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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 a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tibet Water Resources Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Tibet Water Resources Ltd. to be held at Meeting Room, Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 8 June 2018 at 2:30 p.m. is set out on pages 18 to 21 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and of the Company (<http://www.twr1115.net>).

If you are not able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours (Hong Kong time) before the time appointed for the holding of the Annual General Meeting (i.e. before 2:30 p.m. on Wednesday, 6 June 2018) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereon should you so wish.

26 April 2018

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DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Meeting Room, Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 8 June 2018 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 21 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	Tibet Water Resources Ltd. (西藏水資源有限公司), a company incorporated in the Cayman Islands on 8 November 2010 as an exempted company and the issued Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Issuance Mandate”	the issuance mandate referred to in paragraph 3(b) of the Letter from the Board;
“Latest Practicable Date”	20 April 2018, 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;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;

DEFINITIONS

“Share Repurchase Mandate”	the share repurchase mandate referred to in paragraph 3(a) of the Letter from the Board;
“Shareholder(s)”	holder(s) of Share(s);
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong; and
“%”	per cent.



Tibet Water Resources Ltd.

西藏水資源有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1115)

Executive Directors:

Mr. WANG Dong (*Chief Executive Officer*)
Mr. YUE Zhiqiang
Mr. LIU Chen
Mr. WONG Hak Kun
Ms. HAN Linyou

Non-executive Director:

Ms. JIANG Xiaohong

Independent Non-executive Directors:

Mr. Jesper Bjoern MADSEN (*Chairman*)
Mr. LEE Conway Kong Wai
Mr. Kevin Cheng WEI

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Headquarters and Principal Place
of Business in Hong Kong:*

Unit 1611-12, 16th Floor
One Island South
2 Heung Yip Road
Wong Chuk Hang
Hong Kong

26 April 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; (ii) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares, respectively; and (iii) to give you the notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Shareholders after his/her appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election as a Director. In the opinion of the Board, the two additional Directors appointed during the year 2017, namely Mr. WANG Dong and Ms. HAN Linyou, will retire at the Annual General Meeting.

According to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) will retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. In the opinion of the Board, three Directors, namely Mr. LIU Chen, Mr. Jesper Bjoern MADSEN and Mr. LEE Conway Kong Wai, will retire at the Annual General Meeting.

All of the above five retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting. Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

By Shareholders' ordinary resolutions passed on 29 May 2017, general mandates were granted to the Directors to repurchase and issue Shares, respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares as and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the aggregate number of Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 4 of the notice of the Annual General Meeting as set out on pages 18 to 21 of this circular (i.e. an aggregate number of 256,889,300 Shares) on the basis that the number of issued shares of the Company remains unchanged from the Latest Practicable Date to the date of the Annual General Meeting);
- (b) the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the aggregate number of Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 18 to 21 of this circular (i.e. an aggregate number of 513,778,600 Shares) on the basis that the number of issued shares of the Company remains unchanged from the Latest Practicable Date to the date of the Annual General Meeting); and

LETTER FROM THE BOARD

- (c) the extension of the number of Shares which may be allotted, issued or dealt with under the Issuance Mandate by the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate (i.e. up to a maximum of 10% of the number of issued shares of the Company as at the date of the grant of the Share Repurchase Mandate).

With reference to the Share Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 18 to 21 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and of the Company (<http://www.twr1115.net>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the Company's Hong Kong branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereon should you so wish.

5. RECOMMENDATION

The Directors consider that the proposed re-election of the five retiring Directors and the granting of the Share Repurchase Mandate and Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Tibet Water Resources Ltd.
Jesper Bjoern MADSEN

Chairman and Independent Non-Executive Director

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting, are provided below.

(1) Mr. WANG Dong

Position and Experience

Mr. WANG Dong, aged 52, was appointed as executive director of the Company on 29 May 2017 and further appointed as chief executive officer of the Company on 18 August 2017. Mr. WANG graduated with a bachelor of laws degree at Xinjiang University. He obtained a master degree in engineering at Wuhan University and an EMBA degree at the South China University of Technology.

