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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.

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新疆天业节水灌溉股份有限公司

XINJIANG TIANYE WATER SAVING IRRIGATION SYSTEM COMPANY LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00840)

- 1. PROPOSED GENERAL MANDATE TO ISSUE SHARES;**
 - 2. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES;**
 - 3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- AND**
- 4. 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, 11 June 2026 are set out on pages AGM-1 to AGM-6 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*

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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, 11 June 2026 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;
“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;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Latest Practicable Date”	23 April 2026, 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);
“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;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers;
“Tianye Group”	Xinjiang Tianye (Group) Limited* (新疆天業(集團)有限公司);
“Tianze Water Investment”	Xinjiang Tianze Water Conservancy Investment and Development Co., Ltd.* (新疆天澤水利投資發展有限公司);
“%”	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. Jiang Dayong
Mr. Wang Dongwei
Mr. Li Zheng

Registered office:

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

Independent non-executive Directors:

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

Principal place of business in Hong Kong:
22/F., World-Wide House
Central
Hong Kong

30 April 2026

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
4. NOTICE OF ANNUAL GENERAL MEETING

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 (4) AGM Notice.

* For identification purposes only

LETTER FROM THE BOARD

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.

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board of the Company hereby announces that, pursuant to the market supervision and administration requirements, it is proposed to make a uniform adjustment to the scope of operation as set out in the existing Articles of Association of the Company based on the latest system specifications to ensure the compliance with their requirements (please refer to the comparison table on the amendments to the Articles of Association in Appendix II of this circular).

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

LETTER FROM THE BOARD

The proposed amendments to the Articles of Association are subject to the approval by the Shareholders of the Company by way of special resolution in the annual general meeting of the Company.

The Board is of the view that the proposed amendments to the Articles of Association are in the interests of the Company and Shareholders. The comparison table in relation to the amendments to the Articles of Association is set out in Appendix II of this circular.

5. AGM

The AGM will be held on Thursday, 11 June 2026 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.

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.

6. 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.

7. CLOSURE OF REGISTER OF MEMBERS

For the purpose of the AGM, the register of the members of the Company will be closed from Monday, 8 June 2026 to Thursday, 11 June 2026 (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, 5 June 2026.

LETTER FROM THE BOARD

8. 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.

9. 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.

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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 2025 as disclosed in the Company's latest annual results announcement dated 31 March 2026. 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>
2025		
April	0.145	0.118
May	0.163	0.133
June	0.179	0.159
July	0.220	0.169
August	0.236	0.199
September	0.228	0.205
October	0.216	0.186
November	0.235	0.202
December	0.255	0.180
2026		
January	0.223	0.195
February	0.231	0.187
March	0.244	0.220
April (up to the Latest Practicable Date)	0.217	0.214

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 Association are as below:

