3) Deliberate and approve the report of the Board;</p> <p>(4) Deliberate and approve the report of the board of supervisors;</p> <p>(5) Deliberate and approve the profit distribution plan and deficit covering plan of the company;</p> <p>(6) Make resolution on the increase or decrease of the registered capital of the company;</p> <p>(7) Make resolution on the items such as the corporate combination, corporate separation, the form alternation of the company, dismiss and account settlement of the company;</p> <p>(8) Make resolution on the issue of bonds;</p> <p>(9) Make resolution on employing accounting firm, terminating the employ or not making further employment of the accounting firm;</p> <p>(10) Alter the Articles of Association;</p> <p>(11) Deliberate the proposal from the Shareholders who hold more than 1% (1% included) shares alone or jointly;</p> <p>(12) Other items which are specified to be deliberated by the general meeting of Shareholders by laws, administrative laws and regulations and Articles of Association. The general meeting of Shareholders could authorize the Board to make resolutions on the issuance of corporate bonds.</p>	<p>Article 8.02 The general meeting of Shareholders could exercise the following functions and powers:</p> <p>(1) Select and alter director, decide the reward which is related to the director;</p> <p>(2) Select and alter the supervisor which is taken up by the shareholder representative, decide the reward which is related to the supervisor;</p> <p>(3)(2) Deliberate and approve the report of the Board;</p> <p>(4) Deliberate and approve the report of the board of supervisors;</p> <p>(5)(3) Deliberate and approve the profit distribution plan and deficit covering plan of the company;</p> <p>(6)(4) Make resolution on the increase or decrease of the registered capital of the company;</p> <p>(7)(5) Make resolution on the items such as the corporate combination, corporate separation, the form alternation of the company, dismiss and account settlement of the company;</p> <p>(8)(6) Make resolution on the issue of bonds;</p> <p>(9)(7) Make resolution on employing accounting firm, terminating the employ or not making further employment of the accounting firm;</p> <p>(10)(8) Alter the Articles of Association;</p> <p>(11)(9) Deliberate the proposal from the Shareholders who hold more than 1% (1% included) shares alone or jointly;</p> <p>(12)(10) Other items which are specified to be deliberated by the general meeting of Shareholders by laws, administrative laws and regulations and Articles of Association. The general meeting of Shareholders could authorize the Board to make resolutions on the issuance of corporate bonds.</p>
<p>Article 8.04 If it is not be approved by the general meeting of Shareholders in advance, the company could not conclude the contract which make the management of all or important business of the company in the charge of the people other than director, supervisor or senior management.</p>	<p>Article 8.04 If it is not be approved by the general meeting of Shareholders in advance, the company could not conclude the contract which make the management of all or important business of the company in the charge of the people other than director, supervisor or senior management.</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 8.05 The general meeting of Shareholders could be divided into annual meeting of Shareholders and temporary meeting of Shareholders. The general meeting of Shareholders is gathered by the Board. The annual meeting of Shareholders should be held once a year and it should be held within 6 months after the finishing of previous accounting year.</p> <p>The Board should hold temporary meeting of Shareholders within 2 months, if there is one of the following situations:</p> <p>(1) The number of directors is less than the regulated number of the “Corporation Law” or less than 2/3 of the number required by the Articles of Association;</p> <p>(2) The uncovered deficit of the company reaches 1/3 of the total paid up stock;</p> <p>(3) The shareholder who holds more than 10% (10% included) of the share alone or jointly requires to do so;</p> <p>(4) When the Board thinks it is necessary or the board of supervisors puts forward to hold the meeting;</p> <p>(5) The Supervisory Committee puts forward to hold the meeting;</p> <p>(6) Other situations regulated in the laws, administrative regulations, department rules, the listing rules of the exchange where the stock of the company is listed or the Articles of Association.</p>	<p>Article 8.05 The general meeting of Shareholders could be divided into annual meeting of Shareholders and temporary meeting of Shareholders. The general meeting of Shareholders is gathered by the Board. The annual meeting of Shareholders should be held once a year and it should be held within 6 months after the finishing of previous accounting year.</p> <p>The Board should hold temporary meeting of Shareholders within 2 months, if there is one of the following situations:</p> <p>(1) The number of directors is less than the regulated number of the “Corporation Law” or less than 2/3 of the number required by the Articles of Association;</p> <p>(2) The uncovered deficit of the company reaches 1/3 of the total paid up stock;</p> <p>(3) The shareholder who holds more than 10% (10% included) of the share alone or jointly requires to do so;</p> <p>(4) When the Board thinks it is necessary or the board of supervisors puts forward to hold the meeting;</p> <p>(5) The Supervisory Committee puts forward to hold the meeting; The Audit Committee puts forward to hold the meeting;</p> <p>(6) Other situations regulated in the laws, administrative regulations, department rules, the listing rules of the exchange where the stock of the company is listed or the Articles of Association.</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 8.09 Announcements of the general meeting of Shareholders shall meet the following requirements:</p> <ol style="list-style-type: none"> (1) The notice shall be in writing or distributed in any other manners as prescribed by the Articles of Association; (2) Specify the place, date and time of the meeting; (3) Describe all the matters that will be discussed; (4) To make informed Shareholders decisions on matters to be discussed, it is required to provide necessarily required Shareholders the information and explanations; this principle include (but is not limited to) proposing the merge or repurchase shares or other capital reorganization or restructuring in the company, the contract (if any) and the specific conditions of the proposed transaction shall be provided, as well as careful explanation of their causes and consequences thereafter; (5) If any of the company directors, supervisors and senior management have great concern with their interest and stakes as for the important matters to be discussed, the company shall disclose the nature and extent of his concerned interest stake; if effects of the matters to be discussed on the directors, supervisors and senior management are different from those on the shareholder with other categories of effects, the company shall explain the difference. 	<p>Article 8.09 Announcements of the general meeting of Shareholders shall meet the following requirements:</p> <ol style="list-style-type: none"> (1) The notice shall be in writing or distributed in any other manners as prescribed by the Articles of Association; (2) Specify the place, date and time of the meeting; (3) Describe all the matters that will be discussed; (4) To make informed Shareholders decisions on matters to be discussed, it is required to provide necessarily required Shareholders the information and explanations; this principle include (but is not limited to) proposing the merge or repurchase shares or other capital reorganization or restructuring in the company, the contract (if any) and the specific conditions of the proposed transaction shall be provided, as well as careful explanation of their causes and consequences thereafter; (5) If any of the company directors, supervisors and senior management have great concern with their interest and stakes as for the important matters to be discussed, the company shall disclose the nature and extent of his concerned interest stake; if effects of the matters to be discussed on the directors, supervisors and senior management are different from those on the shareholder with other categories of effects, the company shall explain the difference.