Mr. WANG is qualified as a lawyer of the People's Republic of China (the "PRC") since 1989, a senior economist of the Industrial and Commercial Bank of China since 2001 and a practitioner of the Asset Management Association of China since 2016. He also received the "Qualification as an independent director of listed companies" from the Shenzhen Stock Exchange in 2016.

From 1987 to 2012, Mr. WANG has worked in the human resources department, information investigation department, supervision office, industrial credit department, asset preservation department, legal affairs department, risk management department and other departments of the provincial branch office, as well as the case management department of the headquarters and the regional branch office of Industrial and Commercial Bank of China Limited. During the aforesaid period, he served as the department head of the case management department of the headquarters, general manager of the legal affairs department of the provincial branch office, general manager of the risk management department of the provincial branch office, general manager of the regional branch office, as well as the president of the regional urban finance society and regional banking industry association. In August 2012, Mr. WANG served as the head of the legal compliance department at the headquarters of Guangdong Nanyue Bank and a member of the law committee of the Banking Association of Guangdong. In September 2016, Mr. WANG was appointed as the director and chief executive officer of Xinjiang Tianshan Industrial Investment Fund Management Co., Ltd., which is a substantial shareholder of the Company.

Relationships

As far as the Directors are aware, save as disclosed above, Mr. WANG does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Length of Service and Director's emoluments

Mr. WANG has entered into a service contract dated 29 May 2017 with the Company for an initial term of three years commencing from 29 May 2017, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the service contract, the salary of Mr. WANG for the year ended 31 December 2017 shall be HK\$875,000 (excluding discretionary bonus). Director's emolument is determined by the remuneration committee based on the Company's revenue, performance of the Director and comparable market statistics.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. WANG to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. WANG that needs to be brought to the attention of the Shareholders.

(2) Mr. LIU Chen

Position and Experience

Mr. LIU Chen, aged 34, is an executive Director and authorized representative of our Company and was appointed to the Board on 1 March 2011. Prior to joining our Group, Mr. LIU gained experience in the areas of law and accounting. Mr. LIU graduated from York University, Canada, with a bachelor of arts degree. Mr. LIU also studied full-time at McMaster University, Canada, and obtained a master degree in Business Administration. Mr. LIU also serves as a director of certain subsidiary companies of the Group.

Mr. LIU has not held other directorship in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, Mr. LIU does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Length of Service and Director's emoluments

Mr. LIU has entered into a service contract dated 3 January 2011 with the Company for an initial term of three years commencing from 1 March 2011, unless terminated by not less than three calendar months' notice in writing served by either party on the other. The service contract with Mr. LIU has extended without a specific term from 1 March 2014. Pursuant to the service contract and the subsequent changes, recommended by the remuneration committee of the Company and approved by the Board, the annual salary of Mr. LIU for the year ended 31 December 2017 shall be HK\$1,200,000 (excluding discretionary bonus). Director's emolument is determined by the remuneration committee based on the Company's revenue, performance of the Director and comparable market statistics.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. LIU to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. LIU that needs to be brought to the attention of the Shareholders.

(3) Ms. HAN Linyou*Position and Experience*

Ms. HAN Linyou, aged 37, joined the Group as the assistant to the chief executive officer and legal director of the Company in April 2013, and was promoted as senior vice president in 2015. Ms. HAN was appointed as executive director of the Company on 29 May 2017 and further appointed as chairwoman of the risk management committee of the Board on 18 August 2017. Ms. HAN currently also serves as a director of certain subsidiary companies of the Group and the supervisor of Tibet Highland Natural Water Limited (西藏高原天然水有限公司), an associate of the Company.

Ms. HAN graduated from Peking University in 2002 with a bachelor degree in laws. She obtained PRC Legal Professional Qualification Certificate in 2008. Prior to joining the Group, Ms. HAN worked at Jingtian & Gongcheng Attorneys at Law from 2002 to 2013 and became a partner of the firm in 2009. Between May 2008 and May 2009, she had seconded as a PRC legal consultant to Chiu & Partners in Hong Kong. She also served as the PRC legal counsel for the Group's initial public offering in 2011.

