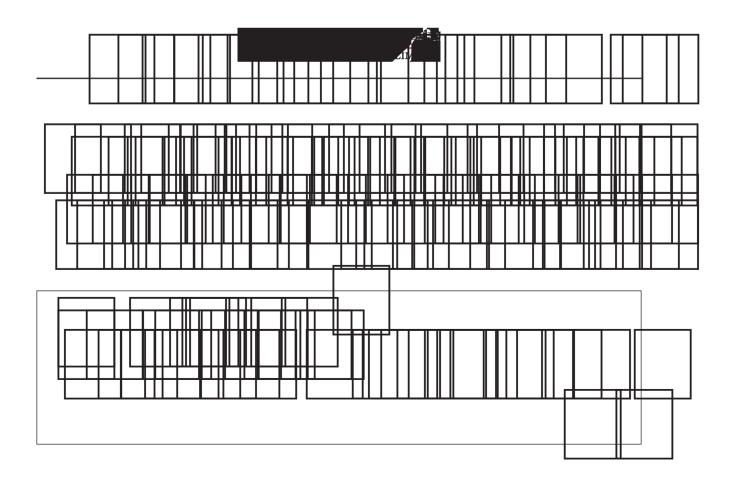
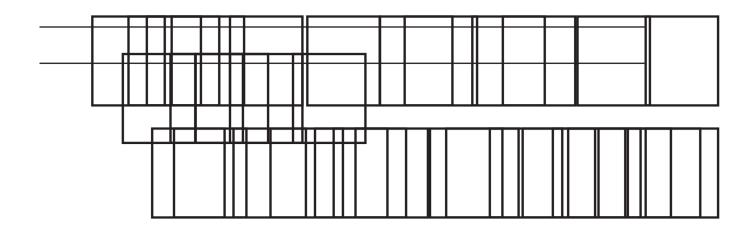


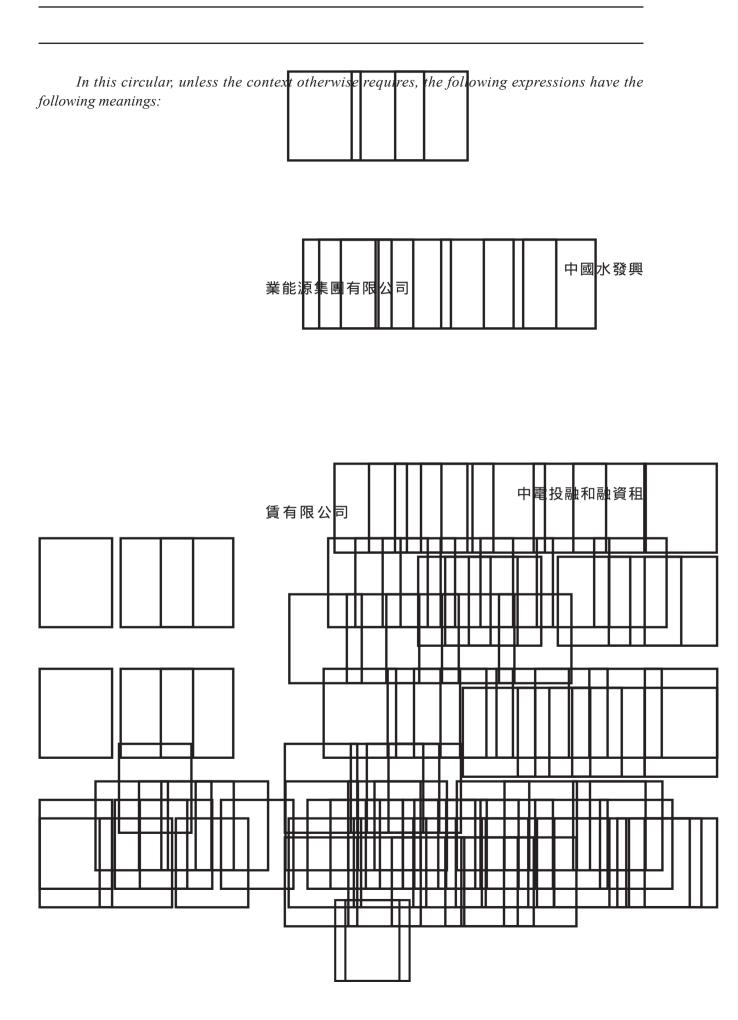
中國水發興業能源集團有限公司

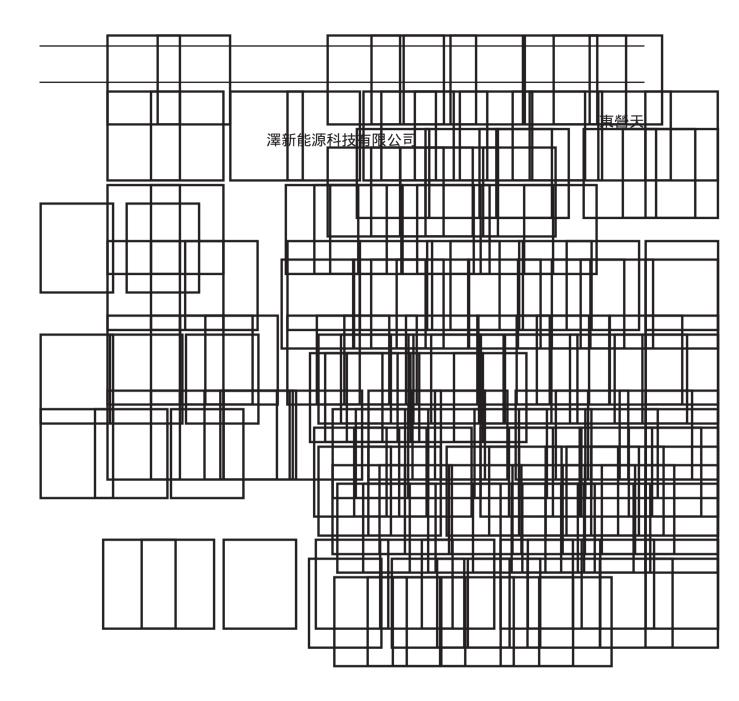
(incorporated in Bermuda with limited liability)

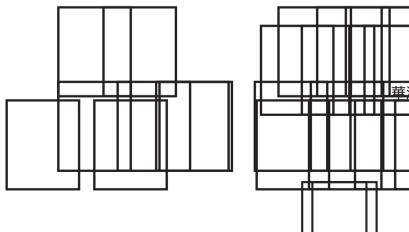


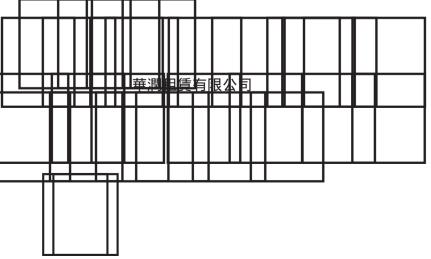
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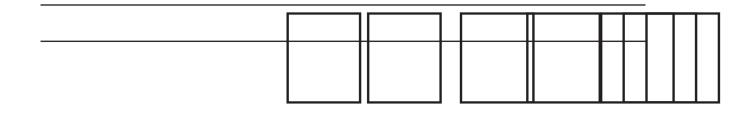


