

The whole of this document must be returned to be valid.

本文件必須整份交回，方為有效。

IMPORTANT

重要提示

Reference is made to the prospectus issued by Tibet Water Resources Ltd. (the “Company”) dated 21 December 2022 in relation to the Rights Issue (the “Prospectus”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

茲提述西藏水資源有限公司(「本公司」)所刊發日期為二零二二年十二月二十一日有關供股的供股章程(「供股章程」)。除非文義另有所指，否則供股章程所界定的詞彙於本文件中使用時具有相同涵義。

THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL WILL EXPIRE AT 4:00 P.M. ON MONDAY, 9 JANUARY 2023 (OR SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE SECTION HEADED “EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES” BELOW).

本暫定配額通知書(「暫定配額通知書」)具有價值及可轉讓，並請即處理。本暫定配額通知書所載的要約將於二零二三年一月九日(星期一)下午四時正(或下文「惡劣天氣及/或極端情況對接納供股股份及繳付股款之最後時限的影響」一節所述的有關較後日期及/或時間)屆滿。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS PAL OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD OR TRANSFERRED ALL OR PART OF YOUR SHARES IN THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER(S).

閣下如對本暫定配額通知書任何方面或將採取的行動有任何疑問或閣下如已售出或轉讓名下於本公司的全部或部分股份，應諮詢閣下的股票經紀、持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

A copy of this PAL, together with a copy of the Prospectus and the other documents specified in the paragraph(s) headed “12. Documents Delivered to the Registrar of Companies in Hong Kong” in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.

本暫定配額通知書的文本連同供股章程以及供股章程附錄三中「12. 送呈香港公司註冊處處長的文件」段落所述其他文件的文本，已依據香港法例第32章公司(清盤及雜項條文)條例第342C條的規定送呈香港公司註冊處處長登記。香港公司註冊處處長、聯交所及香港證券及期貨事務監察委員會對任何此等文件的內容概不負責。

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

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本暫定配額通知書全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

Dealings in the Shares and the Rights Shares in both their nil-paid form and fully-paid form may be settled through CCASS established and operated by HKSCC and you should consult your stockbroker or licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser(s) for details of those settlement arrangements and how such arrangements may affect your rights and interests.

股份以及未繳股款及繳足股款的供股股份的買賣可透過香港結算設立及營運的中央結算系統進行交收，有關該等交收安排及該等安排如何影響閣下之權利及權益的詳情，閣下應尋求閣下的股票經紀或持牌證券交易商或註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問的意見。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

待供股股份獲准以未繳股款及繳足股款形式於聯交所上市及買賣，以及遵守香港結算的股份收納規定後，供股股份將以未繳股款及繳足股款形式獲香港結算接納為合資格證券，可於中央結算系統內寄存、結算及交收，自供股股份分別以未繳股款及繳足股款形式開始於聯交所買賣當日或香港結算釐定的有關其他日期起生效。聯交所參與者之間於任何交易日進行的交易須於其後第二個交收日在中央結算系統內交收。中央結算系統內的所有活動均須遵守不時生效的中央結算系統一般規則及中央結算系統運作程序規則。有關該等交收安排及該等安排將如何影響股東之權利及權益的詳情，股東應尋求彼等之持牌證券交易商或其他專業顧問的意見。

The Prospectus Documents are not intended to be, have not been and will not be registered or filed under the applicable securities legislation of any jurisdiction other than (i) Hong Kong; and (ii) the PRC as mentioned in the section headed “Letter from the Board — The Rights Issue — Rights of PRC Southbound Trading Investors” in the Prospectus. Distribution of the Prospectus Documents into jurisdictions other than Hong Kong may be restricted by law. Receipt of the Prospectus Documents or the crediting of nil-paid Rights Shares to a stock account in CCASS does not and will not constitute an offer in any jurisdiction in which it would be illegal to make an offer and, in those circumstances, the Prospectus Documents must be treated as sent for information only and should not be copied or redistributed. Persons who come into possession of the Prospectus Documents should inform themselves of and observe any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction. Any Shareholder or beneficial owner of the Shares who is in any doubt as to his/her/its position should consult an appropriate professional adviser without delay.

供股章程文件不擬、未曾亦不會根據(i)香港；及(ii)中國境外任何司法權區的適用證券法例登記或存檔(如供股章程「董事會函件—供股—中國港股通投資者的權利」一節所述)。向香港境外司法權區派發供股章程文件可能受法律限制。收取供股章程文件或將未繳股款供股股份存入中央結算系統證券賬戶並不(亦將不會)構成在任何地區派發的司法權區提早要約，在該等情況下，供股章程文件須視作僅供參照處理，亦不應複製或轉發。獲得供股章程文件的人士須自行了解並遵守任何有關限制。未有遵守該等限制可能構成違反任何有關司法權區的證券法律。股東或股份的實益擁有人如對自身情況有任何疑問，應立即諮詢合適專業顧問的意見。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge the original of this PAL intact in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, by not later than 4:00 p.m. on Monday, 9 January 2023 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed “Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares” below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier’s orders which must be issued by, a licensed bank in Hong Kong and made payable to “TIBET WATER RESOURCES LTD.” and crossed “ACCOUNT PAYEE ONLY”. Instructions on transfer and splitting are set out in the enclosed sheet.