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 8.18 The shareholder resolutions are divided into ordinary and special resolutions of the general meeting.</p> <p>The ordinary resolutions of the general meeting of the Shareholders shall be passed with at least one-second vote of the voting rights held by the attending Shareholders (including nominee Shareholders). The special resolution of the general meeting of Shareholders shall be passed with the support of at least two-thirds of vote of the voting rights held by the attending Shareholders (including nominee Shareholders).</p> <p>When the general meeting of Shareholders elects directors and supervisors, it may act according to the company's charter or resolutions of the general meeting of Shareholders, and make implementation of cumulative voting system.</p>	<p>Article 8.18 The shareholder resolutions are divided into ordinary and special resolutions of the general meeting.</p> <p>The ordinary resolutions of the general meeting of the Shareholders shall be passed with at least one-second vote of the voting rights held by the attending Shareholders (including nominee Shareholders). The special resolution of the general meeting of Shareholders shall be passed with the support of at least two-thirds of vote of the voting rights held by the attending Shareholders (including nominee Shareholders).</p> <p>When the general meeting of Shareholders elects directors and supervisors, it may act according to the company's charter or resolutions of the general meeting of Shareholders, and make implementation of cumulative voting system.</p>
<p>Article 8.24 The following ordinary resolutions of the matter shall be passed by the general meeting of Shareholders by:</p> <p>(1) The report on the work of the Board of Directors and Board of supervisors;</p> <p>(2) The profit appropriation plan and plans for making up losses proposed by the Board of directors;</p> <p>(3) The election, appointment, dismissal and remuneration of the members of the Board of Directors and Board of supervisors as well as the method of payment;</p> <p>(4) The company's balance sheet, income statement and other financial reports;</p> <p>(5) The annual report; and</p> <p>(6) Other matters in addition to which that have been passed by laws, articles of administrative regulations or Articles of Association to be passed by special resolutions.</p>	<p>Article 8.24 The following ordinary resolutions of the matter shall be passed by the general meeting of Shareholders by:</p> <p>(1) The report on the work of the Board of Directors and Board of supervisors;</p> <p>(2) The profit appropriation plan and plans for making up losses proposed by the Board of directors;</p> <p>(3) The election, appointment, dismissal and remuneration of the members of the Board of Directors and Board of supervisors as well as the method of payment;</p> <p>(4) The company's balance sheet, income statement and other financial reports;</p> <p>(5) The annual report; and</p> <p>(6) Other matters in addition to which that have been passed by laws, articles of administrative regulations or Articles of Association to be passed by special resolutions.</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 8.27 When the board of supervisors or Shareholders require to convene an interim Shareholders' meeting or separate meeting of classified Shareholders, it shall be transacted in accordance with the following procedures:</p> <p>(1) The board of supervisors or two or more Shareholders who aggregately hold more than 10% (including 10%) of the shares which have voting rights of the Company can sign and submit a copy or several copies of written request of similar form and content for approval of the board of directors to convene interim Shareholders' meeting and clarify the topic for discussion. The board of directors shall convene interim Shareholders' meeting or separate meeting of classified Shareholders as soon as possible after it receives the written request mentioned above. Then above-mentioned shares amount of the Shareholders shall be calculated in accordance with the shareholding situation on the day when the Shareholders put forward the written request.</p> <p>(2) If the board of directors does not issue a notice of convening the meeting within 30 days after it receives the written request mentioned above, the board of supervisors or the Shareholders which promote the request can convene the meeting on their own initiative within four months after the board of directors receives the request. The procedure of the convening shall be in accordance with that of the Shareholders' meeting which is convened by the board of directors as far as possible.</p> <p>If the Shareholders convene and hold the meeting on their own initiative because the board of directors does not hold the meeting corresponding to the request, the company shall bear the reasonable cost, and deduct the money from the back pay for the directors who are negligent in the performance of duties.</p>	<p>Article 8.27 When the board of supervisors or Shareholders require to convene an interim Shareholders' meeting or separate meeting of classified Shareholders, it shall be transacted in accordance with the following procedures:</p> <p>(1) The board of supervisors or <u>Two or more</u> Shareholders who aggregately hold more than 10% (including 10%) of the shares which have voting rights of the Company can sign and submit a copy or several copies of written request of similar form and content for approval of the board of directors to convene interim Shareholders' meeting and clarify the topic for discussion. The board of directors shall convene interim Shareholders' meeting or separate meeting of classified Shareholders as soon as possible after it receives the written request mentioned above. Then above-mentioned shares amount of the Shareholders shall be calculated in accordance with the shareholding situation on the day when the Shareholders put forward the written request.</p> <p>(2) If the board of directors does not issue a notice of convening the meeting within 30 days after it receives the written request mentioned above, the board of supervisors or the Shareholders which promote the request can convene the meeting on their own initiative within four months after the board of directors receives the request. The procedure of the convening shall be in accordance with that of the Shareholders' meeting which is convened by the board of directors as far as possible.</p> <p>If the Shareholders convene and hold the meeting on their own initiative because the board of directors does not hold the meeting corresponding to the request, the company shall bear the reasonable cost, and deduct the money from the back pay for the directors who are negligent in the performance of duties.</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 8.28 The Shareholders' meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his duties, the meeting shall be presided over by the deputy chairman of the board of directors. If the deputy chairman of the board of directors is unable or fails to perform his duties, the meeting shall be presided over by a director jointly elected by half of the directors. If the directors don't elect the chairman of the meeting, the Shareholders who attend the meeting can elect one to act as the chairman of the meeting. If the Shareholders are unable to elect the chairman of the meeting for any reasons, the shareholder who attends the meeting and holds most voting shares (including the agents of Shareholders) shall act as the chairman of the meeting.</p> <p>If the board of directors is unable or fails to perform the duty of convening the Shareholders' meeting, the board of supervisors shall convene and preside over the meeting timely. If the board of supervisors does not convene or preside over the meeting for 90 successive days, the Shareholders separately or aggregately holding 1/10 or more of the shares may convene and preside over such meetings on their own initiative.</p>	<p>Article 8.28 The Shareholders' meeting shall be convened by the board of directors and presided over by the chairman of the board of directors. If the chairman of the board of directors is unable or fails to perform his duties, the meeting shall be presided over by the deputy chairman of the board of directors. If the deputy chairman of the board of directors is unable or fails to perform his duties, the meeting shall be presided over by a director jointly elected by half of the directors. If the directors don't elect the chairman of the meeting, the Shareholders who attend the meeting can elect one to act as the chairman of the meeting. If the Shareholders are unable to elect the chairman of the meeting for any reasons, the shareholder who attends the meeting and holds most voting shares (including the agents of Shareholders) shall act as the chairman of the meeting.</p> <p>If the board of directors is unable or fails to perform the duty of convening the Shareholders' meeting, the board of supervisors shall convene and preside over the meeting timely. If the board of supervisors does not convene or preside over the meeting for 90 successive days, the Shareholders separately or aggregately holding 1/10 or more of the shares may convene and preside over such meetings on their own initiative.</p>
<p>Article 8.29 The chairman of the meeting is responsible for making the decision whether the resolutions of the shareholders' meeting are approved. His decision is the final decision which shall be announced on the meeting and noted down in the meeting minutes.</p>	<p>Article 8.29 Shareholders' meetings and votes may be held through physical meetings or electronic communication or by a combination of the two. The chairman of the meeting is responsible for making the decision whether the resolutions of the shareholders' meeting are approved. His decision is the final decision which shall be announced on the meeting and noted down in the meeting minutes.</p>
<p>Article 9.01 The communist party organization of the Company shall consist of one secretary and several members of the Communist Party Committee. Eligible members of the Communist Party Committee may join the Board, the supervisory committee and the senior management in accordance with legal procedures, while eligible communist party members serving on the Board, the supervisory committee and the senior management may join in the Communist Party Committee in accordance with relevant requirements and procedures.</p>	<p>Article 9.01 The communist party organization of the Company shall consist of one secretary and several members of the Communist Party Committee. Eligible members of the Communist Party Committee may join the Board, the supervisory committee and the senior management in accordance with legal procedures, while eligible communist party members serving on the Board, the supervisory committee and the senior management may join in the Communist Party Committee in accordance with relevant requirements and procedures.</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 10.03 The board of directors is responsible for the Shareholders' meeting and exercise the following functions:</p> <ol style="list-style-type: none"> (1) Convening Shareholders' meeting and presenting reports to the Shareholders' meeting; (2) Implementing the resolutions made at the Shareholders' meetings; (3) Determining the company's business proposals, investment proposals and investment plans; (4) Determining the company's annual financial budget plans and final account plans; (5) Working out the company's profit distribution plans and loss recovery plans; (6) Working out the company's debt policies and financial policies; working out the company's plans on the increase or reduction of registered capital, as well as on the issuance of corporate bonds; (7) Working out the company's plans on significant purchase, buying back the shares of the company itself or sale and company's plans on merger, split, change of the company form, or dissolution; (8) Making decisions on the establishment of the company's internal management departments; (9) Employment or recall of the company's manager; employment or recall of the company's senior management personnel such as the deputy manager, chief financial officer and etc. and employment or recall of the secretary of board of directors according to the nomination of the manager, and making decisions on the remuneration and method of payment for the personnel mentioned above; <p>Appointing or replacing the members of the board of directors and board of supervisors of the wholly-owned subsidiaries; Appointing, replacing or recommending the shareholder representatives, directors and supervisors of the holding subsidiary companies and the joint stock subsidiaries;</p>	<p>Article 10.03 The board of directors is responsible for the Shareholders' meeting and exercise the following functions:</p> <ol style="list-style-type: none"> (1) Convening Shareholders' meeting and presenting reports to the Shareholders' meeting; (2) Implementing the resolutions made at the Shareholders' meetings; (3) Determining the company's business proposals, investment proposals and investment plans; (4) Determining the company's annual financial budget plans and final account plans; (5) Working out the company's profit distribution plans and loss recovery plans; (6) Working out the company's debt policies and financial policies; working out the company's plans on the increase or reduction of registered capital, as well as on the issuance of corporate bonds; (7) Working out the company's plans on significant purchase, buying back the shares of the company itself or sale and company's plans on merger, split, change of the company form, or dissolution; (8) Making decisions on the establishment of the company's internal management departments; (9) Employment or recall of the company's manager; employment or recall of the company's senior management personnel such as the deputy manager, chief financial officer and etc. and employment or recall of the secretary of board of directors according to the nomination of the manager, and making decisions on the remuneration and method of payment for the personnel mentioned above; <p>Appointing or replacing the members of the board of directors and board of supervisors of the wholly-owned subsidiaries; Appointing, replacing or recommending the shareholder representatives, directors and supervisors of the holding subsidiary companies and the joint stock subsidiaries;</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>(10) Making decisions on the setting of the embranchments of the company;</p> <p>(11) Working out modification scheme of the Articles of Association;</p> <p>(12) Working out the company's basic management system;</p> <p>(13) With the exception of the matters which should be resolved by the Shareholders' meeting according to the Company Law and these articles, deciding other significant matters and administrative matters of the company and signing other important agreements; and</p> <p>(14) Other functions authorized by the Shareholders' meeting, laws, regulations, and these Articles of Association.</p> <p>When the board of directors makes resolutions on matters mentioned above, it requires approval of more than half of the voting directors.</p> <p>When the board of directors makes resolutions about the connected transactions of the company, they must be signed by the independent non-executive directors before the resolutions take effect.</p>	<p>(10) Making decisions on the setting of the embranchments of the company;</p> <p>(11) Working out modification scheme of the Articles of Association;</p> <p>(12) Working out the company's basic management system;</p> <p>(13) With the exception of the matters which should be resolved by the Shareholders' meeting according to the Company Law and these articles, deciding other significant matters and administrative matters of the company and signing other important agreements; and</p> <p>(14) Other functions authorized by the Shareholders' meeting, laws, regulations, and these Articles of Association.</p> <p>When the board of directors makes resolutions on matters mentioned above, it requires approval of more than half of the voting directors.</p> <p>When the board of directors makes resolutions about the connected transactions of the company, they must be signed by the independent non-executive directors before the resolutions take effect.</p>
<p>Article 10.06 The board of directors shall convene at least four meetings every year. (This does not include obtaining the approval of the board of directors by way of passing around the written decisions). The chairman shall convene the meetings and give notices to all directors and supervisors 14 days before the meeting. When emergency occurs, an interim meeting may be convened based on a proposal made by stockholders who represent more than 10% right of voting and also by more than one thirds of the board of directors and the board of supervisors. Then chairman should convene and preside over the board meeting within 10 days after receiving the proposal, without restrictions of notice of meeting in Article 10.07.</p>	<p>Article 10.06 The board of directors shall convene at least four meetings every year. (This does not include obtaining the approval of the board of directors by way of passing around the written decisions). The chairman shall convene the meetings and give notices to all directors and supervisors 14 days before the meeting. When emergency occurs, an interim meeting may be convened based on a proposal made by stockholders who represent more than 10% right of voting and also by more than one thirds of the board of directors and the board of supervisors. Then chairman should convene and preside over the board meeting within 10 days after receiving the proposal, without restrictions of notice of meeting in Article 10.07.</p>