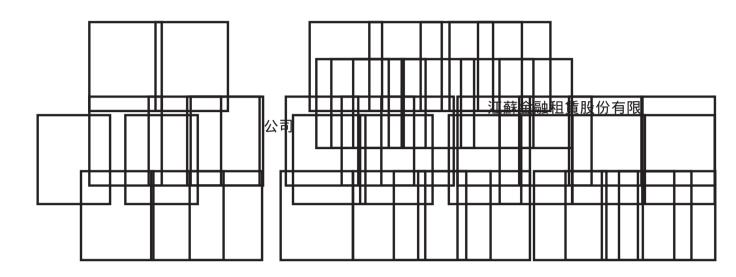








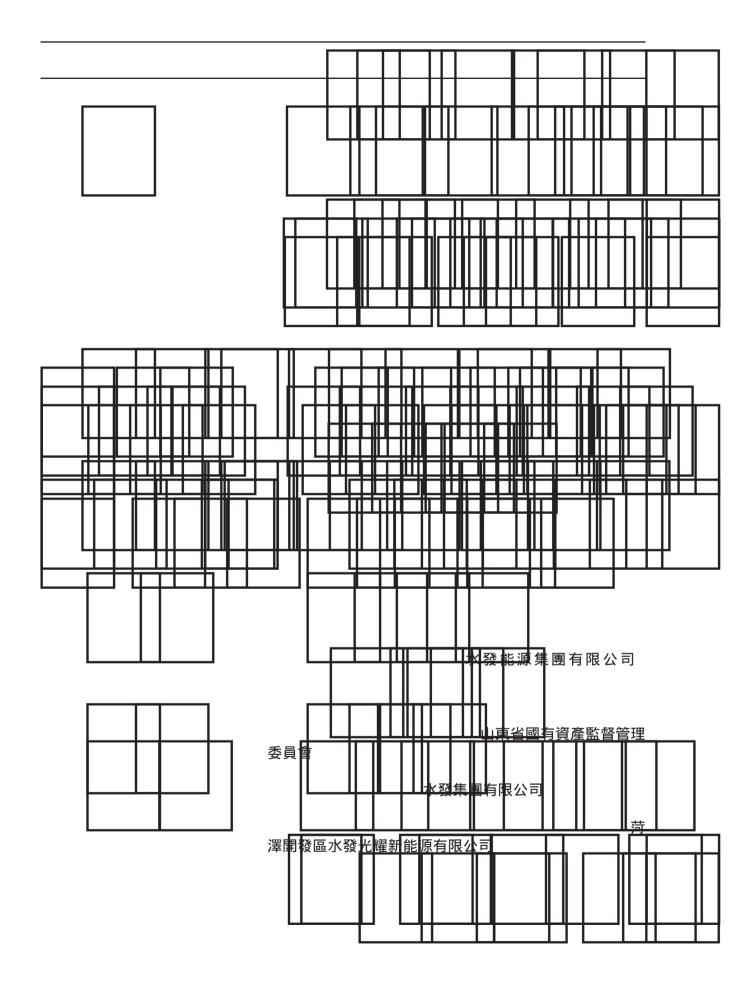


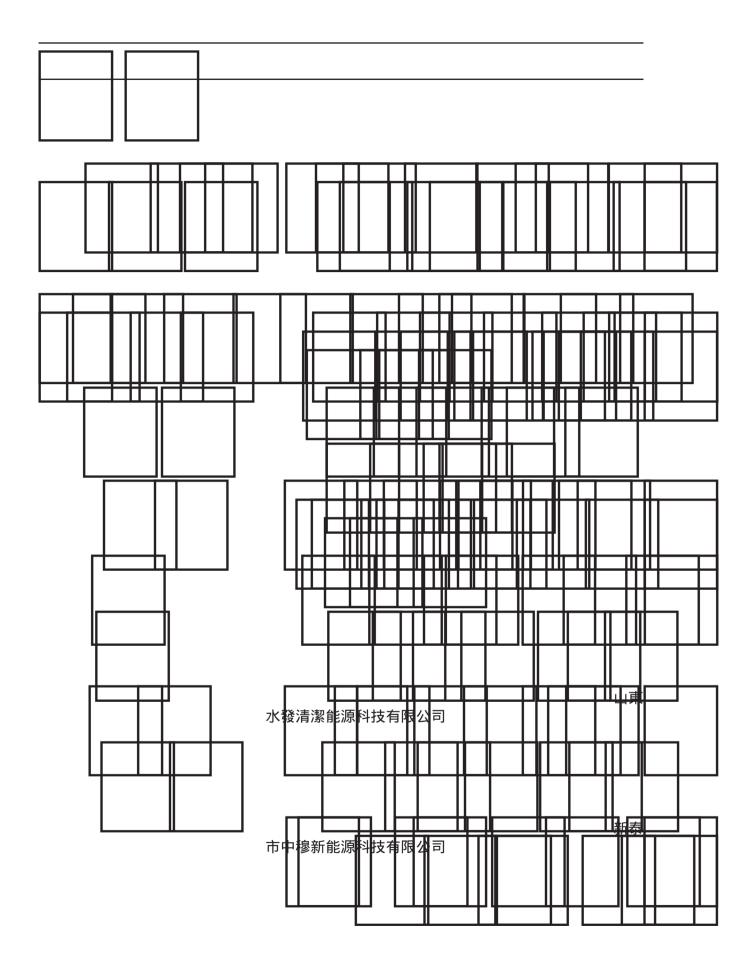


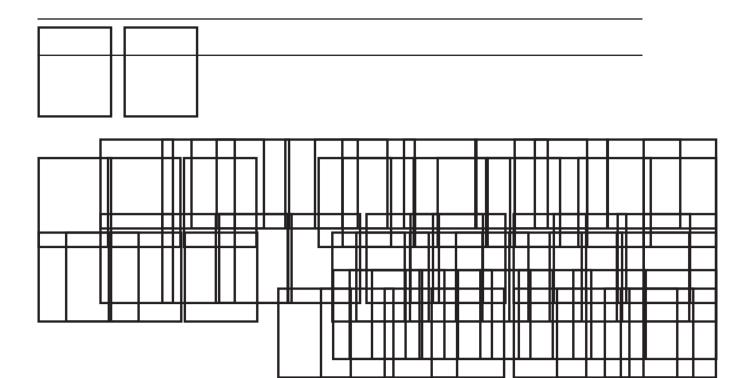
<u>尤尼泰振</u>青會計師事務所(特殊普通合夥)



股份有限公司





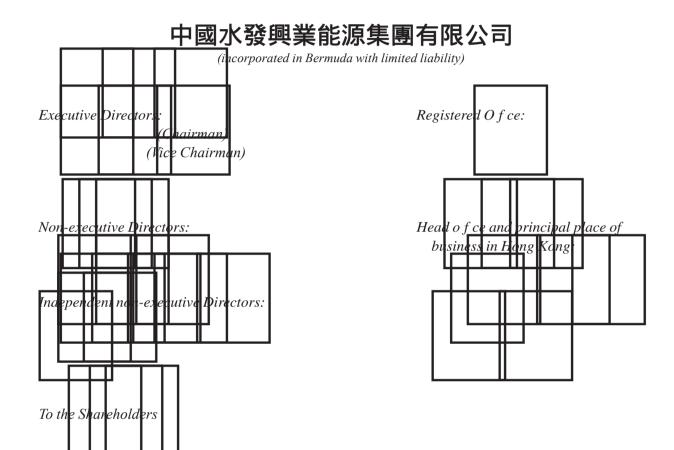


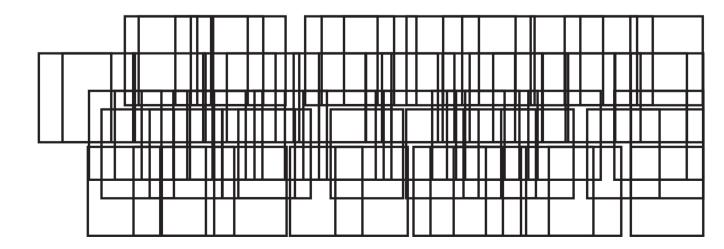
In this circular, if there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC or Chinese government authorities or departments and their English translations, the Chinese names shall prevail.

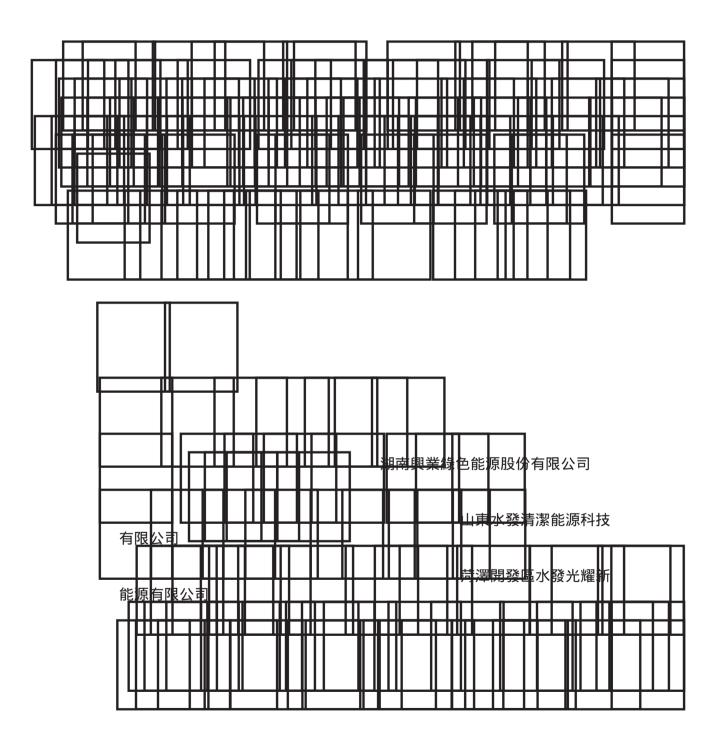
Unless otherwise specified in circular, translations of RMB into HK\$ are made in this circular, for illustration only, at the rate of RMB1.0 = HK\$1.2. No representation is made that any amounts in RMB or HK\$ could have been or could be converted at that rate or at any other rate.