閣下如欲行使閣下的權利認購本暫定配額通知書所列的全部供股股份，必須最遲於二零二三年一月九日(星期一)下午四時正(或於惡劣天氣及/或極端情況下，則於下文「惡劣天氣及/或極端情況對接納供股股份及繳付股款之最後時限的影響」一節所述的有關較後日期及/或時間)，按照本暫定配額通知書備用的指示將本暫定配額通知書正本整份連同於接納時應繳付的全數股款，送交本公司的香港股份過戶登記分處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。所有股款必須以港元的支票或銀行本票繳付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「TIBET WATER RESOURCES LTD.」及以「只准入抬頭人賬戶」方式劃線開出。轉讓及分拆指示載於附頁。



**Branch share registrar and
transfer office in Hong Kong:**

Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

香港股份過戶登記分處：

聯合證券登記有限公司
香港
北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

Tibet Water Resources Ltd.
西藏水資源有限公司
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
(Stock code: 1115)
(股份代號：1115)

**RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY THREE (3) EXISTING SHARES HELD
ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS AT
A SUBSCRIPTION PRICE OF HK\$0.385 PER RIGHTS SHARE**

按於記錄日期每持有三(3)股現有股份
獲發一(1)股供股股份的基準根據非包銷基礎
以每股供股股份0.385港元的認購價進行供股

**PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M.
ON MONDAY, 9 JANUARY 2023**

股款須於接納時
(最遲於二零二三年一月九日(星期一)下午四時正)繳足

**PROVISIONAL ALLOTMENT LETTER
暫定配額通知書**

**Headquarters and principal place
of business in Hong Kong:**

Unit D, 23rd Floor
United Centre, 95 Queensway
Admiralty
Hong Kong
總部及香港主要營業地點：
香港
金鐘
金鐘道95號統一中心
23樓D室

Registered office:

註冊辦事處：
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

21 December 2022
二零二二年十二月二十一日

Name(s) and address of Qualifying Shareholder(s)
合資格股東姓名及地址

Provisional Allotment Letter No.
暫定配額通知書編號

Number of Shares registered in your name(s) on Tuesday, 20 December 2022:

於二零二二年十二月二十日(星期二)登記於閣下名下的股份數目：

BOX A
甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Monday, 9 January 2023:

暫定配發予閣下的供股股份數目，股款須於接納時(最遲於二零二三年一月九日(星期一)下午四時正)悉數繳足：

BOX B
乙欄

Total subscription monies payable in full upon acceptance:

於接納時應全數繳足的認購款項總額：

BOX C
丙欄

HK\$
港元

Any payments for the Rights Shares should be rounded up to 2 decimal places.
供股股份之任何股款應向上調整至兩個小數位。

Name of bank on which
cheque/cashier's order is drawn:
支票/銀行本票的付款銀行名稱：_____

Contact telephone no.:
聯絡電話號碼：_____

Cheque/cashier's order number:
支票/銀行本票號碼：_____

IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR RIGHTS SHARE(S), HONG KONG AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO HONG KONG AD VALOREM STAMP DUTY.

EVIDENCE OF PAYMENT OF HONG KONG AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓供股股份的認購權，每項買賣均須繳付香港從價印花稅。除以出售形式外，饋贈或轉讓實益權益亦須繳付香港從價印花稅。在登記轉讓本文件所代表的供股股份的認購權前，須出示已繳付香港從價印花稅的證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION 轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares set out in Box B of Form A of this PAL)
(僅供擬將認購本暫定配額通知書表格甲內乙欄所列供股股份的權利全數轉讓的合資格股東填寫及簽署)

To: The Directors
Tibet Water Resources Ltd.
致：西藏水資源有限公司
列位董事 台照

Dear Sirs,
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below. I/We have read the conditions and procedures for transfer set out in the enclosed sheet and agree to be bound thereby.

敬啟者：
本人／吾等茲將本暫定配額通知書所列本人／吾等可認購供股股份的權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)的人士。本人／吾等已細閱附頁所載各項條件及轉讓手續並同意受其約束。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of Qualifying Shareholder(s) (all joint Shareholders must sign)
合資格股東簽署(所有聯名股東均須簽署)

Date:
日期：_____

Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of the rights to subscribe for the Rights Shares if this form is completed.

如已填妥此表格，則轉讓人及承讓人均須就轉讓供股股份的認購權繳付香港從價印花稅。

Form C
表格丙

REGISTRATION APPLICATION FORM 登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
(僅供承讓供股股份認購權的人士填寫及簽署)

To: The Directors
Tibet Water Resources Ltd.
致：西藏水資源有限公司
列位董事 台照

Dear Sirs,
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum and articles of association of the Company. I/We have read the conditions and procedures for transfer set out in the enclosed sheet and agree to be bound thereby.

敬啟者：
本人／吾等謹請閣下以本人／吾等名義登記表格甲內乙欄所列的供股股份數目。本人／吾等同意按照本暫定配額通知書及供股章程所載的條款，並在貴公司的組織章程大綱及細則規限下接納該等供股股份。本人／吾等已細閱附頁所載各項條件及轉讓手續並同意受其約束。

Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」符號	<input type="checkbox"/>
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To be completed in **BLOCK** letters in **ENGLISH**. Joint applicants should give the address of the first-named applicant only.
請用**英文大楷**填寫。聯名申請人只須填報排名首位的申請人的地址。
For Chinese applicants(s), please provide your name(s) in both English and Chinese
華裔申請人請填寫中英文姓名

Name of applicant in English 申請人英文姓名	Family name/Company name 姓氏／公司名稱	Other name(s) 名字	Name in Chinese 中文姓名／名稱
Full Name(s) of joint applicant(s) (if any) 聯名申請人(如有)全名			
Address in English (Joint applicants should give the address of the first-named applicant only) 英文地址 (聯名申請人只須填報排名首位的申請人的地址)			
Occupation 職業			Telephone no. 電話號碼
Dividend instructions 股息指示			
Name and address of bank 銀行名稱及地址			Bank account no. 銀行賬戶號碼

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicants must sign)
申請人簽署(所有聯名申請人均須簽署)

Date:
日期：_____

Hong Kong ad valorem stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of the rights to subscribe for the Rights Shares if this form is completed.