Contents of the Original Articles	Contents of the Amended Articles
Article 10.13 The audit committee is established under Board of the Company. The audit committee comprises at least three independent non-executive Directors, and at least one of the independent non-executive Directors shall possess the accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules. The audit committee has one chairman, which shall be assumed by an independent non-executive Director.	Article 10.13 The audit committee (also called the audit committee) is established under Board of the Company. The audit committee comprises at least three independent non-executive Directors, and at least one of the independent non-executive Directors shall possess the accounting or related financial management expertise as required by Rule 3.10(2) of the Listing Rules. The audit committee has one chairman, which shall be assumed by an independent non-executive Director.
1 article added for Chapter 10: Board of Directors	<p>Article 10.15 The Company does not have a supervisory committee or supervisors. The board of directors, audit committee, internal audit and other institutions exercise the relevant powers of the supervisory committee stipulated in the Company Law. The specific meeting methods and voting procedures of the Audit Committee shall be subject to the Terms of Reference of the Audit Committee.</p> <p>The original Articles 10.15 to 10.20 would be renumbered as Articles 10.16 to 10.21 accordingly</p>
<p>Article 10.15 The audit committee could exercise the following authorities:</p> <p>(1) examine the finance of the Company;</p> <p>(2) audit the financial information of the Company and disclosure thereof, audit significant accounting policies of the Company and their consistent implementation, and supervise the financial operation; monitor the truthfulness of financial and accounting reports and the effectiveness of financial accounting reporting procedures implemented by the management;</p> <p>(3) examine, supervise and evaluate internal audit works of the Company, supervise the internal audit system of the Company and its implementation; evaluate the work procedures and work results of the internal audit department;</p> <p>(4) make suggestions on the appointment or replacement of external auditors, adopt appropriate measures to supervise the works of external auditors, review the reports from external auditors, and ensure external auditors assume the corresponding responsibilities towards their audit works;</p> <p>(5) urge the Company to ensure the sufficiency of resources for the operation of the internal audit department, and coordinate the communication between the internal audit department and external auditors;</p>	<p>Article 10.156 The audit committee could exercise the following authorities:</p> <p>(1) examine the finance of the Company;</p> <p>(2) supervise the acts of the directors and senior management of the Company in the course of their performance of duties of the Company. Suggestion for removal would be proposed for directors and senior management in violation of laws, administrative regulations, the Articles or the resolution(s) of the general meeting;</p> <p>(3) request for rectifications by the directors and senior management of the Company when their acts impair the interests of the Company;</p> <p>(4) verify the financial information such as financial reports, business reports and profit distribution proposal intended to be submitted to the general meeting by the Board. In case of doubt, it could, in the name of the Company, engage certified accountants or practicing auditors to assist in re-examination;</p> <p>(5) propose convening of an extraordinary general meeting, and when the Board does not perform its duties of convening and chairing a general meeting under the requirements of laws, convene and chair the general meeting;</p> <p>(6) negotiate with the directors or prosecute the directors or senior management pursuant to the laws on behalf of the Company;</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>(6) evaluate the mechanism for employees of the Company to report on financial accounting reports, internal control or other improper acts, and the Company's independent and fair investigation on reported matters and the mechanism for taking appropriate actions;</p> <p>(7) report to the Board on its decisions and suggestions;</p> <p>(8) other authorities as stipulated by the Articles of Association or granted by the Board.</p>	<p>(2)(7) audit the financial information of the Company and disclosure thereof, audit significant accounting policies of the Company and their consistent implementation, and supervise the financial operation; monitor the truthfulness of financial and accounting reports and the effectiveness of financial accounting reporting procedures implemented by the management;</p> <p>(3)(8) examine, supervise and evaluate internal audit works of the Company, supervise the internal audit system of the Company and its implementation; evaluate the work procedures and work results of the internal audit department;</p> <p>(4)(9) make suggestions on the appointment or replacement of external auditors, adopt appropriate measures to supervise the works of external auditors, review the reports from external auditors, and ensure external auditors assume the corresponding responsibilities towards their audit works;</p> <p>(5)(10) urge the Company to ensure the sufficiency of resources for the operation of the internal audit department, and coordinate the communication between the internal audit department and external auditors;</p> <p>(6)(11) evaluate the mechanism for employees of the Company to report on financial accounting reports, internal control or other improper acts, and the Company's independent and fair investigation on reported matters and the mechanism for taking appropriate actions;</p> <p>(7)(12) report to the Board on its decisions and suggestions;</p> <p>(13) propose a resolution to the general meeting;</p> <p>(8)(14) other authorities as stipulated by the Articles of Association or granted by the Board.</p>

Contents of the Original Articles	Contents of the Amended Articles
Article 11.02 The Secretary of the Board of Directors of the company is the natural person With the necessary expertise and experience and shall be appointed by the meeting of the board.	Article 11.02 The Secretary of the Board of Directors of the company is the natural person With the necessary expertise and experience and shall be appointed by the meeting of the board.
Main tasks of the Secretary of the Board of Directors:	Main tasks of the Secretary of the Board of Directors:
(1) To assist in the daily work of the directors of the Board, and continuously to provide, to remind and to ensure their understanding of the regulations, policies and requirements relevant to the company operation of the domestic and foreign regulatory agencies, and to assist directors and managers to effectively perform the law inside and outside the law, regulations, Articles of Association and other relevant provisions when exercising powers;	(1) To assist in the daily work of the directors of the Board, and continuously to provide, to remind and to ensure their understanding of the regulations, policies and requirements relevant to the company operation of the domestic and foreign regulatory agencies, and to assist directors and managers to effectively perform the law inside and outside the law, regulations, Articles of Association and other relevant provisions when exercising powers;
(2) Responsible for the organization and preparation of the documents related to the meeting of the board and the Shareholders' meeting. Keep good minutes and ensure that the policy decisions made by the Council are in line with statutory procedures and master the implementation of the resolutions of the Board;	(2) Responsible for the organization and preparation of the documents related to the meeting of the board and the Shareholders' meeting. Keep good minutes and ensure that the policy decisions made by the Council are in line with statutory procedures and master the implementation of the resolutions of the Board;
(3) Responsible for organizing and coordinating the disclosure of information, coordinating investor relations, and enhancing corporate transparency;	(3) Responsible for organizing and coordinating the disclosure of information, coordinating investor relations, and enhancing corporate transparency;
(4) Participate in the organization of capital market financing;	(4) Participate in the organization of capital market financing;
(5) Improve public relations and deal with the intermediaries, regulatory authorities, media relations and improve public relations.	(5) Improve public relations and deal with the intermediaries, regulatory authorities, media relations and improve public relations.