Relationships

As far as the Directors are aware, Ms. HAN does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Length of Service and Director's emoluments

Ms. HAN has entered into a service contract dated 29 May 2017 with the Company for an initial term of three years commencing from 29 May 2017, unless terminated by not less than three calendar months' notice in writing served by either party on the other. Pursuant to the service contract, the salary of Ms. HAN for the year ended 31 December 2017 shall be HK\$700,000 (excluding discretionary bonus). Director's emolument is determined by the remuneration committee based on the Company's revenue, performance of the Director and comparable market statistics.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Ms. HAN to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. HAN that needs to be brought to the attention of the Shareholders.

(4) Mr. Jesper Bjoern MADSEN*Position and Experience*

Mr. Jesper Bjoern MADSEN, aged 64, joined our Group and was appointed as an independent non-executive Director of our Company on 1 March 2011. He is the chairman of the nomination committee and also a member of the audit committee and remuneration committee of our Company. Mr. MADSEN was appointed as chairman of the Board on 7 July 2015.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Mr. MADSEN worked with the Carlsberg A/S Group for over 22 years. He held the positions as the vice president responsible for overseas investments and markets, general manager and managing director of Carlsberg Brewery Hong Kong Ltd and Chief Operating Officer of Carlsberg Asia Pte Ltd. Mr. MADSEN was the senior vice president of Carlsberg Breweries A/S with responsibility for Asia, among other markets. Mr. MADSEN was during his tenure as the said senior president also a non-executive chairman, non-executive vice chairman or non-executive director in a number of Carlsberg's subsidiaries in Asia. Mr. MADSEN obtained a master degree in Law from Copenhagen University, Denmark and later studied Scottish/English Law at the University of Edinburgh, Scotland.

Mr. MADSEN currently also serves as an independent non-executive director of D&O Green Technologies Berhad (stock code: 7204) and Mega First Corporation Berhad (stock code: 3069), both are companies listed on the Main Board of Bursa Malaysia.

Save as disclosed above, Mr. MADSEN has not held other directorship in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, Mr. MADSEN does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Length of Service and Director's emoluments

Mr. MADSEN entered into a letter of appointment with the Company on 3 January 2011 for a term of three years commencing from 1 March 2011. A new letter of appointment was entered by Mr. MADSEN with the Company on 13 February 2014 and 28 February 2017 respectively for a term of three years commencing from 1 March 2014 and 1 March 2017 respectively. Pursuant to the letter of appointment and subsequent changes, recommended by the remuneration committee of the Company and approved by the Board, the annual fees payable to Mr. MADSEN for the year ended 31 December 2017 shall be HK\$1,650,000 (excluding discretionary bonus). Director's emolument is determined by the remuneration committee based on the Company's revenue, performance of the Director and comparable market statistics.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. MADSEN to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. MADSEN that needs to be brought to the attention of the Shareholders.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

(5) Mr. LEE Conway Kong Wai

Position and Experience

Mr. LEE Conway Kong Wai, aged 63, joined our Group and was appointed as an independent non-executive Director of our Company on 1 March 2011. He is the chairman of the remuneration committee and also a member of the audit committee and nomination committee of our Company.

Mr. LEE served as a partner of Ernst & Young for many years and held key leadership positions in the development of such firm in China. Mr. LEE is a member of the Institute of Chartered Accountants in England and Wales, the Chartered Accountants Australia and New Zealand, the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Macau Society of Certified Practising Accountants. Mr. LEE received a Bachelor of Arts degree in Business Studies from Kingston University (formerly known as Kingston Polytechnic) in London and further obtained his postgraduate diploma in Business from Curtin University of Technology in Australia.