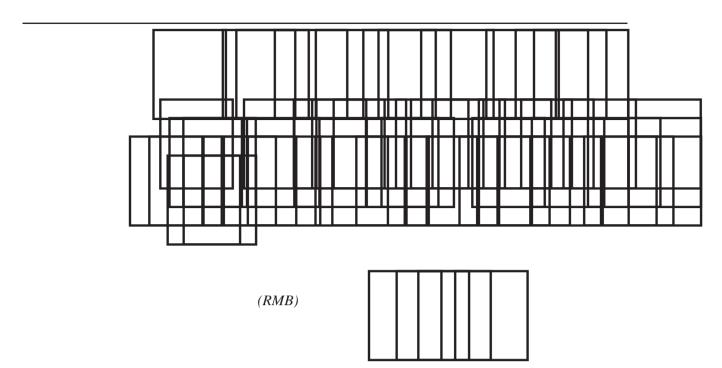


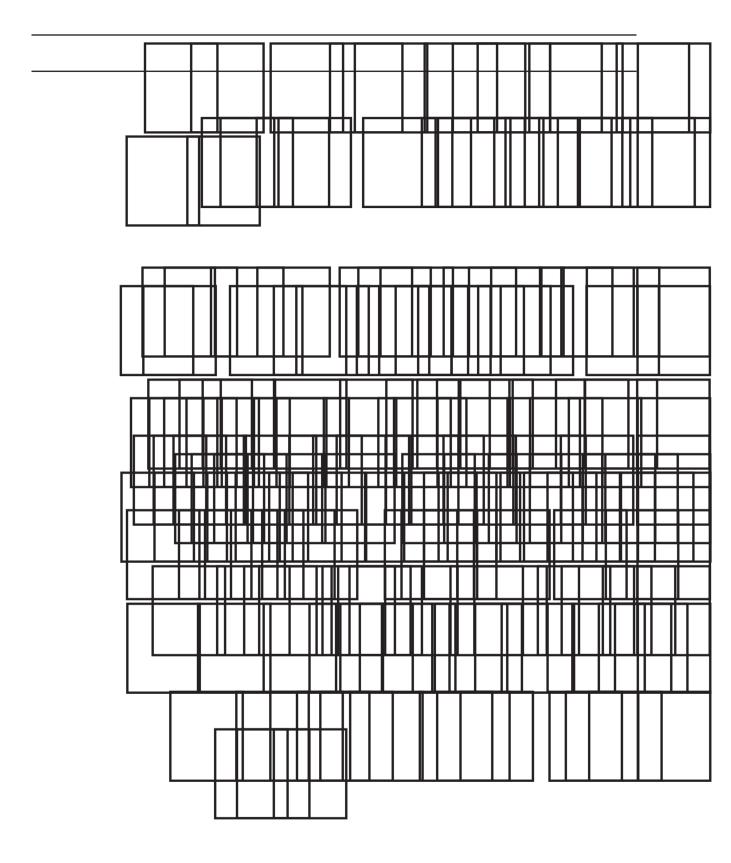


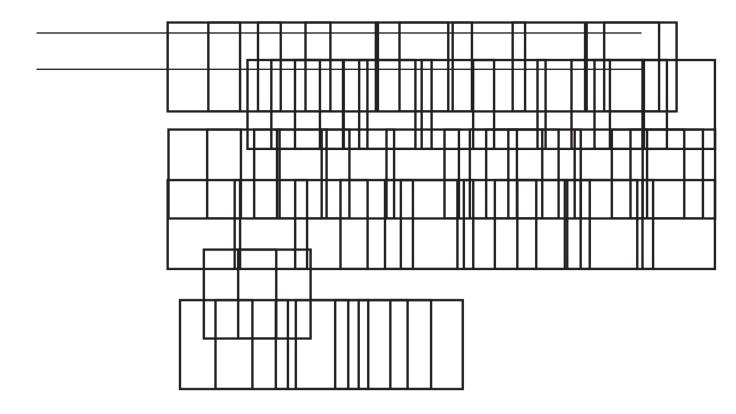


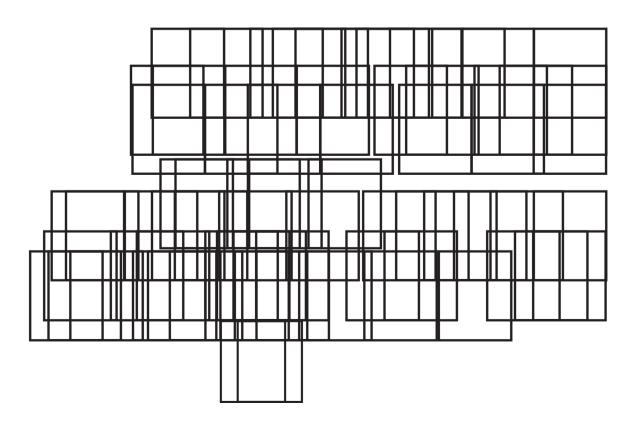


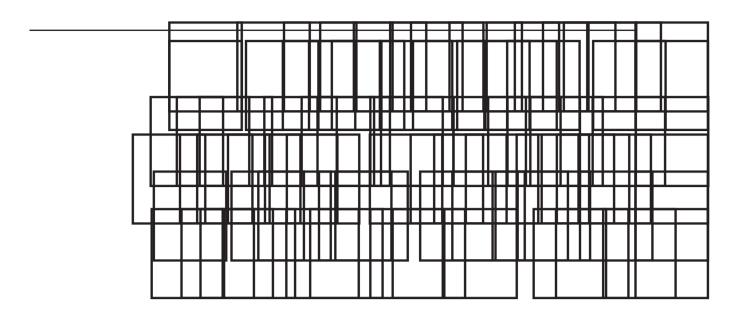