Contents of the Original Articles	Contents of the Amended Articles
<p>The scope of responsibilities of the Secretary of the Board as follows:</p> <p>(1) Make preparations for board meetings and Shareholders' meetings, prepare meeting materials, and arrange the conference. Responsible for the records of meeting notes, the accuracy of the records, and the custody of the conference documents and records. Take the initiative to master the implementation of the resolution. When encountered with important issues of implementation, report and make recommendations to the Board of Directors.</p> <p>(2) Ensure that the decisions made on major issues by the Board of Directors shall be carried out in strict accordance with the procedure laid down. According to the request of the Board, participate in consulting and analysis on the Board's decision-making matters and give opinions and recommendations. The secretary shall be entrusted to take the daily work of the Board and its relevant committees.</p> <p>(3) As the contact person of the company and the securities regulatory authorities, the Secretary is responsible for organizing the preparation and timely submitting the documents requested by the regulatory authorities. The Secretary is responsible for receiving and organizing to complete the assigned tasks from regulatory authorities and organizations.</p> <p>(4) Responsible for the coordination and organization of the disclosure of corporate information. The Secretary shall set up and amplify the information disclosure system, participate in all relevant meetings related to information disclosure, and in a timely manner known to the major business decisions and related information.</p> <p>(5) Responsible for the confidentiality of the company's share price sensitive information. Develop the systems and measures of effective confidentiality. Concerning the leakage of sensitive information of the company's share price for a variety of causes, the Secretary shall take the necessary remedial measures in a timely manner to explain and clarify, and inform the overseas listing regulatory agencies and the China Securities Regulatory Commission.</p>	<p>The scope of responsibilities of the Secretary of the Board as follows:</p> <p>(1) Make preparations for board meetings and Shareholders' meetings, prepare meeting materials, and arrange the conference. Responsible for the records of meeting notes, the accuracy of the records, and the custody of the conference documents and records. Take the initiative to master the implementation of the resolution. When encountered with important issues of implementation, report and make recommendations to the Board of Directors.</p> <p>(2) Ensure that the decisions made on major issues by the Board of Directors shall be carried out in strict accordance with the procedure laid down. According to the request of the Board, participate in consulting and analysis on the Board's decision-making matters and give opinions and recommendations. The secretary shall be entrusted to take the daily work of the Board and its relevant committees.</p> <p>(3) As the contact person of the company and the securities regulatory authorities, the Secretary is responsible for organizing the preparation and timely submitting the documents requested by the regulatory authorities. The Secretary is responsible for receiving and organizing to complete the assigned tasks from regulatory authorities and organizations.</p> <p>(4) Responsible for the coordination and organization of the disclosure of corporate information. The Secretary shall set up and amplify the information disclosure system, participate in all relevant meetings related to information disclosure, and in a timely manner known to the major business decisions and related information.</p> <p>(5) Responsible for the confidentiality of the company's share price sensitive information. Develop the systems and measures of effective confidentiality. Concerning the leakage of sensitive information of the company's share price for a variety of causes, the Secretary shall take the necessary remedial measures in a timely manner to explain and clarify, and inform the overseas listing regulatory agencies and the China Securities Regulatory Commission.</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>(6) Responsible for the coordination of the market promotion and visiting reception, handling investor relations, maintain contact with investors, intermediaries and the media, is responsible for coordinating the answers to the questions from the public, ensuring that investors receive timely information disclosed by the company. Prepare the promotion of the propaganda activities inside and outside of the company. Organize a summary report on the activities of the promotion on the market important visiting, and organize the report to the China Securities Regulatory Commission.</p>	<p>(6) Responsible for the coordination of the market promotion and visiting reception, handling investor relations, maintain contact with investors, intermediaries and the media, is responsible for coordinating the answers to the questions from the public, ensuring that investors receive timely information disclosed by the company. Prepare the promotion of the propaganda activities inside and outside of the company. Organize a summary report on the activities of the promotion on the market important visiting, and organize the report to the China Securities Regulatory Commission.</p>
<p>(7) Responsible for the management and preservation of the information of the Shareholders which includes the register information, lists of directors, the number of holdings of major Shareholders and directors share records, and the outstanding debentures list issued outside by the company.</p>	<p>(7) Responsible for the management and preservation of the information of the Shareholders which includes the register information, lists of directors, the number of holdings of major Shareholders and directors share records, and the outstanding debentures list issued outside by the company.</p>
<p>(8) Assist the directors and managers of the effective implementation of domestic and foreign laws, regulations, Articles of Association and other relevant regulations when exercising their powers. The Secretary is obliged to remind timely when knowing that the company has made or maybe have made some decisions violating the resolutions of the relevant provisions. Also the Secretary has the right to reflect the situation to the China Securities Regulatory Commission and other regulatory agencies according to the facts.</p>	<p>(8) Assist the directors and managers of the effective implementation of domestic and foreign laws, regulations, Articles of Association and other relevant regulations when exercising their powers. The Secretary is obliged to remind timely when knowing that the company has made or maybe have made some decisions violating the resolutions of the relevant provisions. Also the Secretary has the right to reflect the situation to the China Securities Regulatory Commission and other regulatory agencies according to the facts.</p>
<p>(9) Coordinate the necessary information and materials which shall be provided to the company's board of supervisors and other audit bodies. Assist the investigation about whether the chief financial officer of the company and company directors fulfill their fiduciary duty.</p>	<p>(9) Coordinate the necessary information and materials which shall be provided to the company's board of supervisors and other audit bodies. Assist the investigation about whether the chief financial officer of the company and company directors fulfill their fiduciary duty.</p>
<p>(10) Perform the powers granted by the board of directors as well as the other powers required by the Stock Exchange overseas.</p>	<p>(10) Perform the powers granted by the board of directors as well as the other powers required by the Stock Exchange overseas.</p>
<p>Delete Chapter 13: Supervisory Committee</p>	<p>The original Chapter 14 would be renumbered as Chapter 13 accordingly</p> <p>The original Articles 14.01 to 14.21 would be renumbered as Articles 13.01 to 13.21 accordingly</p>

Contents of the Original Articles	Contents of the Amended Articles
Article 13.01 People shall not act as the directors, supervisors and senior management personnel with one of the following circumstances:	Article 13.01 People shall not act as the directors, supervisors and senior management personnel with one of the following circumstances:
(1) People with no civil capacity or limited civil capacity;	(1) People with no civil capacity or limited civil capacity;
(2) Because of embezzlement, bribery, property occupation, diverted property crime or destruction of social economic order crime, people who are sentenced to punishment and the execution expires is not exceeding five years or because of crime people who are deprived of political rights and the execution expires is not exceeding five years. For those with suspended sentence, it is less than two years from the expiry of the suspended sentence;	(2) Because of embezzlement, bribery, property occupation, diverted property crime or destruction of social economic order crime, people who are sentenced to punishment and the execution expires is not exceeding five years or because of crime people who are deprived of political rights and the execution expires is not exceeding five years. For those with suspended sentence, it is less than two years from the expiry of the suspended sentence;
(3) People who are acting the factory directors and managers or the directors of the enterprise and the companies that are bankrupt because of bad management, and have the individual responsibility for the bankruptcy of the enterprise and the company, in addition, it is less than 3 years since the end of the day when the company and the enterprise are bankrupt and liquidated;	(3) People who are acting the factory directors and managers or the directors of the enterprise and the companies that are bankrupt because of bad management, and have the individual responsibility for the bankruptcy of the enterprise and the company, in addition, it is less than 3 years since the end of the day when the company and the enterprise are bankrupt and liquidated;
(4) People who are acting the legal representatives of the enterprise and the company whose business license is revoked because of violation and having the individual responsibility, in addition, it has been less than 3 years since the day of revocation of the business license of the company and the enterprise;	(4) People who are acting the legal representatives of the enterprise and the company whose business license is revoked because of violation and having the individual responsibility, in addition, it has been less than 3 years since the day of revocation of the business license of the company and the enterprise;
(5) The large amount of the negative debt that the individual has which is overdue, and is listed as a defaulter by the People's Court;	(5) The large amount of the negative debt that the individual has which is overdue, and is listed as a defaulter by the People's Court;
(6) People who are facing the criminal law and put on case and investigated by the judicial organ, in addition, the case have not been completed;	(6) People who are facing the criminal law and put on case and investigated by the judicial organ, in addition, the case have not been completed;
(7) The laws and the administrative rules and regulations stipulate the people who cannon leaders of enterprises;	(7) The laws and the administrative rules and regulations stipulate the people who cannon leaders of enterprises;
(8) The unnatural persons;	(8) The unnatural persons;

Contents of the Original Articles	Contents of the Amended Articles
(9) People who are identified by the relative appropriate agency as violating the rules of the relevant securities regulations, and who are involved in a fraud or dishonest behavior, and it has been not more than five years since the date of the ruling.	(9) People who are identified by the relative appropriate agency as violating the rules of the relevant securities regulations, and who are involved in a fraud or dishonest behavior, and it has been not more than five years since the date of the ruling.
Article 13.03 Apart from the obligation required by the laws and administrative rules and regulations or the lifting rules of the stock exchange in the company stock exchange, the company directors, supervisors and senior management personnel also shall be responsible as the following obligations for each shareholder in the exercise of their functions and powers from the company:	Article 13.03 Apart from the obligation required by the laws and administrative rules and regulations or the lifting rules of the stock exchange in the company stock exchange, the company directors, supervisors and senior management personnel also shall be responsible as the following obligations for each shareholder in the exercise of their functions and powers from the company:
(1) The company may not go beyond its business range provisioned by the business license;	(1) The company may not go beyond its business range provisioned by the business license;
(2) They shall sincerely act with the company's largest interests as the starting point;	(2) They shall sincerely act with the company's largest interests as the starting point;
(3) They must not deprive the properties of the company in any forms, including (but not limited to) good opportunities for the company;	(3) They must not deprive the properties of the company in any forms, including (but not limited to) good opportunities for the company;
(4) They shall not deprive the individual rights of Shareholders, including (but not limited to) division and voting rights, but not including the company restructuring submitted through the Shareholders' meeting according to the articles of the company.	(4) They shall not deprive the individual rights of Shareholders, including (but not limited to) division and voting rights, but not including the company restructuring submitted through the Shareholders' meeting according to the articles of the company.
Article 13.04 When the directors, supervisors and senior management personnel of the company are responsible for the exercise of its rights or performing its obligations, the cautiousness, diligence and performance skills of a reasonable and cautious people in the situations should be considered as the behavior that it should be.	Article 13.04 When the directors, supervisors and senior management personnel of the company are responsible for the exercise of its rights or performing its obligations, the cautiousness, diligence and performance skills of a reasonable and cautious people in the situations should be considered as the behavior that it should be.