Mr. LEE currently serves as an independent non-executive director of the following companies listed in Hong Kong and China:

Name of Listed Company	Stock Code	Place of Listing
Chaowei Power Holdings Limited	951	Main Board of the Stock Exchange
China Rundong Auto Group Limited (formerly known as China Greenland Rundong Auto Group Limited)	1365	Main Board of the Stock Exchange
China Modern Dairy Holdings Ltd.	1117	Main Board of the Stock Exchange
GCL New Energy Holdings Limited	451	Main Board of the Stock Exchange
GOME Retail Holdings Limited (formerly known as GOME Electrical Appliances Holding Limited)	493	Main Board of the Stock Exchange
Guotai Junan Securities Company Limited	2611 601211	Main Board of the Stock Exchange Shanghai Stock Exchange
NVC Lighting Holding Limited	2222	Main Board of the Stock Exchange
West China Cement Limited	2233	Main Board of the Stock Exchange
WH Group Limited	288	Main Board of the Stock Exchange
Yashili International Holdings Ltd	1230	Main Board of the Stock Exchange

Mr. LEE resigned as non-executive director and deputy chairman of Merry Garden Holdings Limited (Stock Exchange — Stock Code:1237, now named as CHINA ENVIRONMENTAL TECHNOLOGY AND BIOENERGY HOLDINGS LIMITED) on 30 September 2015. Mr. LEE also resigned as independent non-executive director of CITIC Securities Company Limited (Stock Exchange — Stock Code:6030; Shanghai Stock Exchange — Stock Code:600030) on 9 May 2016.

Saved as disclosed above, Mr. LEE has not held other directorship in the last 3 years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Relationships

As far as the Directors are aware, Mr. LEE does not have any relationship with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Length of Service and Director's emoluments

Mr. LEE entered into a letter of appointment with the Company on 3 January 2011 for a term of three years commencing from 1 March 2011. A new letter of appointment was entered by Mr. LEE with the Company on 13 February 2014 and 28 February 2017 respectively for a term of three years commencing from 1 March 2014 and 1 March 2017 respectively. Pursuant to the letter of appointment and subsequent changes, recommended by the remuneration committee of the Company and approved by the Board, the annual fees payable to Mr. LEE for the year ended 31 December 2017 shall be HK\$480,000 (excluding discretionary bonus). Director's emolument is determined by the remuneration committee based on the Company's revenue, performance of the Director and comparable market statistics.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. LEE to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. LEE that needs to be brought to the attention of the Shareholders.

INTERESTS OF DIRECTORS

As at the Latest Practicable Date, none of the Directors of the Company had or was deemed to have any interest or short position in the Shares, underlying shares or debentures of the Company or its associated corporation (within the meaning of Part XV of the SFO), which are required to be recorded in the register maintained by the Company pursuant to Section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 to the Listing Rules.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company is HK\$25,688,930 comprising of 2,568,893,000 Shares.

Subject to the passing of the proposed ordinary resolution set out in item 4 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the number of issued shares of the Company remains unchanged from the Latest Practicable Date to the date of the Annual General Meeting i.e. being 2,568,893,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, an aggregate number of 256,889,300 Shares, representing 10% of the aggregate number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the 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 when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Any payment for repurchases by the Company may be made out of profits of the Company, the share premium account of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “Companies Law”), out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of either or both of the profits or from the share premium account of the Company, or, if authorized by the Articles of Association and subject to the Companies Law, out of capital.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2017) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange for the year ended 31 December 2017 and up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
January	3.51	3.25
February	3.39	3.13
March	3.44	3.07
April	3.34	2.95
May	3.35	3.09
June	3.17	2.79
July	3.19	2.91
August	3.20	2.91
September	3.12	2.92
October	3.30	2.90
November	3.97	3.20
December	3.60	3.20
2018		
January	3.66	3.25
February	3.58	3.22
March	3.37	3.05
April (up to the Latest Practicable Date)	3.37	3.06

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that he/she/it has a present intention to sell any Shares to the Company, or that he/she/it has undertaken not to sell any Shares held by him/her/it to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following Shareholders had interests representing 5% or more of the number of issued shares of the Company:

Name	Long/short position	Capacity/ Nature of interest	Number of shares/ underlying shares	Approximate percentage of shareholding	
				As at the Latest Practicable Date (Note 11)	If Share Repurchase Mandate is exercised in full
Tianshan Industry Investment Limited (Note 1)	Long position	Beneficial owner	462,400,740 shares	18.00%	20.00%
	Short position	Beneficial owner	462,400,740 shares	18.00%	20.00%
Korgos Tianshan No.1 Industrial Investment Fund Limited Partnership (Note 2)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%	20.00%
	Short position	Interest of controlled corporation	462,400,740 shares	18.00%	20.00%
新疆金融投資有限公司 (Note 2)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%	20.00%
	Short position	Interest of controlled corporation	462,400,740 shares	18.00%	20.00%
新疆維吾爾自治區人民政府國有資產監督管理委員會 (Note 2)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%	20.00%
	Short position	Interest of controlled corporation	462,400,740 shares	18.00%	20.00%
新疆天山產業投資基金管理有限公司 (Note 2)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%	20.00%
	Short position	Interest of controlled corporation	462,400,740 shares	18.00%	20.00%

Name	Long/short position	Capacity/ Nature of interest	Number of shares/ underlying shares	Approximate percentage of shareholding	
				As at the Latest Practicable Date (Note 11)	If Share Repurchase Mandate is exercised in full
申萬宏源集團股份有限公司 (Note 3)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%	20.00%
	Short position	Interest of controlled corporation	462,400,740 shares	18.00%	20.00%
中央匯金投資有限責任有限公司 (Note 3)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%	20.00%
	Short position	Interest of controlled corporation	462,400,740 shares	18.00%	20.00%
Tibet Water Resources Limited (Note 4)	Long position	Beneficial owner	364,395,960 shares	14.18%	15.76%
Maple Essence Investments Limited (Note 5)	Long position	Interest of controlled corporation	364,395,960 shares	14.18%	15.76%
True Asset Holdings Limited (Note 6)	Long position	Interest of controlled corporation	364,395,960 shares	14.18%	15.76%
Mr. WANG Peter Jian (also known as Mr. WANG Jian Peter) (Note 6 & 7)	Long position	Interest of controlled corporation	364,395,960 shares	14.18%	15.76%
Tyee Capital Funds SPC— Tyee Capital Tibet Fund SP (Note 8)	Long position	Investment manager	145,714,285 shares	5.67%	6.30%
Tyee Capital Funds SPC — Tyee Capital China Fund SP (Note 9)	Long position	Investment manager	2,965,714 shares	0.12%	0.13%
Tyee Capital Funds SPC (Note 9)	Long position	Interest of controlled corporation	148,679,999 shares	5.79%	6.43%
Tyee Capital Management (Cayman) Limited (Note 9)	Long position	Interest of controlled corporation	148,679,999 shares	5.79%	6.43%
Tyee Capital Group Limited (BVI) (Note 9)	Long position	Interest of controlled corporation	148,679,999 shares	5.79%	6.43%
Tian Yee Capital Holdings Limited (BVI) (Note 9)	Long position	Interest of controlled corporation	148,679,999 shares	5.79%	6.43%
	Long position	Beneficial interest	15,095,000 shares	0.59%	0.66%
Li Jiaman (Note 10)	Long position	Interest of controlled corporation	163,774,999 shares	6.38%	7.09%
Jiang Jun (Note 10)	Long position	Interest of controlled corporation	163,774,999 shares	6.38%	7.09%

Notes:

- (1) Tianshan Industry Investment Limited is 100% held by Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership, which is in turn held as to 46.36% by 新疆金融投資有限公司, which is in turn 100% held by 新疆維吾爾自治區人民政府國有資產監督管理委員會. Tianshan Industry Investment Limited holds 462,400,740 shares in the Company.
- (2) Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership holds 100% equity interest in Tianshan Industry Investment Limited and is therefore deemed to be interested in the 462,400,740 shares in the Company in which Tianshan

Industry Investment Limited is interested in. Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership is owned by 新疆金融投資有限公司 as to 46.36%. Therefore, 新疆金融投資有限公司 is deemed to be interested in 462,400,740 shares in the Company. 新疆維吾爾自治區人民政府國有資產監督管理委員會 holds 46.36% equity interest in Tianshan Industry Investment Limited through 新疆金融投資有限公司 and Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership. Therefore, 新疆維吾爾自治區人民政府國有資產監督管理委員會 is deemed to be interested in 462,400,740 shares in the Company held by Tianshan Industry Investment Limited. Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership is 0.66% held by and is accustomed to act in accordance with the directions of 新疆天山產業投資基金管理有限公司, which is therefore deemed to be interested in 462,400,740 shares in the Company held by Tianshan Industry Investment Limited.