如已填妥此表格，則轉讓人及承讓人均須就轉讓供股股份的認購權繳付香港從價印花稅。

TO ACCEPT THIS PROVISIONAL ALLOTMENT OF RIGHTS SHARES IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE REGISTRAR, UNION REGISTRARS LIMITED, AT SUITES 3301-04, 33/F., TWO CHINACHEM EXCHANGE SQUARE, 338 KING'S ROAD, NORTH POINT, HONG KONG, TOGETHER WITH A REMITTANCE BY CHEQUE OR CASHIER'S ORDER IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE REGISTRAR BY NOT LATER THAN 4:00 P.M. ON MONDAY, 9 JANUARY 2023 (OR, UNDER BAD WEATHER AND/OR EXTREME CONDITIONS, SUCH LATER DATE AND/OR TIME AS MENTIONED IN THE SECTION HEADED "EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES" OF THE ENCLOSED SHEET). ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS BY CHEQUES WHICH MUST BE DRAWN ON AN ACCOUNT WITH, OR BY CASHIER'S ORDERS WHICH MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO "TIBET WATER RESOURCES LTD." AND CROSSED "ACCOUNT PAYEE ONLY". INSTRUCTIONS ON TRANSFER AND SPLITTING ARE SET OUT IN THE ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.

閣下如欲接納全部供股股份的暫定配額，必須最遲於二零二三年一月九日(星期一)下午四時正(或於惡劣天氣及／或極端情況下，則於附頁「惡劣天氣及／或極端情況對接納供股股份及繳付股款之最後時限的影響」一節所述的有關較後日期及／或時間)，將本暫定配額通知書整份連同以港元的支票或銀行本票繳付表格甲內丙欄所示的全數股款交回股份登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)並獲股份登記處收訖。所有股款必須以港元的支票或銀行本票繳付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「TIBET WATER RESOURCES LTD.」及以「只准入抬頭人賬戶」方式劃線開出。有關轉讓及分拆的指示載於附頁。本公司將不會就有關股款另發收據。

WARNING

It should be noted that the Rights Shares are expected to be dealt in their nil-paid form from Friday, 23 December 2022 to Wednesday, 4 January 2023, both days inclusive.

The Rights Issue is subject to the fulfilment of the conditions set out under the section headed "Letter from the Board – The Rights Issue – Conditions of the Rights Issue" in the Prospectus. Shareholders and potential investors of the Company should note that if the conditions of the Rights Issue are not satisfied, the Rights Issue will not proceed. Any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

Each person accepting the provisional allotment specified in this PAL confirms that he/she/it has read the terms and conditions and acceptance procedures set out in the enclosed sheet and in the Prospectus and agrees to be bound by them.

警告

謹請注意，供股股份預計將由二零二二年十二月二十三日(星期五)起至二零二三年一月四日(星期三)止(包括首尾兩天)以未繳股款方式買賣。

供股須待供股章程「董事會函件－供股－供股之條件」一節所載的條件達成後，方可作實。本公司股東及潛在投資者務請注意，倘供股條件未有達成，則供股將不會進行。凡以未繳股款形式買賣供股股份的股東，將因此承擔供股可能不會成為無條件或可能不會進行的風險。擬買賣股份或未繳股款供股股份的股東或其他人士應諮詢其專業顧問的意見。

接納本暫定配額通知書所示暫定配額的每名人士確認，其已閱讀隨附頁面及供股章程所載的條款及條件以及接納程序，並同意受其約束。

**A SEPARATE CHEQUE OR CASHIER'S ORDER MUST ACCOMPANY EACH ACCEPTANCE
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

**每份接納須隨附一張獨立開出的支票或銀行本票
本公司將不會就股款另發收據**



Tibet Water Resources Ltd.
西藏水資源有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1115)

Dear Qualifying Shareholders,

21 December 2022

INTRODUCTION

Reference is made to the prospectus of Tibet Water Resources Ltd. (the “**Company**”) dated 21 December 2022 (the “**Prospectus**”). Terms defined in the Prospectus shall have the same meanings when used herein unless the context requires otherwise.

In accordance with the terms set out in the Prospectus accompanying this PAL, the Directors have provisionally allotted to you the Rights Shares on the basis of one (1) Rights Share for every three (3) existing Shares registered in your name(s) on the register of members of the Company as at the Record Date (i.e. Tuesday, 20 December 2022) at the subscription price of HK\$0.385 per Rights Share. Your holding of the Shares as at the Record Date is set out in Box A of Form A and the number of Rights Shares provisionally allotted to you is set out in Box B of Form A.

The Prospectus Documents are not intended to, have not been and will not be registered under the applicable securities legislation of any jurisdictions other than (i) Hong Kong; and (ii) the PRC as mentioned in the section headed “Letter from the Board — The Rights Issue — Rights of PRC Southbound Trading Investors” in the Prospectus. No action has been taken by the Company to permit the offering of the Rights Shares or the distribution of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong.