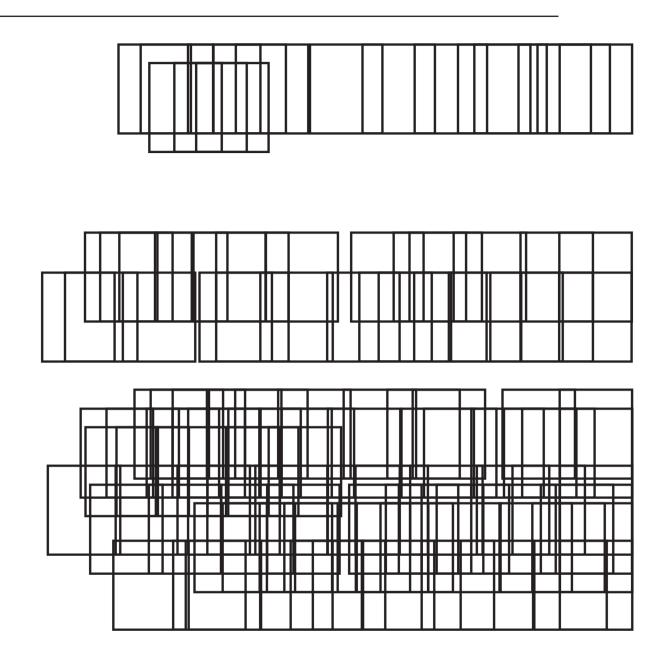


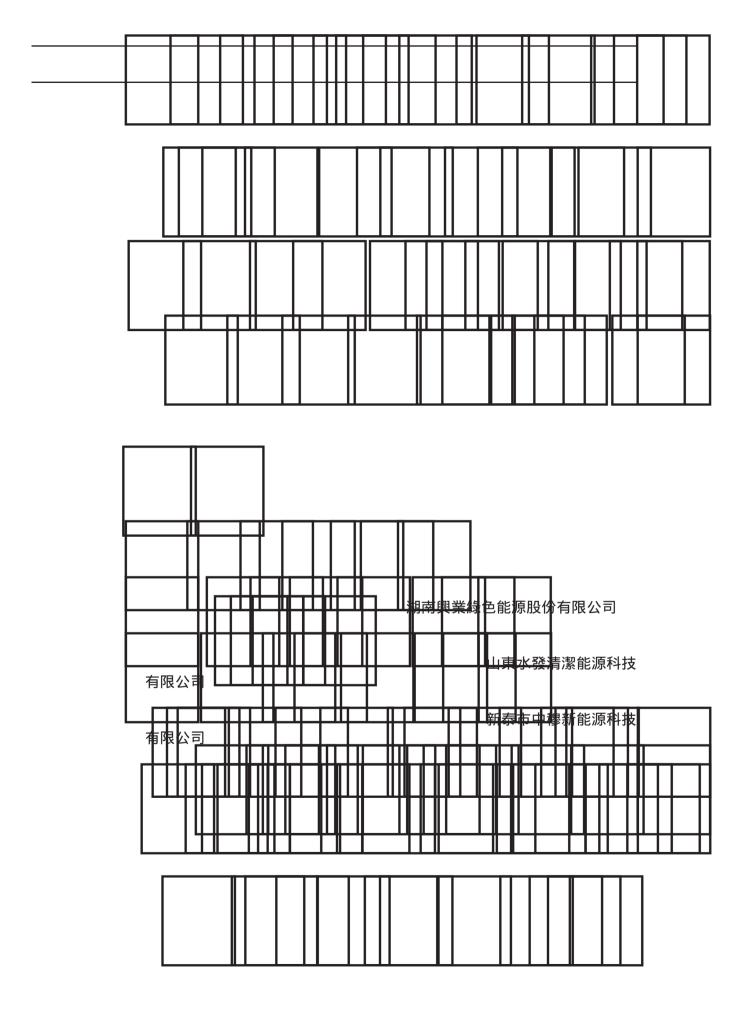


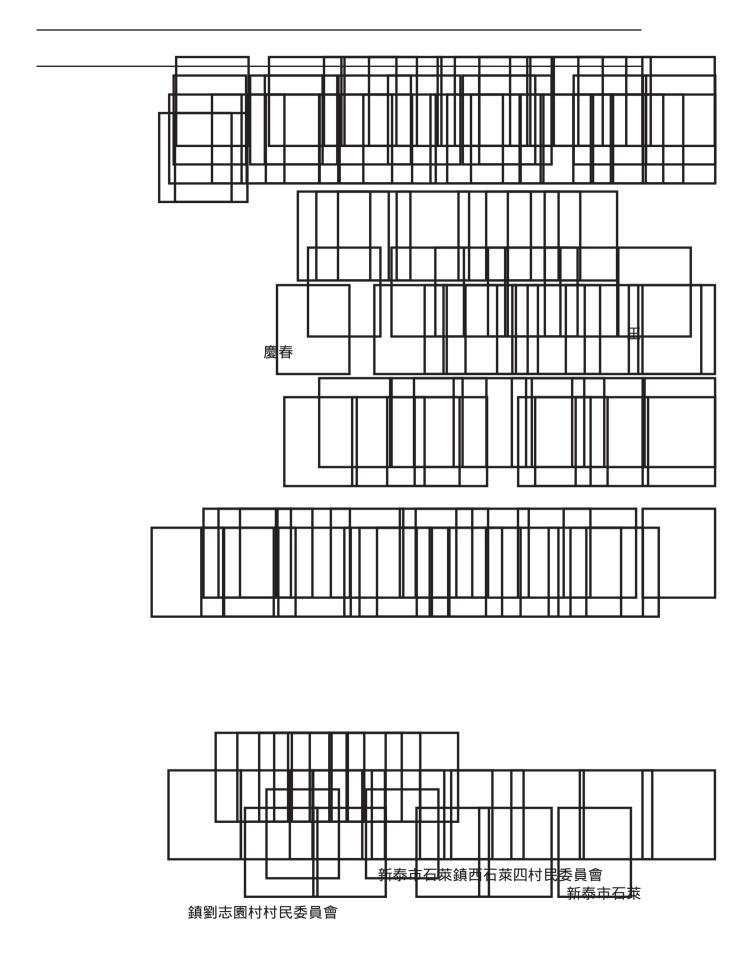


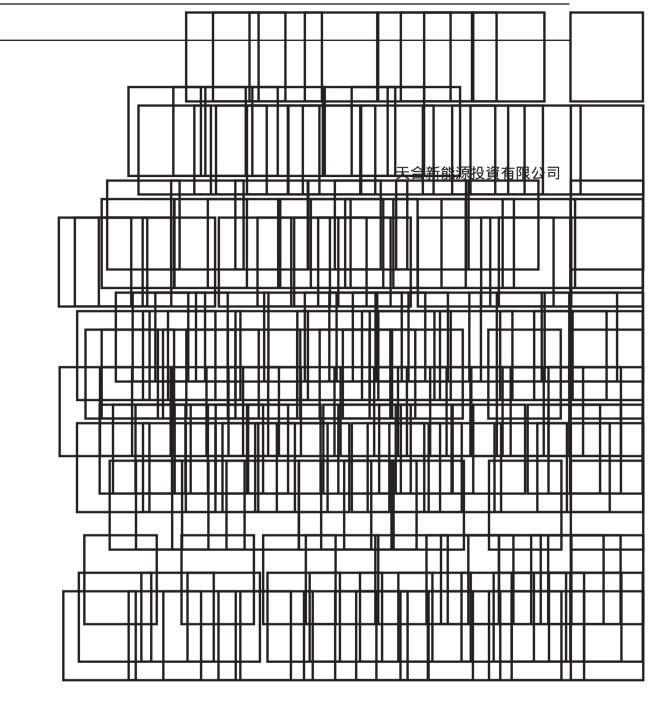


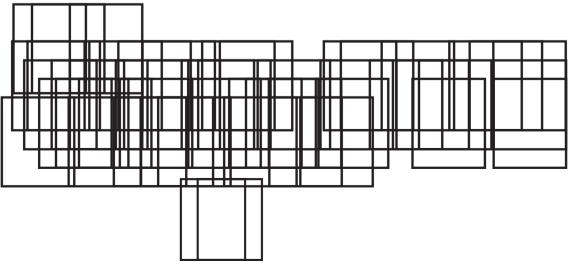