- (3) Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership is owned by 申萬宏源集團股份有限公司 as to 33.11%. Therefore, 申萬宏源集團股份有限公司 is deemed to be interested in 462,400,740 shares in the Company. 中央匯金投資有限責任有限公司 holds 61.67% equity interest in 申萬宏源集團股份有限公司. 中央匯金投資有限責任有限公司 holds 33.11% equity interest in Khorgos Tianshan No. 1 Industrial Investment Fund Limited Partnership through the control of 申萬宏源集團股份有限公司. Therefore, 中央匯金投資有限責任有限公司 is deemed to be interested in 462,400,740 shares in the Company.
- (4) Tibet Water Resources Limited is held as to 100% by Maple Essence Investments Limited, which is in turn wholly-owned by True Asset Holdings Limited. Tibet Water Resources Limited holds 364,395,960 shares in the Company.
- (5) Maple Essence Investments Limited holds 100% equity interest in Tibet Water Resources Limited and is therefore deemed to be interested in the 364,395,960 shares in the Company in which Tibet Water Resources Limited is interested in. Maple Essence Investments Limited is wholly-owned by True Asset Holdings Limited.
- (6) True Asset Holdings Limited holds 100% equity interest in Tibet Water Resources Limited through Maple Essence Investments Limited. Therefore, True Asset Holdings Limited is deemed to be interested in 364,395,960 shares in the Company.
- (7) True Asset Holdings Limited is wholly-owned by Mr. WANG Peter Jian. Therefore, Mr. WANG Peter Jian is deemed to be interested in 364,395,960 shares in the Company in which Tibet Water Resources Limited is interested. For the purpose of the SFO, the spouse of Mr. WANG Peter Jian is taken to have a duty of disclosure in relation to the said 364,395,960 shares. The interest disclosed by the spouse of Mr. WANG Peter Jian is that of Mr. WANG Peter Jian which is deemed to be attributed to her pursuant to the SFO for disclosure purposes. Nevertheless, she has no interest, legal or beneficial, in those shares.
- (8) Tye Capital Funds SPC — Tye Capital Tibet Fund SP holds the 6% convertible bonds with a principal amount of HK\$510,000,000 due in 2019. Upon full exercise of the conversion rights, Tye Capital Funds SPC — Tye Capital Tibet Fund SP will hold 145,714,285 shares in the Company.
- (9) Tian Yee Capital Holdings Limited (BVI) controls 95% equity interest in Tye Capital Group Limited (BVI), which in turn controls 100% equity interest in Tye Capital Management (Cayman) Limited. Tye Capital Management (Cayman) Limited controls 100% equity interest in Tye Capital Funds SPC, which controls 100% equity interest in Tye Capital Funds SPC - Tye Capital Tibet Fund SP and Tye Capital Funds SPC - Tye Capital China Fund SP. Therefore, Tian Yee Capital Holdings Limited (BVI), Tye Capital Group Limited (BVI), Tye Capital Management (Cayman) Limited and Tye Capital Funds SPC are deemed to be interested in Tye Capital Funds SPC - Tye Capital Tibet Fund SP's derivative interest in 145,714,285 shares in the Company and Tye Capital Funds SPC - Tye Capital China Fund SP's beneficial interest in 2,965,714 shares in the Company.
- (10) Tian Yee Capital Holdings Limited (BVI) is owned as 40% and 50% by Jiang Jun and Li Jiaman respectively. Therefore, Jiang Jun and Li Jiaman are deemed to be interested in a total of 163,774,999 shares in the Company.
- (11) The percentages are calculated on the basis of 2,568,893,000 Shares in issue as at the Latest Practicable Date.