No persons receiving a copy of the Prospectus or a PAL in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant territory or jurisdiction, such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. It is the responsibility of any person (including but not limited to Shareholders and beneficial owners of the Shares, any agent, custodian, nominee or trustee) outside Hong Kong wishing to make on his/her/its/their behalf an application for the Rights Shares under the Rights Issue to satisfy himself/herself/itself/themselves as to the observance of the laws and regulations of all relevant territories and jurisdictions including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Thus, should the Company suffer any losses or damages due to non-compliance with the relevant laws of such territory or jurisdiction by any such Overseas Shareholder and/or resident, the Overseas Shareholder and/or resident shall be responsible to compensate the Company for the same. The Company shall not be obliged to issue the nil-paid Rights Shares or fully-paid Rights Shares to any such Overseas Shareholder and/or resident, if at the Company’s absolute discretion issuing the nil-paid Rights Shares or fully-paid Rights Shares to them does not comply with the relevant laws of such territory or jurisdiction. No application for Rights Shares will be accepted from the Prohibited Shareholders (if any). The Company reserves the right to refuse at its absolute discretion to accept any application for Rights Shares where it believes that acceptance would violate the applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

RIGHTS SHARES

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the existing Shares in issue on the date of allotment and issue of the Rights Shares. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which may be declared, made or paid on or after the date of allotment and issue of the fully-paid Rights Shares.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their licensed securities dealer(s) or other professional adviser(s) for details of those settlement arrangements and how such arrangements will affect their rights and interests.

PROCEDURE FOR APPLICATION AND PAYMENT

To take up your provisional allotment of Rights Shares in full, you must lodge the whole of this PAL intact and in accordance with the instructions printed herein with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C of Form A in this PAL, by no later than 4:00 p.m. on Monday, 9 January 2023 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares" below). All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "**TIBET WATER RESOURCES LTD.**" and crossed "**ACCOUNT PAYEE ONLY**". Any payments for the Rights Shares should be rounded up to 2 decimal places. Such payment will constitute acceptance of the provisional allotment of Rights Shares on the terms of this PAL and the Prospectus and subject to the memorandum and articles of association of the Company. No receipt will be given for any application monies received.

It should be noted that unless this PAL, duly completed, together with the appropriate remittance for the amount shown in Box C of Form A in this PAL, has been lodged with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, by not later than 4:00 p.m. on Monday, 9 January 2023 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares" below), whether by the original allottee or any person to whom the provisional allotment has been validly transferred, this PAL and all rights and entitlements hereunder will be deemed to have been declined and will be cancelled. The Company is not obliged to but may (at its sole and absolute discretion) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete such incomplete PAL(s) at a later stage.

Completion and return of this PAL by anyone outside Hong Kong will constitute a warranty and representation to the Company, from such person, that all registration, legal and regulatory requirements of all relevant jurisdictions other than Hong Kong, in connection with this PAL and any acceptance of it, have been, or will be, duly complied with. The Company reserves the right to refuse at its absolute discretion to accept any application for the Rights Shares where it believes that in doing so would violate the applicable securities legislations or other laws or regulations of any jurisdiction. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the above representation or warranty.

TRANSFER AND SPLITTING

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) of this PAL and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) of this PAL and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C of Form A of this PAL with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong so as to be received by not later than 4:00 p.m. on Monday, 9 January 2023 (or, under bad weather and/or extreme conditions, such later date and/or time as mentioned in the section headed "Effect of Bad Weather and/or Extreme Conditions on the Latest Time for Acceptance of and Payment for the Rights Shares" below).

If you wish to accept only part of your provisional allotment or to transfer part of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, or to transfer all or part of your rights to more than one person (not as joint holders), the original PAL must be surrendered and lodged for cancellation by not later than 4:00 p.m. on Thursday, 29 December 2022 with the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations as required, which will be available for collection at the Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong after 9:00 a.m. on the second Business Day after the date of your surrender of the original PAL. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights. The Company is not obliged to but may (at its sole and absolute discretion) treat PAL(s) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require the relevant person(s) to complete such incomplete PAL(s) at a later stage.

All remittances must be made in Hong Kong dollars by cheques which must be drawn on an account with, or by cashier's orders which must be issued by, a licensed bank in Hong Kong and made payable to "**TIBET WATER RESOURCES LTD.**" and crossed "**ACCOUNT PAYEE ONLY**".

CONDITIONS OF THE RIGHTS ISSUE

The Rights Issue is subject to the fulfilment of the conditions set out under the section headed "Letter from the Board – The Rights Issue – Conditions of the Rights Issue" in the Prospectus. **If any of the conditions of the Rights Issue is not fulfilled at or before 5:00 p.m. on Thursday, 19 January 2023 (or such later date as the Company may determine), the Rights Issue will not proceed.**

CHEQUES AND CASHIER'S ORDER

All cheques and cashier's orders accompanying completed PALs will be presented for payment immediately upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of the PAL with a cheque or a cashier's order in payment for the Rights Shares, whether by a Qualifying Shareholder or any nominated transferee, will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and in that event the relevant provisional allotment of Rights Shares and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. You must pay the exact amount payable upon application for Rights Shares, and any underpaid application will be rejected. In the event of an overpaid application, a refund cheque, without interest, will be made out to you only if the overpaid amount is HK\$100 or above. No receipt will be issued in respect of any PAL and/or relevant remittance received.

SHARE CERTIFICATES FOR THE RIGHTS SHARES AND REFUND CHEQUES

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post to their registered address, at their own risks, on or before Monday, 30 January 2023. Those entitled, except HKSCC Nominees Limited, and in the case of joint Qualifying Shareholders, the first-named Qualifying Shareholder, will receive one share certificate for all the Rights Shares in fully-paid form, allotted and issued thereto.