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 13.05 When the directors, supervisors and senior management personnel in the company perform the duties, they must abide by the principle of good faith and should not get in the situation where their own benefits and the obligations may potentially conflict. This principle includes (but not limited to) performing the following obligations:</p> <p>(1) They should sincerely act taking the company's largest interests as the starting point;</p> <p>(2) When they perform the power within the scope of the power, their functions shall not be excessive;</p> <p>(3) When they personally perform the endowed deliberate solving right, they may not be manipulated; and they shall not change the deliberate solving right to others without the approval of the laws, the allowance of the administrative rules or the agreement of the knowledge of the Shareholders' meeting;</p> <p>(4) They shall be equal to other Shareholders who are in similar class and fair for Shareholders of different categories;</p> <p>(5) They shall not conclude the contract, trading or arrangement with the company except the other articles prescribed by the company or the other approval by the Shareholders' meeting when they are known;</p> <p>(6) They shall not seek profits for his own with any forms by the company property without the agreement of the acknowledge of the Shareholders' meeting;</p> <p>(7) They may not use the power of the function to take the bribe or other illegal income, and they must not encroach the properties of the company in any forms, including (but not limited to) good opportunities for the company;</p>	<p>Article 13.05 When the directors, supervisors and senior management personnel in the company perform the duties, they must abide by the principle of good faith and should not get in the situation where their own benefits and the obligations may potentially conflict. This principle includes (but not limited to) performing the following obligations:</p> <p>(1) They should sincerely act taking the company's largest interests as the starting point;</p> <p>(2) When they perform the power within the scope of the power, their functions shall not be excessive;</p> <p>(3) When they personally perform the endowed deliberate solving right, they may not be manipulated; and they shall not change the deliberate solving right to others without the approval of the laws, the allowance of the administrative rules or the agreement of the knowledge of the Shareholders' meeting;</p> <p>(4) They shall be equal to other Shareholders who are in similar class and fair for Shareholders of different categories;</p> <p>(5) They shall not conclude the contract, trading or arrangement with the company except the other articles prescribed by the company or the other approval by the Shareholders' meeting when they are known;</p> <p>(6) They shall not seek profits for his own with any forms by the company property without the agreement of the acknowledge of the Shareholders' meeting;</p> <p>(7) They may not use the power of the function to take the bribe or other illegal income, and they must not encroach the properties of the company in any forms, including (but not limited to) good opportunities for the company;</p>

Contents of the Original Articles	Contents of the Amended Articles
(8) They shall not accept the commission without the agreement of the acknowledgment of the Shareholders' meeting;	(8) They shall not accept the commission without the agreement of the acknowledgment of the Shareholders' meeting;
(9) They shall comply with the Articles of Association, faithfully perform their duties, safeguard the interests of the company, and shall not use its standing in the company and the authority for his private gain;	(9) They shall comply with the Articles of Association, faithfully perform their duties, safeguard the interests of the company, and shall not use its standing in the company and the authority for his private gain;
(10) They shall not compete with the company in any form without the agreement before the acknowledgment of the Shareholders' meeting;	(10) They shall not compete with the company in any form without the agreement before the acknowledgment of the Shareholders' meeting;
(11) They shall not be allowed to misappropriate the company funds or lend the corporate capital to other people; they shall not open the storage account with personal name or others'; at last they shall not provide the company properties for security for the company's Shareholders or other personal debt;	(11) They shall not be allowed to misappropriate the company funds or lend the corporate capital to other people; they shall not open the storage account with personal name or others'; at last they shall not provide the company properties for security for the company's Shareholders or other personal debt;
(12) They shall not divulge the confidential information related with the company obtained within the terms without the agreement before the acknowledgement of the Shareholders' meeting; they shall not make use of this information unless the interests of the company is taken as the purpose; But, in the following circumstances, they can disclose the information to court or other competent government agencies:	(12) They shall not divulge the confidential information related with the company obtained within the terms without the agreement before the acknowledgement of the Shareholders' meeting; they shall not make use of this information unless the interests of the company is taken as the purpose; But, in the following circumstances, they can disclose the information to court or other competent government agencies:
1. The law has a regulation;	1. The law has a regulation;
2. The public interests have requirements;	2. The public interests have requirements;
3. The directors, supervisors , managers and other senior management personnel themselves have interests' requirements.	3. The directors, supervisors , managers and other senior management personnel themselves have interests' requirements.

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 13.06 The directors, supervisors and senior management personnel in the company shall not let the following personnel or institutions (“the related”) to make the directors, supervisors and senior management personnel do something that they cannot perform:</p> <p>(1) The spouse or minor children of the directors, supervisors and senior management personnel in the company;</p> <p>(2) The directors, supervisors and senior management personnel in the company or the trustee of the personnel referred in paragraph (1);</p> <p>(3) The directors, supervisors and senior management personnel in the company or the partner of the personnel referred in paragraph (1) and (2) of paragraph;</p> <p>(4) The company controlled alone by the directors, supervisors and senior management personnel in the company in fact, or the companies in fact joint controlled by the person mentioned or other directors, supervisors and senior management personnel in the company in paragraph (1), (2) and (3);</p> <p>(5) The controlled company directors, supervisors and senior management personnel referred in paragraph (4).</p>	<p>Article 13.06 The directors, supervisors and senior management personnel in the company shall not let the following personnel or institutions (“the related”) to make the directors, supervisors and senior management personnel do something that they cannot perform:</p> <p>(1) The spouse or minor children of the directors, supervisors and senior management personnel in the company;</p> <p>(2) The directors, supervisors and senior management personnel in the company or the trustee of the personnel referred in paragraph (1);</p> <p>(3) The directors, supervisors and senior management personnel in the company or the partner of the personnel referred in paragraph (1) and (2) of paragraph;</p> <p>(4) The company controlled alone by the directors, supervisors and senior management personnel in the company in fact, or the companies in fact joint controlled by the person mentioned or other directors, supervisors and senior management personnel in the company in paragraph (1), (2) and (3);</p> <p>(5) The controlled company directors, supervisors and senior management personnel referred in paragraph (4).</p>
<p>Article 13.07 The obligation and good faith of the directors, supervisors, managers and other senior management personnel in the company does not necessarily come to the end when his term ends, the duty for confidentiality of the company business secret are still effective after the term ends. The duration of the other obligations should be based on the principle of fairness, which depends on the length of time between the time when the incident happens and when the people leave, and in what circumstances and conditions the relationship with the company is over.</p>	<p>Article 13.07 The obligation and good faith of the directors, supervisors, managers and other senior management personnel in the company does not necessarily come to the end when his term ends, the duty for confidentiality of the company business secret are still effective after the term ends. The duration of the other obligations should be based on the principle of fairness, which depends on the length of time between the time when the incident happens and when the people leave, and in what circumstances and conditions the relationship with the company is over.</p>
<p>Article 13.08 The responsibilities of the directors, supervisors and senior management personnel in the company because of the violation of a specific obligation can be lifted under the condition in which the Shareholders’ meeting are known, but except the circumstances prescribed in article 7.04 in the construction.</p>	<p>Article 13.08 The responsibilities of the directors, supervisors and senior management personnel in the company because of the violation of a specific obligation can be lifted under the condition in which the Shareholders’ meeting are known, but except the circumstances prescribed in article 7.04 in the construction.</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 13.09 When the directors, supervisors and senior management personnel in the company directly or indirectly have important interests with the contract, transaction and arrangement planned or concluded with the company (except the employment contract of the company and the directors, supervisors and senior managerial personnel), no matter whether the related matters in normal circumstances need the approval and agreement of the board of directors, they all ought to disclose the nature and extent of the stake to the board of directors as soon as possible.</p> <p>When the resolution in the board of directors meeting and the director have conflict matters in interests, the director should be avoided, and shall not vote; when we make sure whether there are the number of the directors present at the meeting legally complying with numbers, the director also cannot be counted.</p> <p>When directors and the matters about resolutions of the meetings of the board of the enterprise are involved, they should not exercise their voting rights at the resolution, and shall not exercise their voting rights instead of other directors. The number of the unrelated directors with the things that are present at the meeting of the board is just more than half, and the resolution passed though the board of directors meeting must be approved by the unrelated directors of more than half in all. If there are less than 3 unrelated directors attending the board of meeting, the matter should be submitted to the Shareholders' meeting for further review.</p> <p>Unless the directors, supervisors and senior management personnel in the company that have interests with the company the matters have disclosed to the board of directors in accordance with the requirement of the preceding paragraph and the board of directors does not count it into its quorum, and also has not approved the items in the vote on the conference, the company shall have the right to cancel the contract, trading or arrangement; But except the case in which the other party is unknown about the violating obligations for the behavior of the directors, supervisors and senior management personnel in the company that are parties of goodwill.</p>	<p>Article 13.09 When the directors, supervisors and senior management personnel in the company directly or indirectly have important interests with the contract, transaction and arrangement planned or concluded with the company (except the employment contract of the company and the directors, supervisors and senior managerial personnel), no matter whether the related matters in normal circumstances need the approval and agreement of the board of directors, they all ought to disclose the nature and extent of the stake to the board of directors as soon as possible.</p> <p>When the resolution in the board of directors meeting and the director have conflict matters in interests, the director should be avoided, and shall not vote; when we make sure whether there are the number of the directors present at the meeting legally complying with numbers, the director also cannot be counted.</p> <p>When directors and the matters about resolutions of the meetings of the board of the enterprise are involved, they should not exercise their voting rights at the resolution, and shall not exercise their voting rights instead of other directors. The number of the unrelated directors with the things that are present at the meeting of the board is just more than half, and the resolution passed though the board of directors meeting must be approved by the unrelated directors of more than half in all. If there are less than 3 unrelated directors attending the board of meeting, the matter should be submitted to the Shareholders' meeting for further review.</p> <p>Unless the directors, supervisors and senior management personnel in the company that have interests with the company the matters have disclosed to the board of directors in accordance with the requirement of the preceding paragraph and the board of directors does not count it into its quorum, and also has not approved the items in the vote on the conference, the company shall have the right to cancel the contract, trading or arrangement; But except the case in which the other party is unknown about the violating obligations for the behavior of the directors, supervisors and senior management personnel in the company that are parties of goodwill.</p>