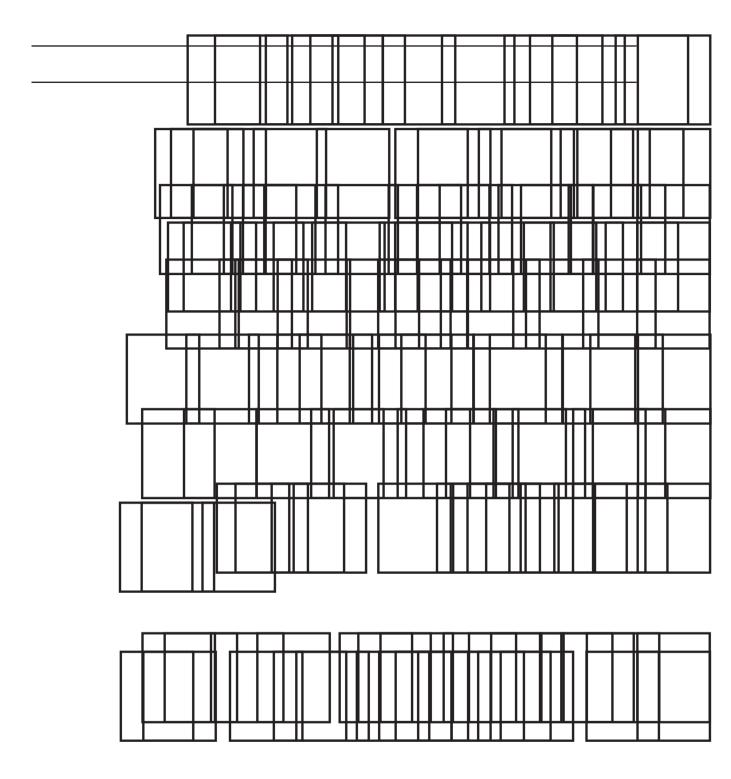


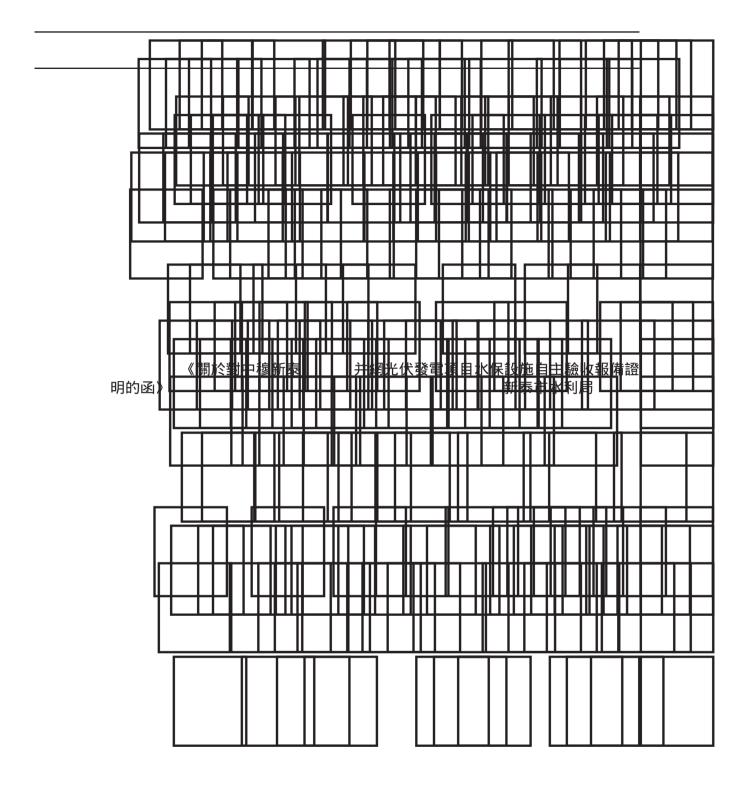


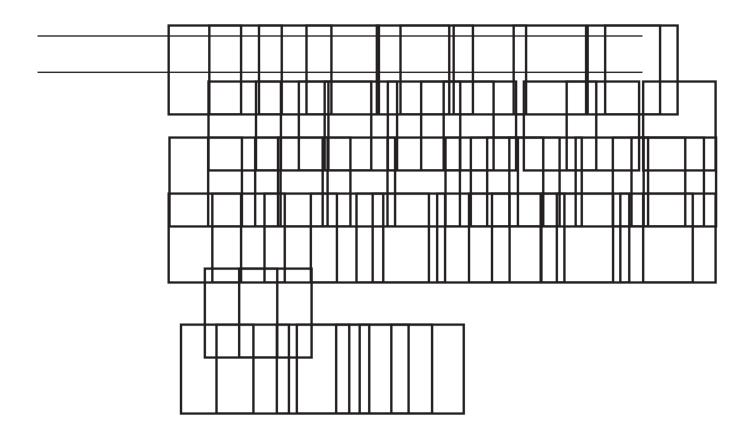


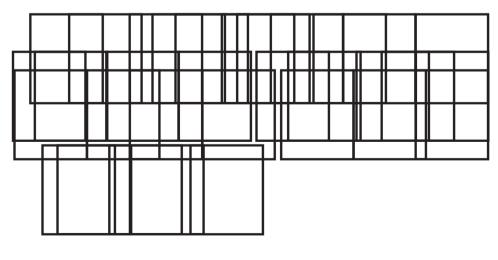




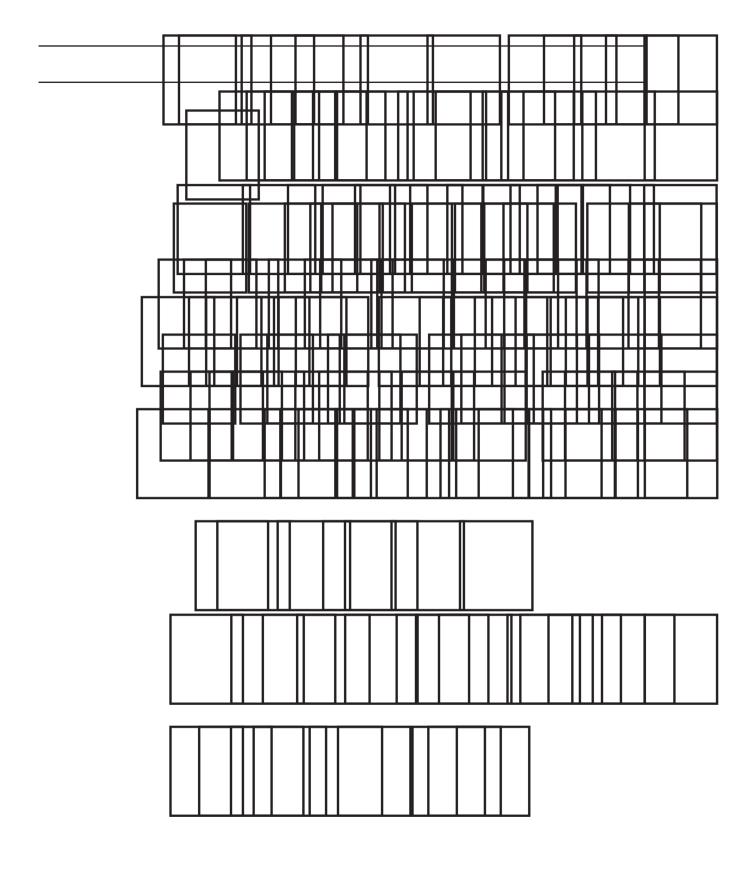