If the Rights Issue does not become unconditional, the remittance received in respect of acceptances of the Rights Shares will be returned to the Qualifying Shareholders or such other persons to whom the Rights Shares in the nil-paid form have been validly transferred or, in the case of joint acceptances, to the first-named person, without interest, by means of cheques despatched by ordinary post at the risk of such Qualifying Shareholders or such other persons to their registered addresses by the Registrar, Union Registrars Limited, on or before Monday, 30 January 2023.

FRACTIONAL ENTITLEMENTS

The Company will not provisionally allot and will not accept application for any fractions of the Rights Shares. All fractions of the Rights Shares will be aggregated (and rounded down to the nearest whole number) and sold by the Company in the open market if a premium (net of expenses) can be obtained. Any unsold fractions of the Rights Shares will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

NON-UNDERWRITTEN BASIS

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. Any Untaken Shares or NQS Unsold Rights Shares remain not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

As the Rights Issue will proceed on a non-underwritten basis, any Shareholder who applies to take up all or part of his/her/its entitlement under the PAL may unwittingly incur an obligation to make a general offer under the Takeovers Code, unless a waiver from the Executive (as defined in the Takeovers Code) has been obtained. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders to apply on the basis that if the Rights Shares are not fully taken up, the application of any Qualifying Shareholder (except for HKSCC Nominees Limited) for his/her/its entitlement under the PAL be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance with the note to Rule 7.19(5)(b) of the Listing Rules.

Please refer to the section headed "Letter from the Board – The Rights Issue – Procedures in respect of the Untaken Shares and the NQS Unsold Rights Shares and the Compensatory Arrangements" in the Prospectus for details of the procedures in respect of the Untaken Shares or NQS Unsold Rights Shares.

EFFECT OF BAD WEATHER AND/OR EXTREME CONDITIONS ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The Latest Time for Acceptance will not take place as scheduled at the time indicated above if there is a tropical cyclone warning signal number 8 or above, a "black" rainstorm warning signal, or "extreme conditions" caused by super typhoons issued by the Hong Kong Observatory:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Monday, 9 January 2023. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Monday, 9 January 2023. Instead the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Monday, 9 January 2023, the dates of the events subsequent to the Latest Time for Acceptance mentioned in the section headed "Expected Timetable" in the Prospectus may be affected. The Company will notify the Shareholders by way of announcement(s) of any changes to the expected timetable as soon as practicable.

NOTICE TO THE PRC SOUTHBOUND TRADING INVESTORS

The PRC Southbound Trading Investors who hold Shares through ChinaClear as nominee under China Connect can participate in the Rights Issue through ChinaClear. ChinaClear will provide nominee services for the PRC Southbound Trading Investors to (i) sell (in full or in part) their nil-paid Rights Shares on the Stock Exchange; and/or (ii) subscribe for the Rights Shares (in full or in part) for their pro rata entitlement in respect of Shares held on the Record Date at the Subscription Price under the Rights Issue in accordance with the relevant laws and regulations. In addition, according to the PRC legal adviser of the Company, the PRC Southbound Trading Investors (or the relevant ChinaClear participants as the case may be) whose stock accounts are credited with nil-paid Rights Shares could only sell those nil-paid Rights Shares on the Stock Exchange under China Connect but could not purchase any other nil-paid Rights Shares nor transfer any nil-paid Rights Shares to other PRC Southbound Trading Investors. The PRC Southbound Trading Investors cannot sell or subscribe for Rights Shares until after the Company completes its filing with the CSRC.

WARNING OF THE RISKS OF DEALING IN SHARES AND RIGHTS SHARES

The Rights Issue is subject to the fulfilment of conditions including, among other things, the Stock Exchange granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the section headed “Letter from the Board – The Rights Issue – Conditions of the Rights Issue” in the Prospectus. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.

Subject to fulfillment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. The Cayman legal advisers of the Company have confirmed that there are no applicable statutory requirements regarding minimum subscription levels in respect of the Rights Issue. Any Untaken Shares and NQS Unsold Rights Shares will be placed to independent places on a best effort basis under the Compensatory Arrangements. There will be no excess application arrangements in relation to the Rights Issue. Any Untaken Shares and NQS Unsold Rights Shares not placed under the Compensatory Arrangements will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Investors are advised to exercise caution when dealing in the Shares.

Any dealings in the Shares up to the date on which all the conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.

GENERAL

Lodgement of this PAL with, where relevant, the “Form of transfer and nomination” (Form B) of this PAL purporting to have been signed by the person(s) in whose favour this PAL has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive a split letter of allotment and/or the certificates for Rights Shares.

Further copies of the Prospectus are available at the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong during normal business hours from Wednesday, 21 December 2022 to Monday, 9 January 2023.

All documents, including refund cheques, will be sent by ordinary post at the risks of the relevant applicants or other persons entitled thereto to their registered addresses by the Registrar. Any refund cheques will be drawn in favour of the person named on this form (or in case of joint applicants, the first-named applicant).

This PAL and all acceptances of the offer contained herein shall be governed by and construed in accordance with the laws of Hong Kong.

PERSONAL DATA COLLECTION — PAL

By completing, signing and submitting the forms accompanying this PAL, you agree to disclose to the Company, the Registrar and/or their respective advisers and agents personal data and any information which they require about you or the person(s) for whose benefit you have made the acceptance of the provisional allotment of the Rights Shares. The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) provides the holders of securities with rights to ascertain whether the Company or the Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Personal Data (Privacy) Ordinance, the Company and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company, at its principal place of business in Hong Kong at Unit D, 23rd Floor, United Centre, 95 Queensway, Admiralty, Hong Kong or as notified from time to time in accordance with applicable law, for the attention of the company secretary of the Company, or (as the case may be) to the Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for the attention of privacy compliance officer.