Contents of the Original Articles	Contents of the Amended Articles
If the directors, supervisors and senior management personnel in the company have matters with a contract, trading and arrangement, persons related with the directors, supervisors and senior managers of the company should also be regarded as a concern.	If the directors, supervisors and senior management personnel in the company have matters with a contract, trading and arrangement, persons related with the directors, supervisors and senior managers of the company should also be regarded as a concern.
Article 13.10 If the directors, supervisors and senior management personnel in the company notice the board in the written form before they firstly consider the relevant contract, trading and arrangement, which says because of the content in the notice, the contract, transactions and arrangements the company gets in future has concerns, then within the scope of the clarified notice, persons related with the directors, supervisors and senior management personnel in the company are also regarded as the disclosure of the proceeding article in this chapter.	Article 13.10 If the directors, supervisors and senior management personnel in the company notice the board in the written form before they firstly consider the relevant contract, trading and arrangement, which says because of the content in the notice, the contract, transactions and arrangements the company gets in future has concerns, then within the scope of the clarified notice, persons related with the directors, supervisors and senior management personnel in the company are also regarded as the disclosure of the proceeding article in this chapter.
Article 13.11 The company may not pay taxes for its directors, supervisors and senior management by any means.	Article 13.11 The company may not pay taxes for its directors, supervisors and senior management by any means.

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 13.12 The company may not directly or indirectly provides loans and loan guarantees for the directors, supervisors, managers and other senior management personnel in the company and its parent company; also they can also not provide loans and loan guarantees for the proceeding related people of the personnel.</p> <p>The proceeding provisions shall not apply to any of the following circumstances:</p> <p>(1) The company shall provide its loans for the subsidiary or provide the loan guarantees for the subsidiary;</p> <p>(2) According to the contract of employment approved by the general Shareholders' meeting, the company provides the directors, supervisors, managers and other senior management personnel of the company with loans, loan guarantee or other payments, to pay the expenses for the purpose of the company or that occurred in order to perform his duties in the company;</p> <p>(3) If the company's normal business scope includes providing loans, loan guarantee, and the company can provide loans for the directors, supervisors, managers and other senior management personnel in the company and the related people and loan guarantees, but the conditions for the provisions of loans and the loan guarantees shall be normal business conditions.</p>	<p>Article 13.12 The company may not directly or indirectly provides loans and loan guarantees for the directors, supervisors, managers and other senior management personnel in the company and its parent company; also they can also not provide loans and loan guarantees for the proceeding related people of the personnel.</p> <p>The proceeding provisions shall not apply to any of the following circumstances:</p> <p>(1) The company shall provide its loans for the subsidiary or provide the loan guarantees for the subsidiary;</p> <p>(2) According to the contract of employment approved by the general Shareholders' meeting, the company provides the directors, supervisors, managers and other senior management personnel of the company with loans, loan guarantee or other payments, to pay the expenses for the purpose of the company or that occurred in order to perform his duties in the company;</p> <p>(3) If the company's normal business scope includes providing loans, loan guarantee, and the company can provide loans for the directors, supervisors, managers and other senior management personnel in the company and the related people and loan guarantees, but the conditions for the provisions of loans and the loan guarantees shall be normal business conditions.</p>
<p>Article 13.14 The company violates the loan guarantee provided in the provisions of the first paragraph in the article 13.12 of the constitution shall not be executed in the company compulsorily; except the following:</p> <p>(1) People who provide the loans do not know when they provide loans for the relevant people in the company or its parent company directors, supervisors, managers and other senior management personnel;</p> <p>(2) The collateral offered by the company has been sold to the goodwill buyers by the lender legally.</p>	<p>Article 13.14 The company violates the loan guarantee provided in the provisions of the first paragraph in the article 13.12 of the constitution shall not be executed in the company compulsorily; except the following:</p> <p>(1) People who provide the loans do not know when they provide loans for the relevant people in the company or its parent company directors, supervisors, managers and other senior management personnel;</p> <p>(2) The collateral offered by the company has been sold to the goodwill buyers by the lender legally.</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 13.16 Where the directors, supervisors and senior management personnel violate laws, administrative rules, regulations or the provisions in the Articles of Association in time of performing its duty hereof and has caused damage to the Company, it shall honor indemnity liability. Where the directors, supervisors and senior management personnel violate their obligations toward the Company, except the rights and remedies of provisions by law and administrative rules, the Company shall have rights to take the following measures:</p> <p>(1) Requiring the relevant directors, supervisors, senior management personnel to compensate for the losses caused by its dereliction to the Company;</p> <p>(2) Cancelling any contract or transaction concluded by the company and relevant directors, supervisors, senior management personnel, and by the Company and a third party (Where the third party knows or ought reasonably to know that the directors, supervisors, senior management personnel on behalf of the Company violate their obligations toward the company);</p> <p>(3) Requiring the relevant directors, supervisors, senior management personnel to hand over the proceeds due to the breach of obligations;</p> <p>(4) Recovering the fund received by the relevant directors, supervisor, senior management that should have received by the Company, including (but not limited to) the commission;</p> <p>(5) Requiring the relevant directors, supervisor, senior management personnel to return the interested earned or possibly earned by the fund that should be handed over to the Company.</p>	<p>Article 13.16 Where the directors, supervisors and senior management personnel violate laws, administrative rules, regulations or the provisions in the Articles of Association in time of performing its duty hereof and has caused damage to the Company, it shall honor indemnity liability. Where the directors, supervisors and senior management personnel violate their obligations toward the Company, except the rights and remedies of provisions by law and administrative rules, the Company shall have rights to take the following measures:</p> <p>(1) Requiring the relevant directors, supervisors, senior management personnel to compensate for the losses caused by its dereliction to the Company;</p> <p>(2) Cancelling any contract or transaction concluded by the company and relevant directors, supervisors, senior management personnel, and by the Company and a third party (Where the third party knows or ought reasonably to know that the directors, supervisors, senior management personnel on behalf of the Company violate their obligations toward the company);</p> <p>(3) Requiring the relevant directors, supervisors, senior management personnel to hand over the proceeds due to the breach of obligations;</p> <p>(4) Recovering the fund received by the relevant directors, supervisor, senior management that should have received by the Company, including (but not limited to) the commission;</p> <p>(5) Requiring the relevant directors, supervisor, senior management personnel to return the interested earned or possibly earned by the fund that should be handed over to the Company.</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 13.17 The Company shall enter into a written contract with the directors, supervisors, senior management personnel on the remuneration matters and shall be approved by the general meeting beforehand. The aforementioned remuneration matters include:</p> <ol style="list-style-type: none"> (1) Remuneration for the directors, supervisors, senior management personnel; (2) Remuneration for the directors, supervisors, senior management personnel of its subsidiaries; (3) Remunerations for providing other services to the management of the Company and its subsidiaries; (4) The compensation payments for the director or supervisor for the loss of office or retirement. <p>In addition to the above contract, directors, supervisors shall not file a suit toward the Company for their should-be-obtained interests aforementioned.</p>	<p>Article 13.17 The Company shall enter into a written contract with the directors, supervisors, senior management personnel on the remuneration matters and shall be approved by the general meeting beforehand. The aforementioned remuneration matters include:</p> <ol style="list-style-type: none"> (1) Remuneration for the directors, supervisors, senior management personnel; (2) Remuneration for the directors, supervisors, senior management personnel of its subsidiaries; (3) Remunerations for providing other services to the management of the Company and its subsidiaries; (4) The compensation payments for the director or supervisor for the loss of office or retirement. <p>In addition to the above contract, directors, supervisors shall not file a suit toward the Company for their should-be-obtained interests aforementioned.</p>
<p>Article 13.18 The Company shall provide in the remuneration contract with directors and supervisors in time of an acquisition, the directors and supervisors shall have the rights to obtain compensation and other payments due to loss of office or retirement under the condition of prior approval of the general meetings of Shareholders. The Company shall be acquired, aforementioned in the Articles, in one of the following conditions:</p> <ol style="list-style-type: none"> (1) Anyone to make a takeover offer to all the Shareholders; (2) Anyone who makes a takeover offer designs to make the offeror the controlling shareholder. The definition of controlling shareholder means the same with the one mentioned in Article 7.05. <p>If relevant directors and supervisors do not comply with the provisions of this Article, any fund received shall be owned by the one who sells its shares on the acceptance of the aforementioned offer; the directors, supervisors shall bear the costs incurred by the fund derived from proportional distribution, the fee shall not be deducted from such fund.</p>	<p>Article 13.18 The Company shall provide in the remuneration contract with directors and supervisors in time of an acquisition, the directors and supervisors shall have the rights to obtain compensation and other payments due to loss of office or retirement under the condition of prior approval of the general meetings of Shareholders. The Company shall be acquired, aforementioned in the Articles, in one of the following conditions:</p> <ol style="list-style-type: none"> (1) Anyone to make a takeover offer to all the Shareholders; (2) Anyone who makes a takeover offer designs to make the offeror the controlling shareholder. The definition of controlling shareholder means the same with the one mentioned in Article 7.05. <p>If relevant directors and supervisors do not comply with the provisions of this Article, any fund received shall be owned by the one who sells its shares on the acceptance of the aforementioned offer; the directors, supervisors shall bear the costs incurred by the fund derived from proportional distribution, the fee shall not be deducted from such fund.</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 13.20 On the occasion that the General Meetings of Shareholders requires directors, supervisors and senior management personnel attend the meeting, the directors, supervisors and senior management personnel shall attend and accept the questions of the Shareholders. Directors, senior management personnel shall truthfully provide relevant information and materials to the Board of Supervisor, and shall not prevent the Board of Supervisors or the supervisors from discharging their duties.</p>	<p>Article 13.20 On the occasion that the General Meetings of Shareholders requires directors, supervisors and senior management personnel attend the meeting, the directors, supervisors and senior management personnel shall attend and accept the questions of the Shareholders. Directors, senior management personnel shall truthfully provide relevant information and materials to the Audit Committee, and shall not prevent the Audit Committee from discharging their duties.</p>
<p>Article 13.21 Where the directors and senior management personnel violate laws, administrative rules, regulations or the provisions in the Articles of Association in time of performing their duty hereof and has caused damage to the Company, the shareholder who holds one percent or more of the shares separately or aggregately in a continuous 180 days can submit a written request to the board of supervisors to take proceedings; Where supervisors violate laws, administrative rules, regulations or the provisions in the Articles of Association in time of performing their duty hereof and has caused damage to the Company, the aforementioned Shareholders can submit a written request to the board of supervisors to take proceedings.</p> <p>On the conditions that the board of supervisors or the board of directors refuse to prosecute an action after receiving the written request in the former Article, or do not take an action within 30 days, or if urgent situation, without a immediate proceedings the Company interests will be irreparably damaged, the Shareholders in the former Article shall have the right to sue to the people's court in their own name.</p> <p>Others infringe the Company's legitimate rights and interests and have caused damages to the Company; the Shareholders can sue to the people's court in accordance with the former two Articles.</p>	<p>Article 13.21 Where the directors and senior management personnel violate laws, administrative rules, regulations or the provisions in the Articles of Association in time of performing their duty hereof and has caused damage to the Company, the shareholder who holds one percent or more of the shares separately or aggregately in a continuous 180 days can submit a written request to the Audit Committee to take proceedings; Where supervisors violate laws, administrative rules, regulations or the provisions in the Articles of Association in time of performing their duty hereof and has caused damage to the Company, the aforementioned Shareholders can submit a written request to the board of supervisors to take proceedings.</p> <p>On the conditions that the Audit Committee or the board of directors refuse to prosecute an action after receiving the written request in the former Article, or do not take an action within 30 days, or if urgent situation, without a immediate proceedings the Company interests will be irreparably damaged, the Shareholders in the former Article shall have the right to sue to the people's court in their own name.</p> <p>Others infringe the Company's legitimate rights and interests and have caused damages to the Company; the Shareholders can sue to the people's court in accordance with the former two Articles.</p>

