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**Tibet Water Resources Ltd.**

**西藏水資源有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1115)**

**VOLUNTARY ANNOUNCEMENT  
SELLING OF SHARES BY CONTROLLING SHAREHOLDER**

This announcement is voluntarily made by Tibet Water Resources Ltd. (the “**Company**”).

The Company was notified by Tibet Water Resources Limited (“**Water Resources**”), the controlling shareholder of the Company, that on 10 January 2017, Water Resources had entered into agreements with three independent investors respectively, pursuant to which Water Resources had sold, and each of these three independent investors had agreed to buy, 46,889,300 shares, 90,000,000 shares and 120,000,000 shares of the Company respectively, representing approximately 1.83%, 3.50% and 4.67% of the total issued share capital of the Company respectively. The Company has been informed that the selling price is HK\$3.5 per share.

Upon completion of these transactions, Water Resources will hold 853,682,700 shares of the Company, representing approximately 33.23% of the issued share capital of the Company and continue to be a controlling shareholder of the Company.

By order of the board of directors

**Tibet Water Resources Ltd.**

**FU Lin**

*Executive Director and Chief Executive Officer*

Hong Kong, 10 Januray 2017

*As of the date of this announcement, the executive Directors are Mr. FU Lin (Chief Executive Officer), Mr. YUE Zhiqiang, Mr. LIU Chen and Mr. WONG Hak Kun, the non-executive Director is Ms. JIANG Xiaohong, the independent non-executive Directors are Mr. Jesper Bjoern MADSEN (Chairman), Mr. LEE Conway Kong Wai and Mr. Kevin Cheng WEI.*

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## **Tibet Water Resources Ltd.**

### **西藏水資源有限公司**

(於開曼群島註冊成立的有限公司)

(股份代號：1115)

#### **自願公告 控股股東出售股份**

本公告乃西藏水資源有限公司(「本公司」)自願作出。

本公司獲其控股股東西藏水資源有限公司(「水資源」)告知，於二零一七年一月十日，水資源與三位獨立投資者分別訂立協議，據此，水資源同意出售，及三位獨立投資者分別同意購買46,889,300股、90,000,000股及120,000,000股本公司股份，佔本公司已發行股本總額約分別為1.83%、3.50%及4.67%。本公司知悉出售價為每股3.5港元。

該些交易完成後，預計水資源將持有853,682,700股本公司股份，佔本公司已發行股本總額約33.23%，並將繼續擔任本公司控股股東。

承董事會命  
西藏水資源有限公司  
執行董事兼行政總裁  
付琳

香港，二零一七年一月十日

於本公告刊發日期，執行董事為付琳先生(行政總裁)、岳志強先生、劉晨先生及王克勤先生，非執行董事為姜曉虹女士，獨立非執行董事為麥奕鵬先生(主席)、李港衛先生及蔚成先生。

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## **Tibet Water Resources Ltd.**

### **西藏水資源有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1115)**

## **VOLUNTARY ANNOUNCEMENT SELLING OF SHARES BY CONTROLLING SHAREHOLDER**

This announcement is voluntarily made by Tibet Water Resources Ltd. (the “**Company**”).

The Company was notified by Tibet Water Resources Limited (“**Water Resources**”), the controlling shareholder of the Company, that on 11 January 2017, Water Resources had entered into an agreement with an independent investor, Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership (霍爾果斯天山一號產業投資基金有限合夥企業) (“**Khorgos Tianshan No.1**”), pursuant to which Water Resources had agreed according to the terms and conditions as set out in the agreement to sell, and Khorgos Tianshan No.1 had agreed according to the terms and conditions as set out in the agreement to buy, 462,400,740 shares of the Company, representing 18% of the total issued share capital of the Company. The Company has been informed that the selling price is HK\$3.5 per share.

Upon completion of this transaction and together with the transactions disclosed in the announcement of the Company dated 10 January 2017, Water Resources will hold 391,281,960 shares of the Company, representing approximately 15.23% of the issued share capital of the Company, and will cease to be a controlling shareholder of the Company.

Upon completion of the above-mentioned transactions, Khorgos Tianshan No.1 will become the single largest shareholder of the Company.

Khorgos Tianshan No.1 informed the Company that Khorgos Tianshan No.1 is an industrial investment fund that specializes in cross-border mergers and acquisitions, and is managed by Xinjiang Tianshan Industrial Investment Fund Management Co., Ltd. (新疆天山產業投資基金管理有限公司) as the general partner and

co-funded by Xinjiang Financial Investment Co., Ltd. (新疆金融投資有限公司), Shenwanhongyuan Group Co., Ltd. (申萬宏源集團股份有限公司) and other limited partners.

By order of the board of directors  
**Tibet Water Resources Ltd.**  
**FU Lin**  
*Executive Director and Chief Executive Officer*

Hong Kong, 11 January 2017

*As of the date of this announcement, the executive Directors are Mr. FU Lin (Chief Executive Officer), Mr. YUE Zhiqiang, Mr. LIU Chen and Mr. WONG Hak Kun, the non-executive Director is Ms. JIANG Xiaohong, the independent non-executive Directors are Mr. Jesper Bjoern MADSEN (Chairman), Mr. LEE Conway Kong Wai and Mr. Kevin Cheng WEI.*

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## **Tibet Water Resources Ltd.**

### **西藏水資源有限公司**

(於開曼群島註冊成立的有限公司)

(股份代號：1115)

### **自願公告 控股股東出售股份**

本公告乃西藏水資源有限公司(「本公司」)自願作出。

本公司獲其控股股東西藏水資源有限公司(「水資源」)告知，於二零一七年一月十一日，水資源與霍爾果斯天山一號產業投資基金有限合夥企業(「霍爾果斯天山一號」)(一名獨立投資者)訂立協議，據此，水資源同意按照協議所載條款和條件出售，及霍爾果斯天山一號同意按照協議所載條款和條件購買462,400,740股本公司股份，佔本公司已發行股本總額為18%。本公司知悉出售價為每股3.5港元。

該交易連同本公司於二零一七年一月十日的公告中所披露之交易完成後，預計水資源將持有391,281,960股本公司股份，佔本公司已發行股本總額約15.23%，並將不再是本公司控股股東。

按照以上所述的交易完成後，霍爾果斯天山一號將成為本公司的單一最大股東。

霍爾果斯天山一號告知本公司，霍爾果斯天山一號是由新疆天山產業投資基金管理有限公司作為執行事務合夥人進行管理；新疆金融投資有限公司、申萬宏源集團股

份有限公司及其他有限合夥人共同出資設立的、專注於跨境併購的產業投資專項基金。

承董事會命  
西藏水資源有限公司  
執行董事兼行政總裁  
付琳

香港，二零一七年一月十一日

於本公告刊發日期，執行董事為付琳先生(行政總裁)、岳志強先生、劉晨先生及王克勤先生，非執行董事為姜曉虹女士，獨立非執行董事為麥奕鵬先生(主席)、李港衛先生及蔚成先生。