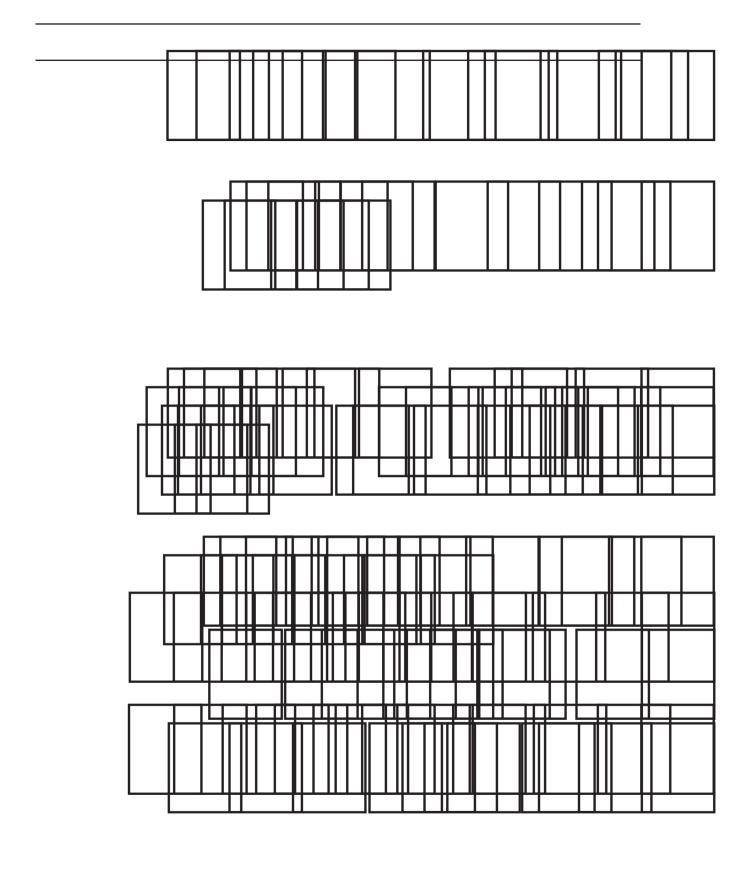


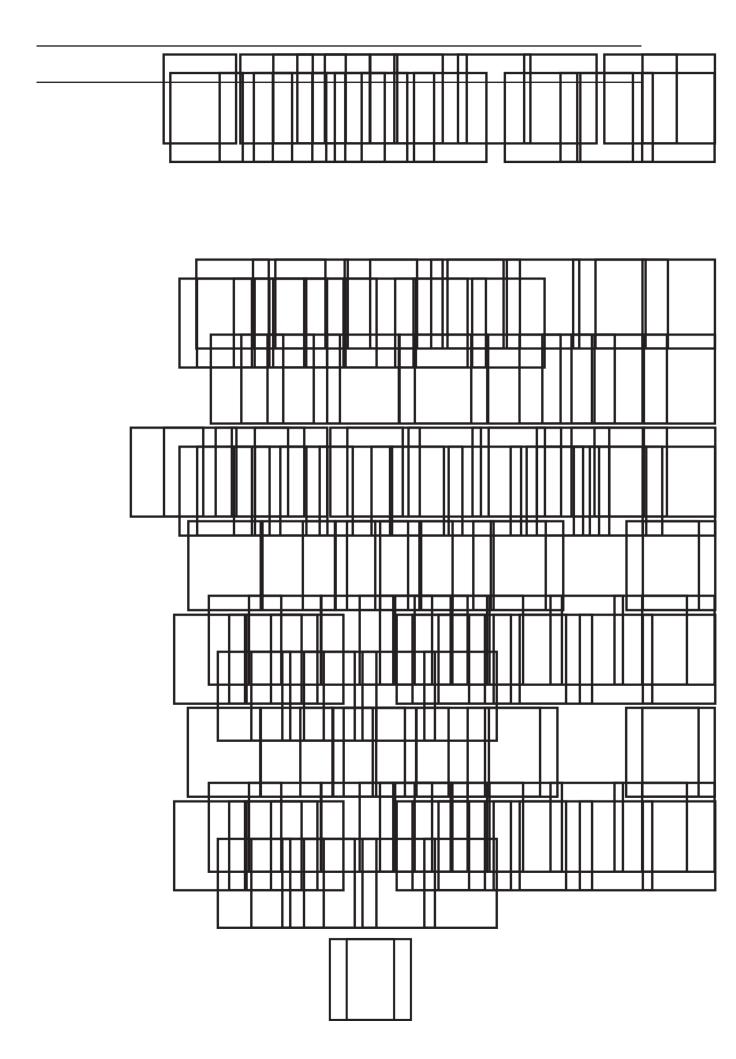


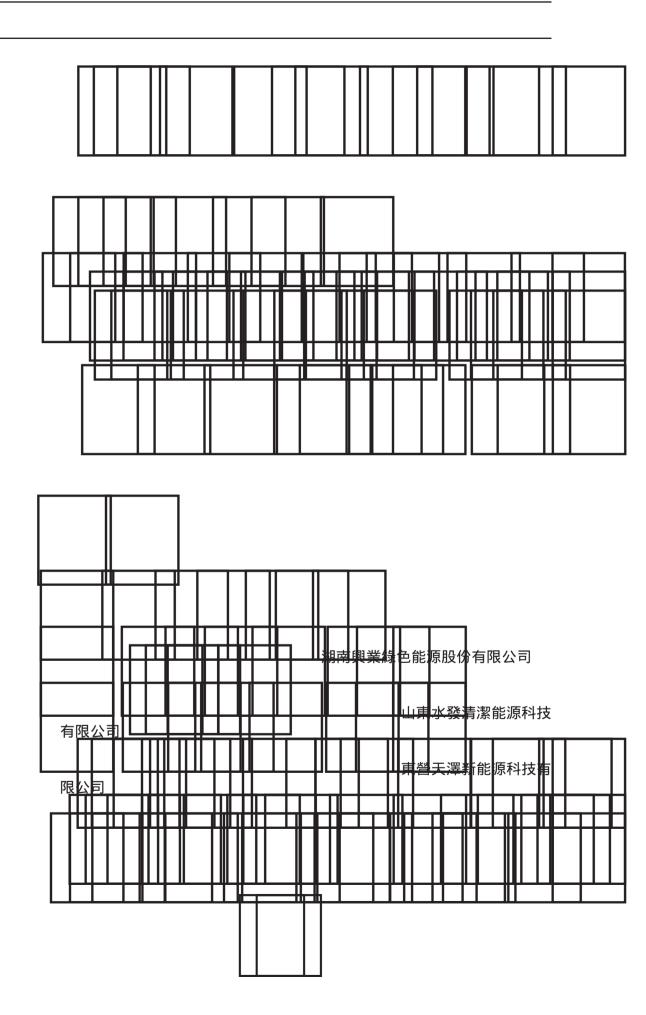


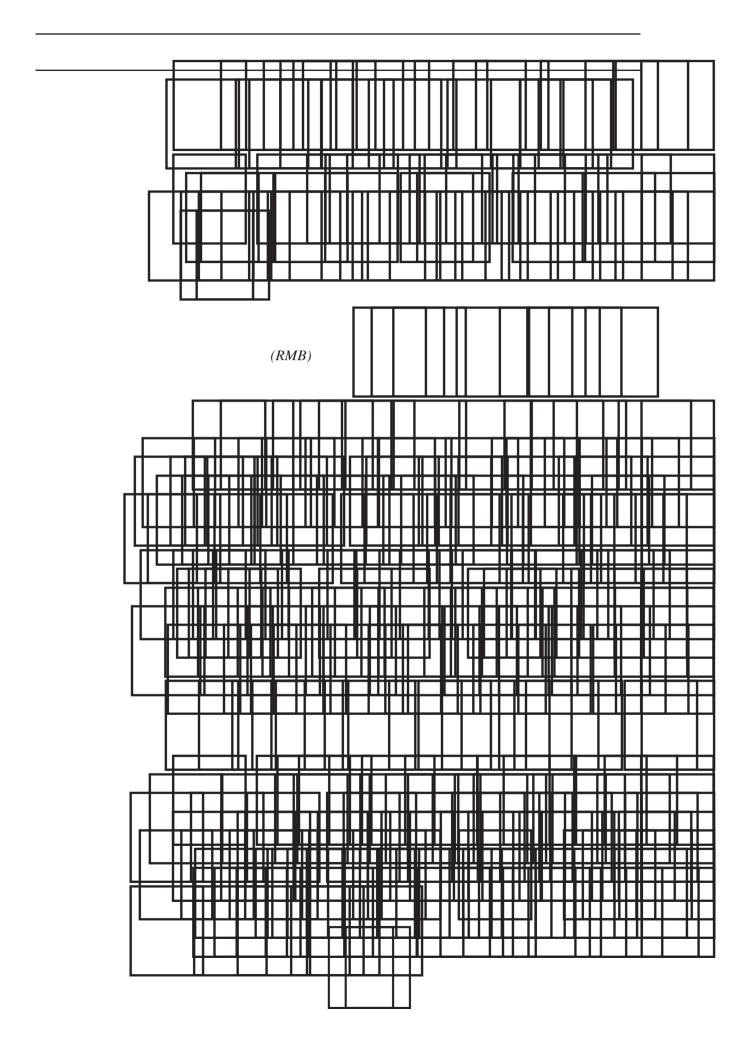


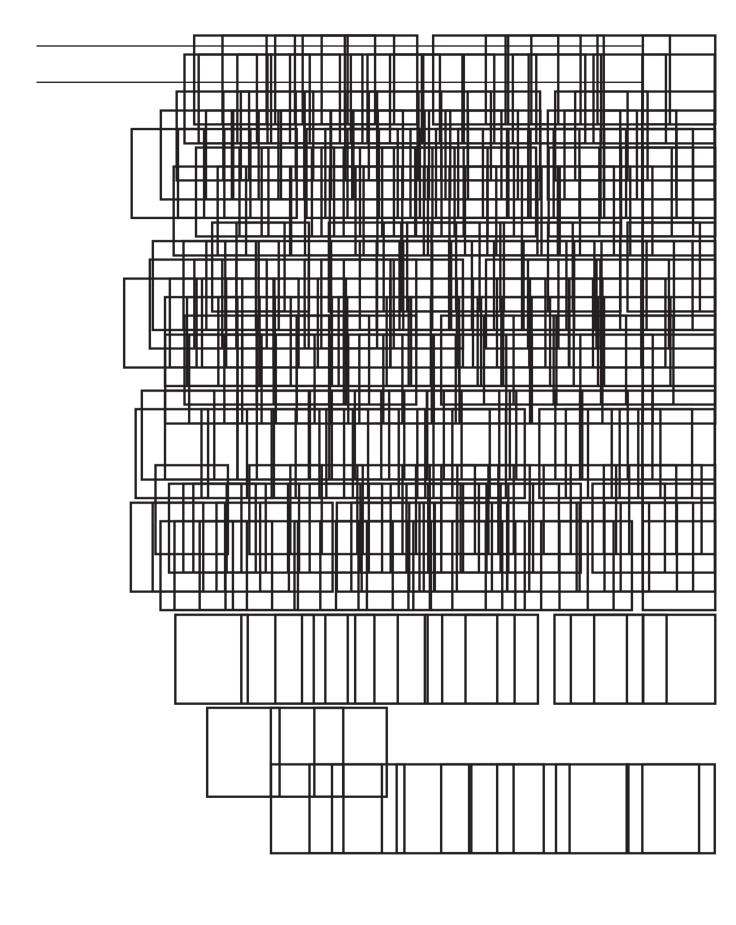