Contents of the Original Articles	Contents of the Amended Articles
	<p>The original Chapter 15 would be renumbered as Chapter 14 accordingly</p> <p>The original Articles 15.01 to 15.18 would be renumbered as Articles 14.01 to 14.18 accordingly</p>
	<p>The original Chapter 16 would be renumbered as Chapter 15 accordingly</p> <p>The original Articles 16.01 to 16.08 would be renumbered as Articles 15.01 to 15.08 accordingly</p>
	<p>The original Chapter 17 would be renumbered as Chapter 16 accordingly</p> <p>The original Articles 17.01 to 17.04 would be renumbered as Articles 16.01 to 16.04 accordingly</p>
	<p>The original Chapter 18 would be renumbered as Chapter 17 accordingly</p> <p>The original Articles 18.01 to 18.09 would be renumbered as Articles 17.01 to 17.09 accordingly</p>
	<p>The original Chapter 19 would be renumbered as Chapter 18 accordingly</p> <p>The original Articles 19.01 to 19.04 would be renumbered as Articles 18.01 to 18.04 accordingly</p>
	<p>The original Chapter 20 would be renumbered as Chapter 19 accordingly</p> <p>The original Articles 20.01 to 20.08 would be renumbered as Articles 19.01 to 19.08 accordingly</p>
	<p>The original Chapter 21 would be renumbered as Chapter 20 accordingly</p> <p>The original Article 21.01 would be renumbered as Article 20.01 accordingly</p>

Contents of the Original Articles	Contents of the Amended Articles
<p>Article 20.01 The Company observes the following dispute resolution rules:</p> <p>(1) Based on the Articles of Association, Company Law and the regulated the occurrence of obligations and rights by other laws and regulations and the dispute or claim related to company affairs between foreign share Shareholders listed abroad and company, the foreign share Shareholders listed abroad and director, supervisor and senior managers of the company, foreign share Shareholders listed abroad and domestic share Shareholders, the relevant party shall submit this kind of dispute or claim to the arbitration.</p> <p>When the aforementioned dispute or claims submit to arbitration, it shall is all claims or integral dispute; all the people have cause of action due to the same reason or the solve of the dispute or claim needs the involvement of other people and if they are the shareholder, director, supervisor or senior managers of the company, they shall obey arbitration.</p> <p>The disputes about the demarcation of Shareholders and register of Shareholders can be solved without arbitration.</p> <p>(2) The application intermediary can choose the China international economic and trade arbitration commission for arbitration according to its arbitration rules or Hong Kong international arbitration center for arbitration according to security arbitration rules. After the application intermediary submits the dispute or claim for arbitration, the other party must arbitrate in the chosen arbitral authority of the application intermediary. If the application intermediary choose Hong Kong international arbitration center for arbitration, either party can request the arbitration be in Shenzhen in accordance with the regulation of honking international arbitration center securities arbitration rules.</p>	<p>Article 20.01 The Company observes the following dispute resolution rules:</p> <p>(1) Based on the Articles of Association, Company Law and the regulated the occurrence of obligations and rights by other laws and regulations and the dispute or claim related to company affairs between foreign share Shareholders listed abroad and company, the foreign share Shareholders listed abroad and director, supervisor and senior managers of the company, foreign share Shareholders listed abroad and domestic share Shareholders, the relevant party shall submit this kind of dispute or claim to the arbitration.</p> <p>When the aforementioned dispute or claims submit to arbitration, it shall is all claims or integral dispute; all the people have cause of action due to the same reason or the solve of the dispute or claim needs the involvement of other people and if they are the shareholder, director, supervisor or senior managers of the company, they shall obey arbitration.</p> <p>The disputes about the demarcation of Shareholders and register of Shareholders can be solved without arbitration.</p> <p>(2) The application intermediary can choose the China international economic and trade arbitration commission for arbitration according to its arbitration rules or Hong Kong international arbitration center for arbitration according to security arbitration rules. After the application intermediary submits the dispute or claim for arbitration, the other party must arbitrate in the chosen arbitral authority of the application intermediary. If the application intermediary choose Hong Kong international arbitration center for arbitration, either party can request the arbitration be in Shenzhen in accordance with the regulation of honking international arbitration center securities arbitration rules.</p>

Contents of the Original Articles	Contents of the Amended Articles
(3) To solve the clause (1) mentioned dispute or claim by the arbitration way applicable to the People's Republic of China law; except the cases as stipulated by laws and administrative regulations.	(3) To solve the clause (1) mentioned dispute or claim by the arbitration way applicable to the People's Republic of China law; except the cases as stipulated by laws and administrative regulations.
(4) The arbitration award made by arbitration institutions is final and binding for both parties.	(4) The arbitration award made by arbitration institutions is final and binding for both parties.
	<p>The original Chapter 22 would be renumbered as Chapter 21 accordingly</p> <p>The original Articles 22.01 to 22.06 would be renumbered as Articles 21.01 to 21.06 accordingly</p>
Article 21.04 Supervisory Committee Means board of supervisors of this company. According to the Chinese law, the board of supervisors are responsible to supervisor the board of directors and its members, managers and other senior managers of this Company	Article 21.04 Supervisory Committee Means board of supervisors of this company. According to the Chinese law, the board of supervisors are responsible to supervisor the board of directors and its members, managers and other senior managers of this Company
Supervisor Means the members of this Company's board of supervisors	Supervisor Means the members of this Company's board of supervisors
Senior manager Means the manager, assistant manager, financial administrator , Secretary of Board of directors of listed companies and other people regulated by the articles of association	Senior manager Means the manager, assistant manager, financial controller, safety director, chief engineer , Secretary of Board of directors of listed companies and other people regulated by the articles of association

Note: Apart from the above table, in case of changes in the order numbers of certain clauses due to addition, deletion or re-arrangement, the order numbers of the clauses upon amendments to this Articles of Association shall be renumbered or descended accordingly, and the order numbers of clauses involved in cross-reference shall also be adjusted correspondingly.