Yours faithfully,
By Order of the Board
Tibet Water Resources Ltd.
CHOW Wai Kit
Executive Director and Company Secretary



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)

敬啟者：

緒言

茲提述西藏水資源有限公司(「本公司」)日期為二零二二年十二月二十一日的供股章程(「供股章程」)。除非文義另有所指，否則供股章程所界定的詞彙於本文件中使用時具有相同涵義。

根據本暫定配額通知書隨附的供股章程所載條款，董事已向閣下暫定配發供股股份，基準為於記錄日期(即二零二二年十二月二十日(星期二))的本公司股東名冊所示以閣下名義登記每三(3)股現有股份獲發一(1)股供股股份，認購價為每股供股股份0.385港元。閣下於記錄日期持有的股份列於表格甲內甲欄，而閣下獲暫定配發的供股股份數目則列於表格甲內乙欄。

供股章程文件不擬、未曾亦不會根據(i)香港；及(ii)中國(如供股章程「董事會函件－供股－中國港股通投資者的權利」一節所述)境外任何司法權區的適用證券法例登記。本公司概無採取任何行動以獲批准於香港境外任何地區或司法權區提呈供股股份或派發供股章程或暫定配額通知書。

於香港境外任何地區或司法權區接獲供股章程或暫定配額通知書的人士，不得視之為申請供股股份的要約或邀請，除非有關要約或邀請可於有關地區或司法權區合法地作出而毋須遵守任何登記或其他法律或監管規定。任何擬在香港境外地區為其自身利益申請供股項下供股股份的人士(包括但不限於股東及股份的實益擁有人、任何代理、託管商、代名人或受託人)，須自行遵守所有相關地區及司法權區的法律及法規(包括取得任何政府或其他同意)，並繳付有關地區或司法權區規定就此須繳付的任何稅項、徵稅及其他款項。因此，倘本公司因任何有關海外股東及／或居民未有遵守有關地區或司法權區的相關法律而蒙受任何損失或損害，則該名海外股東及／或居民須負責就此向本公司作出賠償。倘本公司全權酌情認為向任何有關海外股東及／或居民發行未繳股款供股股份或繳足股款供股股份不符合有關地區或司法權區的相關法律，則本公司並無義務向其發行未繳股款供股股份或繳足股款供股股份。本公司將不會接納受禁制股東(如有)的供股股份認購申請。倘本公司相信接納任何供股股份申請會觸犯香港境外任何司法權區的適用證券或其他法律或法規，則本公司保留權利全權酌情拒絕接納有關申請。

供股股份

供股股份(於配發、發行及繳足股款時)將在各方面與於供股股份配發及發行日期的現有已發行股份享有同等地位。繳足股款供股股份的持有人將有權收取於繳足股款供股股份配發及發行日期或之後可能宣派、作出或派付的所有未來股息及分派。

待供股股份獲准以未繳股款及繳足股款形式於聯交所上市及買賣，以及遵守香港結算的股份收納規定後，供股股份將以未繳股款及繳足股款形式獲香港結算接納為合資格證券，可於中央結算系統內寄存、結算及交收，自供股股份分別以未繳股款及繳足股款形式開始於聯交所買賣當日或香港結算釐定的其他日期起生效。聯交所參與者之間於任何交易日進行的交易須於其後第二個交收日在中央結算系統內交收。中央結算系統內的所有活動均須遵守不時生效的中央結算系統一般規則及中央結算系統運作程序規則。有關該等交收安排及該等安排如何影響股東之權利及權益的詳情，股東應尋求彼等之持牌證券交易商或其他專業顧問的意見。

申請及繳付股款的手續

閣下如欲承購全部供股股份的暫定配額，必須最遲於二零二三年一月九日(星期一)下午四時正(或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣及／或極端情況對接納供股股份及繳付股款之最後時限的影響」一節所述的較後日期及／或時間)，按照本暫定配額通知書印備的指示將本暫定配額通知書整份連同本暫定配額通知書表格甲內丙欄所示的於接納時應繳付的全數股款，送交股份登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)。所有股款必須以港元的支票或銀行本票繳付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「**TIBET WATER RESOURCES LTD.**」及以「只准入抬頭人賬戶」方式劃線開出。供股股份之任何股款應向上調整至兩個小數位。繳付股款即表示按照本暫定配額通知書及供股章程的條款以及在本公司之組織章程大綱及細則的規限下接納供股股份暫定配額。本公司將不會就已收取的申請股款另發收據。

務請留意，已填妥的本暫定配額通知書連同本暫定配額通知書表格甲內丙欄所示應繳股款須最遲於二零二三年一月九日(星期一)下午四時正(或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣及／或極端情況對接納供股股份及繳付股款之最後時限的影響」一節所述的較後日期及／或時間)送交股份登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)(不論由原承配人或獲有效轉讓暫定配額的任何人士送交)，否則，本暫定配額通知書及其項下的一切權利及配額將被視作已遭放棄而被註銷。即使暫定配額通知書並未遵照相關指示填妥，本公司毋須但仍可(全權酌情決定)視該暫定配額通知書為有效，並對遞交暫定配額通知書的人士或由他人代表其遞交暫定配額通知書的人士具有約束力。本公司可能於稍後時間要求有關人士填妥尚未填妥的有關暫定配額通知書。

任何香港境外人士填妥及交回本暫定配額通知書將構成有關人士向本公司保證及聲明其已經或將會就本暫定配額通知書及其任何接納妥為遵守香港境外所有相關司法權區的一切登記、法律及監管規定。倘本公司相信接納任何供股股份申請會觸犯任何司法權區的適用證券法例或其他法律或法規，則本公司保留權利全權酌情拒絕接納有關申請。為免生疑，香港結算或香港中央結算(代理人)有限公司不受上述任何聲明或保證規限。