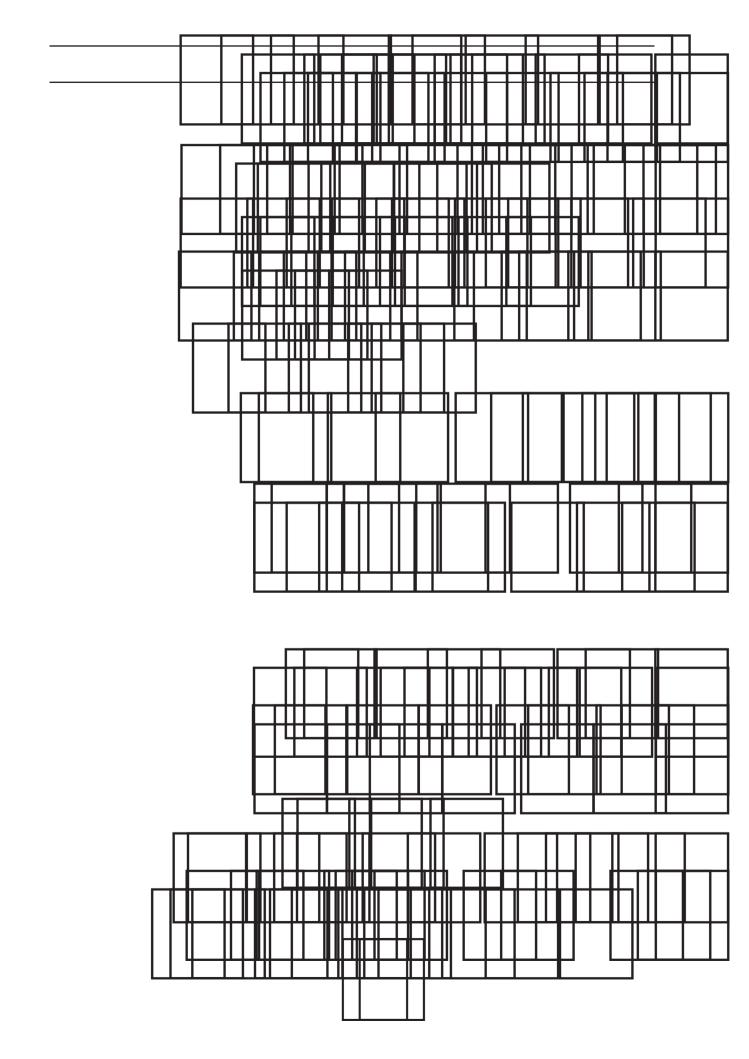


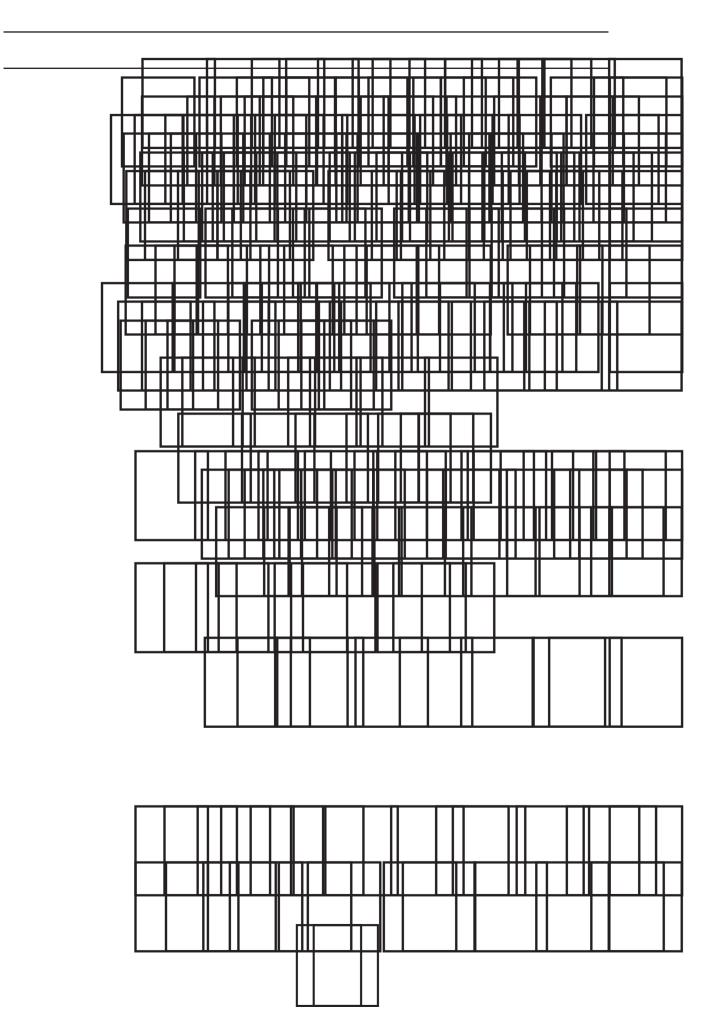


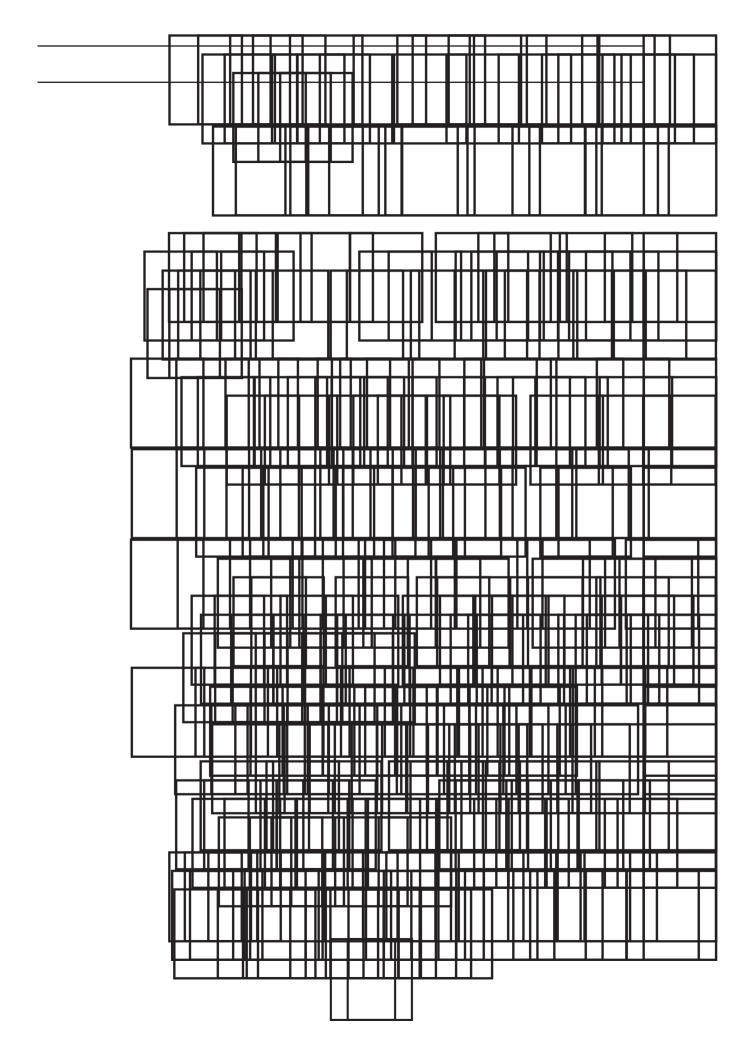


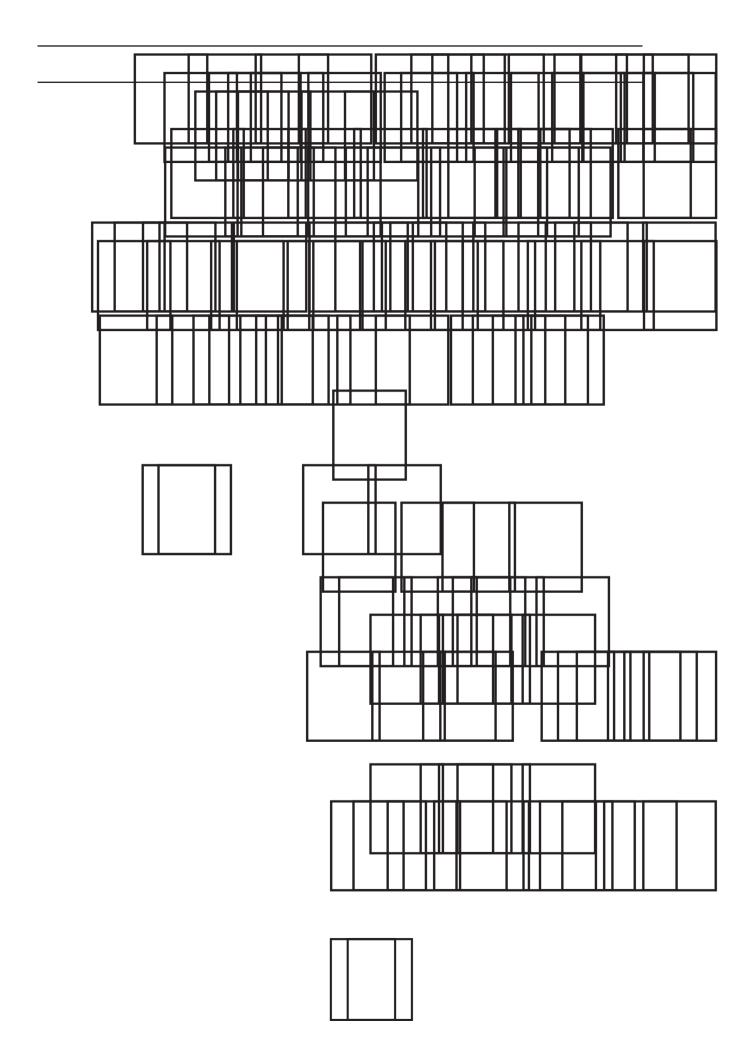


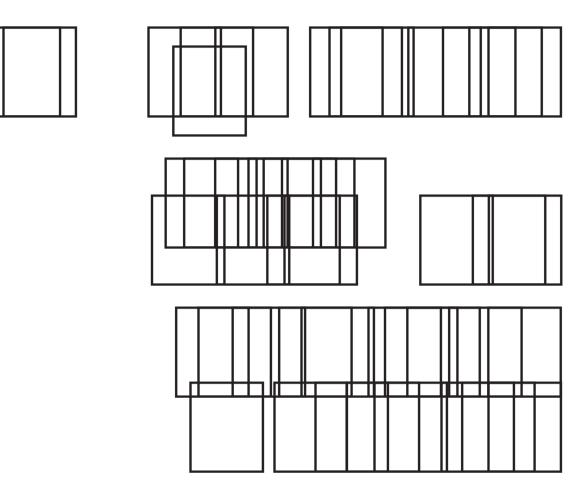