The English version of the proposed amendments to the Articles of Association is not the official translation of its Chinese version. In case of inconsistency of the Chinese version and the English version, the Chinese version shall prevail.

NOTICE OF ANNUAL GENERAL MEETING



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: 00840)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) 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 Thursday, 12 June 2025 at 11:00 a.m. for the following purposes and to pass the following resolutions:

Unless otherwise specified, capitalized terms used herein shall have the same meaning as those defined in the circular dated 13 May 2025 of the Company.

SPECIAL RESOLUTIONS

1. To consider, and if thought fit, pass the following resolution on the general mandate to issue Shares:

“THAT:

- (1) the Board be and is hereby granted, during the Relevant Period (as hereafter defined), an unconditional general mandate to issue, allot and/or deal with additional Shares, and to make or grant offers, agreements or options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the number of the additional Shares to be allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board other than pursuant to any share scheme (if any) adopted by the Company shall not exceed 20% of the total number of the Shares in issue (excluding treasury Shares, if any) as at the date of passing this resolution; and

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

- (c) the Board will only exercise its power under the general mandate in accordance with the Company Law and the Listing Rules (as may be amended from time to time) and only if all necessary approval from or filing with the China Securities Regulatory Commission and/or other relevant government authorities in the PRC (if applicable) are obtained;

and, for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company following the passing of this special resolution; or
 - ii. the expiration of the 12-month period following the passing of this special resolution; or
 - iii. the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.
- (2) contingent on the Board resolving to exercise the general mandate and/or issue Shares pursuant to paragraph (1) of this resolution, the Board be and is hereby authorised:
- (a) to approve, execute and do, or procure to be executed and done all such documents, deeds and matters which it may consider necessary in connection with the exercise of the general mandate and/or the issue of such Shares, including but not limited to the time, price, quantity and place for such issue, to make all necessary applications to the relevant government authorities, and to enter into underwriting agreement(s) or any other agreement(s);
 - (b) to determine the use of proceeds, and to make all necessary filings and registration with the relevant government authorities in the PRC, Hong Kong and/or other places and jurisdictions (as appropriate); and
 - (c) to increase the registered capital of the Company and make all necessary amendments to the Articles of Association to reflect such increase and to register the increased registered capital with the relevant authorities so as to reflect the new registered capital and/or share structure of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

2. To consider, and if thought fit, pass the following resolution on the general mandate to repurchase Shares:

“THAT:

- (1) subject to paragraphs (2) and (3) below, the exercise by the Board during the Relevant Period (as defined in paragraph (4) below) of all the powers of the Company to repurchase H Shares in issue, subject to and in accordance with all applicable laws, rules, regulations and/or requirements of the governmental or regulatory body of securities in the PRC, the Stock Exchange or of any other governmental or regulatory body, is approved;
- (2) the number of H Shares authorised to be repurchased pursuant to the approval in paragraph (1) above during the Relevant Period (as defined in paragraph (4) below) shall not exceed 10% of the total number of the H Shares in issue (excluding treasury Shares, if any) as at the date of the passing of this special resolution;
- (3) the approval in paragraph (1) above shall be conditional upon:
 - (a) compliance with the relevant requirements of the Company Law and the regulations of the regulatory authorities (including the Stock Exchange) of the place of listing of the Company as amended from time to time; and
 - (b) the approval of or the filing with the State Administration of Foreign Exchange, China Securities Regulatory Commission and/or any other regulatory authorities (if applicable) as may be required by the laws, rules and regulations of the PRC has been obtained or made.
- (4) For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution at the AGM until whichever is the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company following the passing of this special resolution;
 - (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held;
 - (c) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting; or
 - (d) the date of expiration of a period of 12 months after this special resolution has been passed at the AGM.

NOTICE OF ANNUAL GENERAL MEETING

- (5) the Board is hereby authorised to:
- (a) formulate and implement specific repurchase plans, including but not limited to the repurchase price, the quantity of repurchases, the timing and period for repurchases;
 - (b) notify creditors and publish announcements in accordance with the requirements of the Company Law, the Articles of Association and the relevant requirements of the Stock Exchange (if applicable) as amended from time to time;
 - (c) open a foreign stock account and complete the corresponding procedure of change in foreign exchange registration;
 - (d) perform the relevant approval procedure in accordance with the requirements of the regulatory authority and the place of listing, including filing with China Securities Regulatory Commission (if applicable);
 - (e) complete the procedure for the cancellation of the repurchased H Shares, the reduction of the Company's registered capital, the amendment of the relevant clauses of the Articles of Association relating to, among other things, the total amount of share capital and structure of shareholding, and perform the relevant domestic and foreign registration and filing procedures according to the statutory requirements in the PRC; and
 - (f) sign and execute other documents and complete other matters relevant to repurchases of H Shares."
3. "THAT conditional upon the passing of special resolutions nos. 1 and 2 set out in the notice convening this meeting, the aggregate nominal amount of shares of RMB1.00 each in the share capital of the Company which is purchased or repurchased by the Company pursuant to the authority granted to the Board of the Company by special resolution no. 2 set out in the notice convening this meeting shall be added to the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the directors of the Company pursuant to the special resolution no. 1 set out in the notice convening this meeting, provided that such shares shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution."

NOTICE OF ANNUAL GENERAL MEETING

4. To approve the amendments to the Articles of Association of the Company (which also authorises the Board of the Company to handle the relevant filing and amendment (if necessary) procedures and other related matters arising from the amendments to Articles of Association of the Company on behalf of the Company) and the abolishment of the establishment of the Supervisory Committee. For details, please refer to the circular of the Company dated 13 May 2025.

ORDINARY RESOLUTIONS

5. To consider and approve the report of the Directors of the Company for the year ended 31 December 2024.
6. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2024.
7. 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 2024.
8. To consider and approve the resolution for making appropriation to statutory surplus reserve fund for the year ended 31 December 2024.
9. To authorise the Board to fix the remuneration of the Directors for the year 2025 and, if applicable, to authorise the Supervisory Committee to fix the remuneration of the Supervisors for the year 2025.
10. To consider and approve the re-appointment of BDO China Shu Lun Pan Certified Public Accountants LLP as auditors of the Company and to authorise the Board to fix their remunerations.
11. To consider, re-elect and elect the following persons as executive Directors for a term of three years with effect from the date of passing this resolution:
 - (a) Mr. Zhou Gang;
 - (b) Mr. Jiang Dayong;
 - (c) Mr. Wang Dongwei; and
 - (d) Mr. Li Zheng.
12. To consider, re-elect and elect the following persons as independent non-executive Directors for a term of three years with effect from the date of passing this resolution:
 - (a) Ms. Gu Li;
 - (b) Mr. Hung Ee Tek; and

NOTICE OF ANNUAL GENERAL MEETING

(c) Mr. He Xinlin.

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

Xinjiang, PRC

13 May 2025

* For identification purpose only

Notes:

1. Any member entitled to attend and vote at the AGM is entitled to appoint in written form for one or more than one proxy to attend and vote at the AGM on his behalf. A proxy need not be a member of the Company.
2. The form of proxy for the AGM is herewith enclosed. In order to be valid, the form of proxy and, 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the holders of H Shares only) or at the Company's registered office at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC (for the holders of Domestic Shares only), not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.
3. Shareholders or their proxies shall present proofs of identities when attending the AGM.
4. The register of the members of the Company will be closed from Monday, 9 June 2025 to Thursday, 12 June 2025 (both days inclusive), during which no transfer of shares will be registered. In order to qualify for entitlement to attend and vote at the forthcoming annual general meeting 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, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. on Friday, 6 June 2025.

NOTICE OF ANNUAL GENERAL MEETING

5. Shareholders who intend to attend the AGM should complete and return the enclosed reply slip for attendance to the H Share registrar and transfer office of the Company in Hong Kong at Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for the holders of H Shares only) or to the Company's registered office at No. 36, Bei San Dong Road, Shihezi Economic and Technological Development Zone, Shihezi, Xinjiang, the PRC (for the holders of Domestic Shares only), by hand, by post or by fax (the fax number of the Company's H Share registrar and transfer office: (852) 28108185 (for holders of H Shares only) or the Company's fax number: (86993) 2623183 (for holders of Domestic Shares only)) on or before 4:00 p.m. on Thursday, 22 May 2025.
6. As required under the Listing Rules, voting of the resolutions as set out in this notice will be by poll.
7. The AGM is expected to last for less than one day. The Shareholders and proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
8. The Company's registered address is:

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