轉讓及分拆

閣下如欲轉讓根據本暫定配額通知書暫定配發予閣下的全部供股股份認購權，須填妥及簽署本暫定配額通知書的轉讓及提名表格(表格乙)並將本暫定配額通知書交予閣下欲向其轉讓權利的人士或經手轉讓權利的人士。然後，承讓人必須填妥及簽署本暫定配額通知書的登記申請表格(表格丙)，且必須最遲於二零二三年一月九日(星期一)下午四時正(或於惡劣天氣及／或極端情況下，則於下文「惡劣天氣及／或極端情況對接納供股股份及繳付股款之最後時限的影響」一節所述的較後日期及／或時間)，將本暫定配額通知書整份連同本暫定配額通知書表格甲內丙欄所示的於接納時應繳的全數股款，送交股份登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)並獲股份登記處收訖。

閣下如欲接納部分暫定配額，或轉讓部分根據本暫定配額通知書暫定配發予閣下的供股股份的認購權，或向超過一名人士(並非作為聯名持有人)轉讓全部或部分權利，則閣下必須最遲於二零二二年十二月二十九日(星期四)下午四時正，將此份原暫定配額通知書交回股份登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)辦理註銷，股份登記處會就此註銷原暫定配額通知書，並按所需數目發出新的暫定配額通知書，其將可於閣下交回原暫定配額通知書當日後第二個營業日上午九時正後於股份登記處(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)領取。謹請注意，閣下轉讓有關供股股份的認購權予承讓人及承讓人接納該等權利須繳付香港從價印花稅。即使暫定配額通知書並未遵照有關指示填妥，本公司毋須但仍可(全權酌情決定)視該暫定配額通知書為有效，並對遞交暫定配額通知書的人士或由他人代表其遞交暫定配額通知書的人士具有約束力。本公司可能於稍後時間要求有關人士填妥尚未填妥的有關暫定配額通知書。

所有股款必須以港元的支票或銀行本票繳付。支票須由香港持牌銀行戶口開出，銀行本票亦須由香港持牌銀行發出，並註明抬頭人為「**TIBET WATER RESOURCES LTD.**」及以「只准入抬頭人賬戶」方式劃線開出。

供股之條件

供股須待供股章程「董事會函件－供股－供股之條件」一節所載的條件達成後，方可作實。倘供股的任何條件未有於二零二三年一月十九日(星期四)下午五時正(或本公司可能釐定的較後日期)或之前達成，則供股將不會進行。

支票及銀行本票

所有隨附於已填妥暫定配額通知書的支票及銀行本票將於收取後隨即過戶，而自有關款項產生的所有利息(如有)將撥歸本公司所有。填妥並交回暫定配額通知書連同繳付所申請供股股份的股款的支票或銀行本票(不論由合資格股東或任何指名承讓人交回)，即表示申請人保證支票或銀行本票將於首次過戶時獲兌現。倘隨附的支票或銀行本票於首次過戶時未能兌現，則在不影響本公司就任何暫定配額通知書享有的其他權利的情況下，本公司保留拒絕受理有關暫定配額通知書的權利，且於該情況下，有關暫定配發的供股股份及其項下的一切權利及配額將被視作已遭放棄而被註銷。閣下必須於申請供股股份時繳付實際應繳的金額，任何未繳足股款的申請將不獲受理。倘繳付過多款額，則僅在多繳款額為100港元或以上時方會向閣下發出退款支票(不計利息)。本公司將不會就所接獲的任何暫定配額通知書及／或相關股款另發收據。

供股股份的股票及退款支票

待供股條件達成後，所有繳足股款供股股份的股票預計將於二零二三年一月三十日(星期一)或之前以普通郵遞方式按有權收取人士的登記地址寄送至該等人士，郵誤風險概由彼等自行承擔。有權收取人士(不包括香港中央結算(代理人)有限公司)(倘為聯名合資格股東，則為排名首位的合資格股東)將會就獲配發及發行的所有繳足股款供股股份獲發一張股票。

倘供股並無成為無條件，則就接納供股股份收訖之股款(不計利息)將於二零二三年一月三十日(星期一)或之前以支票方式退還合資格股東或獲有效轉讓未繳股款供股股份的其他人士(倘為聯名接納人士，則為排名首位者)，而有關支票將由股份登記處聯合證券登記有限公司以普通郵遞方式寄送至有關合資格股東或有關其他人士的登記地址，郵誤風險概由彼等自行承擔。

零碎配額

本公司將不會暫定配發任何零碎供股股份，亦將不接受對任何零碎供股股份的申請。在扣除開支後可獲得溢價的情況下，本公司將彙集(並下調至最接近整數)所有零碎供股股份並於公開市場上出售。本公司將不會發行任何仍未出售的零碎供股股份，而供股的規模將相應縮減。

非包銷基礎

待供股條件達成後，不論暫定配發供股股份獲接納的水平為何，供股均會根據非包銷基礎進行。本公司不會發行未能根據補償安排配售的未獲承購股份及不合資格股東未售出供股股份，而供股的規模將會相應縮減。

由於供股將根據非包銷基礎進行，故股東在申請認購其根據暫定配額通知書應得的全部或部分配額時，可能會無意間負上收購守則規定的全面要約的責任，但已向執行人員(定義見收購守則)取得豁免者除外。故此，本公司將根據上市規則第7.19(5)(b)條的附註就供股作出規定，在供股股份未獲全數承購時，本公司會將合資格股東(香港中央結算(代理人)有限公司除外)就其根據暫定配額通知書應得的配額提出的申請按比例減低至避免觸發相關股東負上收購守則規定的全面要約責任的水平。