Based on the above and in the event that the Directors exercised in full the power to repurchase Shares under the Share Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the percentages as set out in the table above.

On the basis of the aforesaid increase in shareholding held by the Shareholders, the Directors are not aware of any consequences of such repurchases of Shares that would result in any Shareholder, or a group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Share Repurchase Mandate were exercised in full. Assuming that there will be no change in the number of issued shares of the Company and the number of Shares held by the public prior to the repurchase of Shares, and if the Share Repurchase Mandate was exercised in full, the percentage shareholding of the public would not be less than 25% of the number of issued shares of the Company. It is however not the intention of the Directors to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, result in less than 25% of the number of issued shares of the Company being held by the public.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



Tibet Water Resources Ltd.

西藏水資源有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1115)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Tibet Water Resources Ltd. (the “**Company**”) will be held at Meeting Room, Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong at 2:30 p.m. on Friday, 8 June 2018 to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements and the directors’ report of the Company and the independent auditor’s report of the Company for the year ended 31 December 2017;
2. to re-elect the retiring directors of the Company, each as a separate resolution, and to authorise the board (the “**Board**”) of directors of the Company (the “**Directors**”) to fix their remuneration;
3. to re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix its remuneration;

and, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the shares of the Company (the “**Shares**”) may be listed and recognised by The Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for this purpose, subject to and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of Shares which may be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the authority granted pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate number of Shares of the Company in issue and fully paid-up as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company (the “**Articles**”), the Companies Law or any other applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

5. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued Shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such powers after the expiry of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted/issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) the grant or exercise of options granted under any share option scheme or similar arrangement adopted from time to time by the Company for the grant or issue of options to subscribe for or rights to acquire Shares; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles in force from time to time; or
- (iv) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into Shares,

shall not exceed 20 per cent. of the aggregate number of Shares of the Company in issue on the date of the passing of this resolution, and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

- (i) **“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law or any other applicable law of the Cayman Islands to be held; and
 - (cc) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and
- (ii) **“Rights Issue”** means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to shareholders of the Company whose names appear on the Company’s register of members (and where appropriate to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of Shares (or, where appropriate such other securities) (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong, or the expense or delay that may be incurred in the determination of any such restrictions or obligations).”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to resolution numbered 5 above be and is hereby extended by the addition to the aggregate number of the Shares which may be allotted, issued or dealt with by the Directors pursuant to or in accordance with such mandate of an amount representing the aggregate number of the Shares of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 4 above provided that such amount shall not exceed 10 per cent of the aggregate number of Shares of the Company as at the date of passing of the resolution numbered 4.”

By order of the Board
Tibet Water Resources Ltd.
Jesper Bjoern MADSEN
Chairman and Independent Non-Executive Director

Hong Kong, 26 April 2018

Principal place of business in Hong Kong:

Unit 1611-12, 16th Floor
One Island South
2 Heung Yip Road
Wong Chuk Hang
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the Articles, vote in his/her stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's Hong Kong branch share registrar, Union Registrars Limited (“**Branch Registrar**”) at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours (Hong Kong time) before the time appointed for holding the meeting (i.e. before 2:30 p.m. on Wednesday, 6 June 2018) or adjourned meeting.
3. The register of members of the Company will be closed from Monday, 4 June 2018 to Friday, 8 June 2018 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the meeting, all properly completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Branch Registrar for registration by no later than 4:00 p.m. on Friday, 1 June 2018.
4. In relation to the proposed resolution numbered 4 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the securities of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the circular despatched to the shareholders of the Company on the date hereof.
5. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect in Hong Kong any time from 10:00 a.m. to the meeting time on the date of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.twr1115.net>. and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

As at the date hereof, the executive Directors are Mr. WANG Dong (Chief Executive Officer), Mr. YUE Zhiqiang, Mr. LIU Chen, Mr. WONG Hak Kun and Ms. HAN Linyou, 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.