Contents before amendment	Contents after amendment
<p>Article 2.02 Holders of ordinary shares of the Company are entitled to the following rights: The business scope of the Company shall be in accordance with the items approved by the company registry.</p> <p>The scope of business of the company include: development, consulting, exchange, transfer and marketing services and trainings (excluding establishment of for-profit private schools and training institutions) of high and new water saving irrigation technologies; interim testing and marketing of advanced water saving fittings; development and utilization of computer application software for water saving irrigation; solar power generation technology services, leasing of photovoltaic electricity generation equipment, manufacturing of power generator and generator units; production and sales of plastic products, PVC pipelines for water supply and drainage systems, PE pipelines and assemblies, pressure compensatory style drip tape, labyrinth-style drip tape, embedded-style drip tape, agriculture films and drippers; import of scrap copper, scrap steel, scrap aluminium, scrap paper and scrap plastic; recycling and processing of scrap and obsolete plastic; sales of filters, seeds, fertilizers, pesticides (other than restricted pesticides and hazardous chemicals), seedlings, electrical and mechanical products (other than compact size vehicles), chemical goods (other than dangerous chemical items and highly poisonous items) and agricultural machinery and fertilizers; professional grade C for irrigation and drainage in the water conservancy industry; class 1 construction contracting for agricultural water-saving irrigation projects (business operation of which is subject to the qualification certificates); import and export of cargos and technologies (excluding those that are prohibited by the government or require administrative approval); lease of machinery, equipment and property, and land use lease; information system integration services; development of and sales through e-commerce platforms; consultation, exploration, design and construction of water conservancy, municipal engineering and hydropower engineering; city pipeline construction activities; garden landscaping construction; plantation and sales of grains, oilseeds, cotton, fruits, vegetables, and forage grass (except those prohibited by the state); sale of food on internet (only sale of pre-packaged food); retail and wholesale of fresh fruit; road transportation of general cargo (the operation of which shall be subject to approval by the relevant authorities in case that such business requires approval).</p>	<p>Article 2.02 Holders of ordinary shares of the Company are entitled to the following rights The business scope of the Company shall be in accordance with the items approved by the company registry.</p> <p>Ordinary items: technical services, technology development, technical consultancy, technology exchange, technology transfer, technology promotion; business training (excluding educational training, vocational skills training, and other training requiring licenses); engineering and technology research and experimental development; software development; information system integration services; data processing and storage support services; Internet of Things (IoT) technical services; manufacture of plastic products; sale of plastic products; manufacture of rubber products; sale of rubber products; manufacture of mechanical parts for agriculture, forestry, animal husbandry and fishery; processing and treatment of metal waste and scrap; sale of machinery and equipment; sale of chemical products (excluding licensed chemical products); production of fertilizers; sale of fertilizers; operation of crop seeds (limited to packaged seeds in original packaging only); sale of metal materials; engineering management services; industrial engineering design services; landscaping construction work; irrigation services; land remediation services; production, sale, processing, transport, storage and other related services of agricultural products; cereal cultivation; cotton cultivation; oil-bearing crop cultivation; vegetable cultivation; fruit cultivation; grass cultivation; leasing of machinery and equipment; leasing of non-residential real estate; leasing of land use rights; internet sales (excluding sales of goods requiring licenses); conference and exhibition services (overseas exhibitions are subject to approval by relevant authorities); solar power generation technical services; sale of building materials; leasing of construction engineering machinery and equipment; engineering cost consultancy services; water conservancy-related consultancy services; water resources management; planning and design management; engineering and technology research and experimental development (excluding development and application of human stem cell and genetic diagnosis and treatment technologies, and rare and unique precious varieties in China); leasing services (excluding licensed leasing services); leasing of agricultural machinery; sale of new catalytic materials and additives; information technology consultancy services; primary processing of edible agricultural products; supply chain management services; sale of specialized machinery for agriculture, forestry, animal husbandry, side-line production and fishery; wholesale of edible agricultural products; sale of intelligent agricultural machinery and equipment; agricultural machinery services; acquisition of primary agricultural products; manufacture of glass fibre reinforced plastic products; sale of glass fibre reinforced plastic products; sale of coatings (excluding dangerous chemicals); manufacture of metal materials; sale of anti-corrosion materials; sale of mechanical parts and components; processing of mechanical parts and components; manufacture of specialized machinery and equipment for water resources; sale of daily necessities; sale of food additives; sale of agricultural and sideline products; sale of beans and tubers; sale of cereals; wholesale of fresh eggs; wholesale of fresh meat (except for items requiring approval in accordance with the law; business activities shall be conducted independently with a business licence in accordance with the law)</p> <p>Permitted items: wholesale of pesticides; retail of pesticides; construction work; road freight transport (excluding dangerous goods); construction labor sub-contracting; construction engineering design; food sales; livestock breeding; poultry breeding; agricultural product quality and safety testing (the operation of which shall be subject to approval by the relevant authorities in case that such business requires approval; specific operation items shall be based on the approval documents or permits by relevant authorities)</p>

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, 11 June 2026 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 30 April 2026 of the Company (the “Circular”).

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.”
4. To approve the amendments to the existing Articles of Association of the Company (details of which are set out in the Circular); and to authorise any Director of the Company to handle the relevant filing and amendment procedures (if necessary) and other related matters arising from the amendments to Articles of Association of the Company on behalf of the Company.

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

5. To consider and approve the report of the Directors of the Company for the year ended 31 December 2025.
6. 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 2025.
7. To consider and approve the resolution for making appropriation to statutory surplus reserve fund for the year ended 31 December 2025.
8. To authorise the Board to fix the remuneration of the Directors for the year 2026.
9. 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.

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

Xinjiang, PRC
30 April 2026

* *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.

NOTICE OF ANNUAL GENERAL MEETING

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, 8 June 2026 to Thursday, 11 June 2026 (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, 5 June 2026.
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 Friday, 22 May 2026.
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