有關未獲承購股份或不合資格股東未售出供股股份的程序詳情，請參閱供股章程「董事會函件－供股－有關未獲承購股份及不合資格股東未售出供股股份的程序及補償安排」一節。

惡劣天氣及／或極端情況對接納供股股份及繳付股款之最後時限的影響

倘香港天文台在下列時間發出8號或以上熱帶氣旋警告信號或「黑色」暴雨警告信號或因超強颱風而起的「極端情況」，則最後接納時限將不會按時於上述時間生效：

- (i) 於二零二三年一月九日(星期一)在香港中午十二時正前任何本地時間生效，並於當日中午十二時正後不再生效，則最後接納時限將延遲至同一個營業日下午五時正；或
- (ii) 於二零二三年一月九日(星期一)在香港中午十二時正至下午四時正之間任何本地時間生效，則最後接納時限將重新安排至下一個營業日(該等警告在香港上午九時正至下午四時正之間任何時間均無生效的日子)下午四時正。

倘最後接納時限並無於二零二三年一月九日(星期一)生效，則供股章程內「預期時間表」一節所述於最後接納時限後發生之事件的日期可能會受到影響。若預期時間表有任何改動，本公司將在實際可行情況下儘快作出公告知會股東。

中國港股通投資者注意事項

經中華通項下以中國結算為代名人持有股份的中國港股通投資者可通過中國結算參與供股。中國結算將為中國港股通投資者提供代名人服務，以(i)於聯交所出售(全部或部分)彼等的未繳股款供股股份；及／或(ii)根據相關法律及法規就彼等於記錄日期所持股份按比例以認購價認購(全部或部分)彼等於供股項下的供股股份配額。此外，根據本公司中國法律顧問的意見，於其股票戶口內記存未繳股款供股股份的中國港股通投資者(或相關中國結算參與者，視情況而定)僅可透過中華通在聯交所出售該等未繳股款供股股份，而不得購買任何其他未繳股款供股股份或將任何未繳股款供股股份轉讓予其他中國港股通投資者。於本公司完成向中國證監會備案前，中國港股通投資者不得出售或認購供股股份。

買賣股份及供股股份的風險警告

供股須待若干條件達成後，方可作實，當中包括聯交所批准供股股份以未繳股款及繳足股款形式上市及買賣。請參閱供股章程「董事會函件－供股－供股之條件」一節。本公司股東及潛在投資者務請注意，倘供股條件未有達成，則供股將不會進行。

待供股條件達成後，不論暫定配發供股股份獲接納的水平如何，供股均會根據非包銷基礎進行。本公司的開曼群島法律顧問已確認，並無有關供股最低認購水平的適用法定規定。未獲承購股份及不合資格股東未售出供股股份將根據補償安排按盡力基準配售予獨立承配人。本公司不會就供股作出額外申請安排。本公司不會發行未能根據補償安排配售的未獲承購股份及不合資格股東未售出供股股份，而供股的規模將會相應縮減。投資者於買賣股份時務請審慎行事。

直至所有供股條件達成之日為止的任何股份買賣，及以未繳股款形式買賣供股股份的股東，將因此承擔供股可能不會成為無條件或可能不會進行的風險。擬買賣股份或未繳股款供股股份的股東或其他人士應諮詢其專業顧問的意見。

一般事項

本暫定配額通知書連同(如相關)宣稱由獲發本暫定配額通知書的人士簽署的本暫定配額通知書「轉讓及提名表格」(表格乙)一經交回，即屬交回的人士有權處理有關文件及收取分拆配額函件及／或供股股份股票的不可推翻的證據。

閣下如需要額外的供股章程文本，可於二零二二年十二月二十一日(星期三)至二零二三年一月九日(星期一)正常辦公時間內在股份登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)索取。

所有文件(包括退款支票)將以普通郵遞方式由股份登記處寄送至相關申請人或有權收取的其他人士的登記地址，郵誤風險概由彼等自行承擔。任何退款支票將以名列本表格的人士(倘屬聯名申請人，則為排名首位的申請人)為抬頭人。

本暫定配額通知書及所有對其中所載要約的接納均須受香港法律規管，並按其詮釋。

收集個人資料－暫定配額通知書

填妥、簽署及交回本暫定配額通知書隨附的表格，即表示閣下同意向本公司、股份登記處及／或彼等各自的顧問及代理披露個人資料及上述各方所要求有關閣下或閣下為其利益而接納暫定配發的供股股份的人士的任何資料。香港法例第486章個人資料(私隱)條例賦予證券持有人權利，可查證本公司或股份登記處是否持有其個人資料、索取有關資料的副本及更正任何不準確的資料。根據個人資料(私隱)條例，本公司及股份登記處有權就處理任何查閱資料的要求收取合理費用。有關查閱資料或更正資料的所有要求，或索取有關政策及常規以及所持資料類型的資料的所有要求，應當寄送至本公司於香港的主要營業地點(地址為香港金鐘金鐘道95號統一中心23樓D室)或根據適用法律不時通知的地址，並以本公司的公司秘書為收件人；或(視情況而定)寄送至股份登記處聯合證券登記有限公司(地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室)，並以私隱條例事務主任為收件人。

此 致

列位合資格股東 台照

承董事會命
西藏水資源有限公司
執行董事兼公司秘書
周偉傑
謹啟

二零二二年十二月二十一日