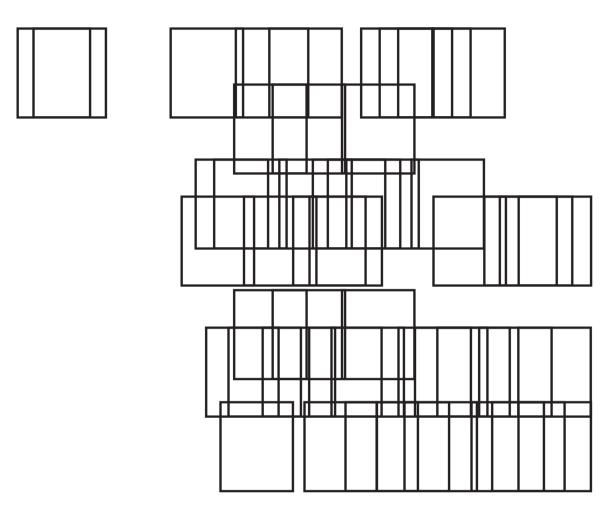




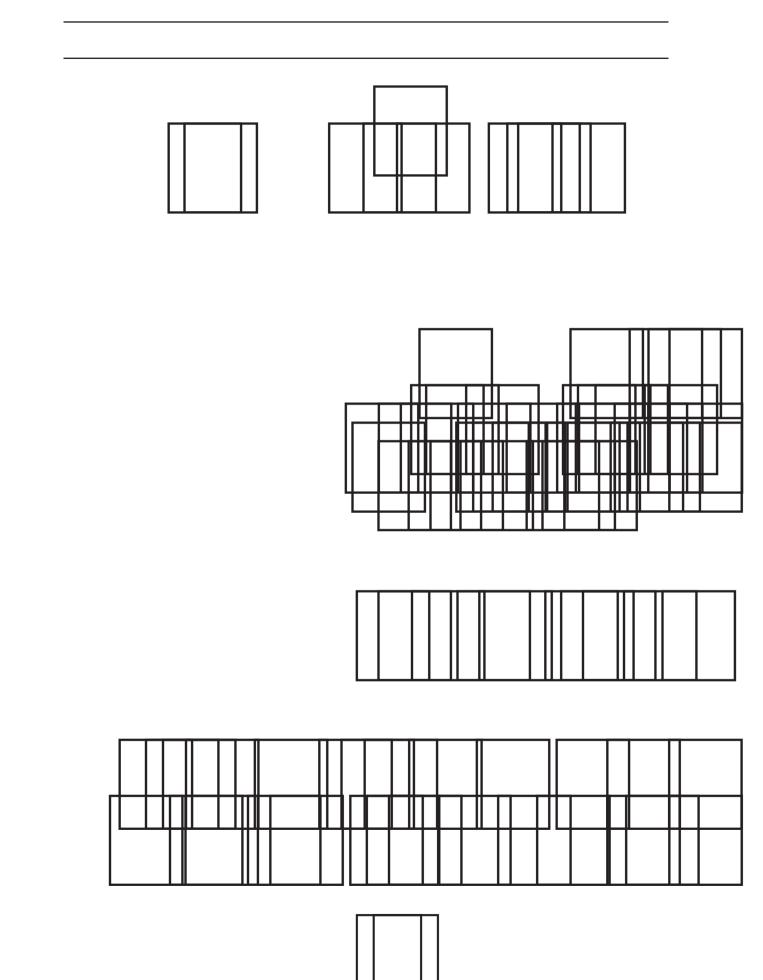


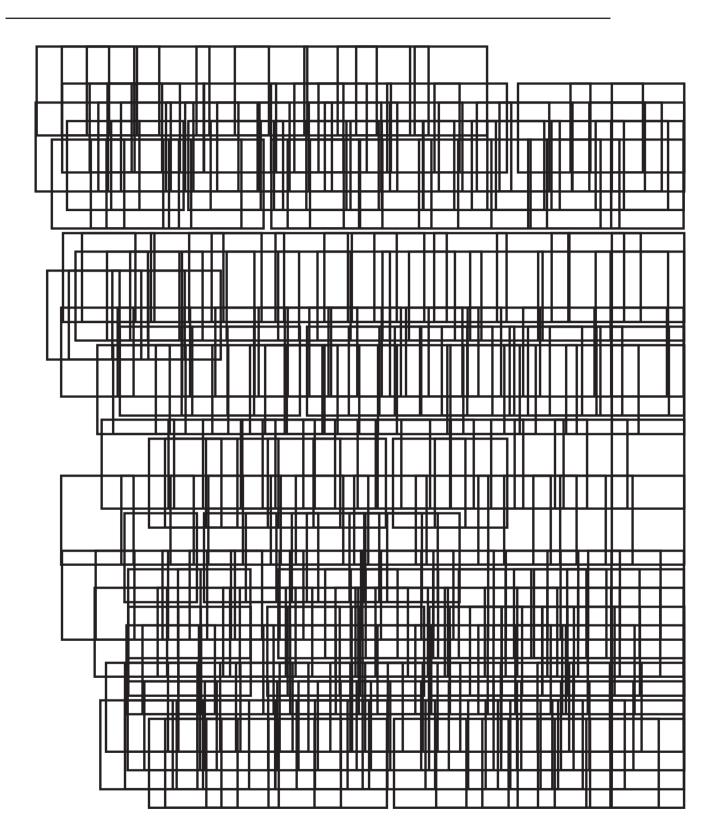


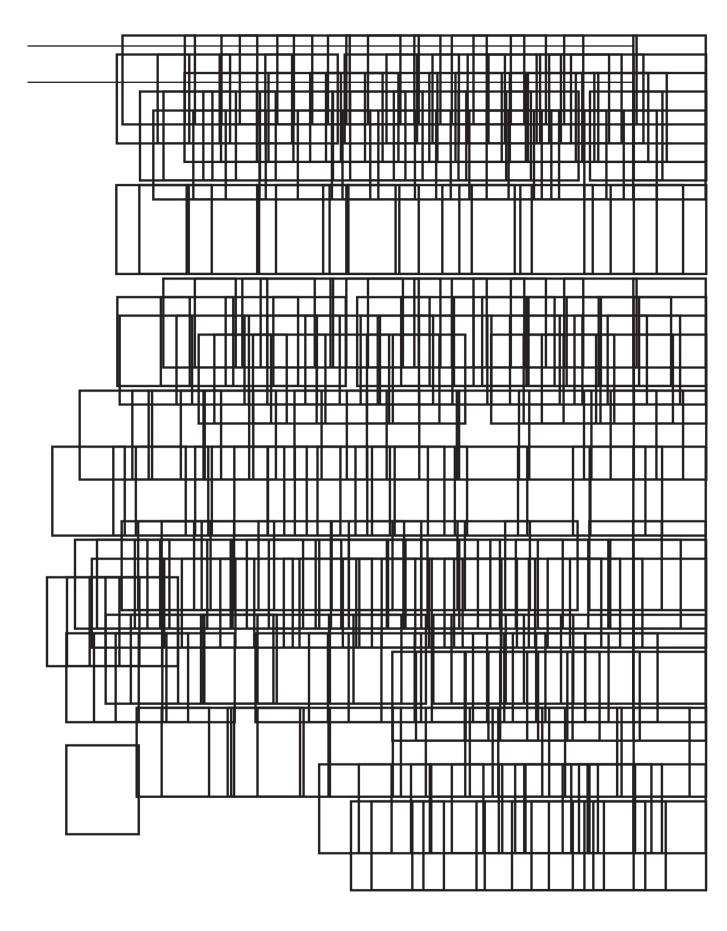




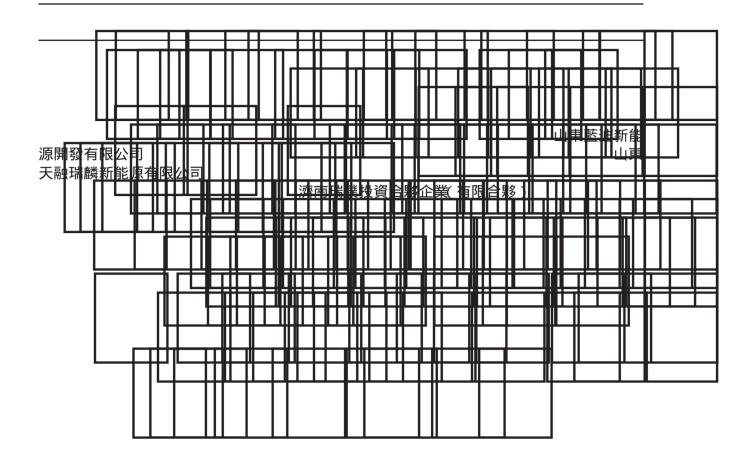




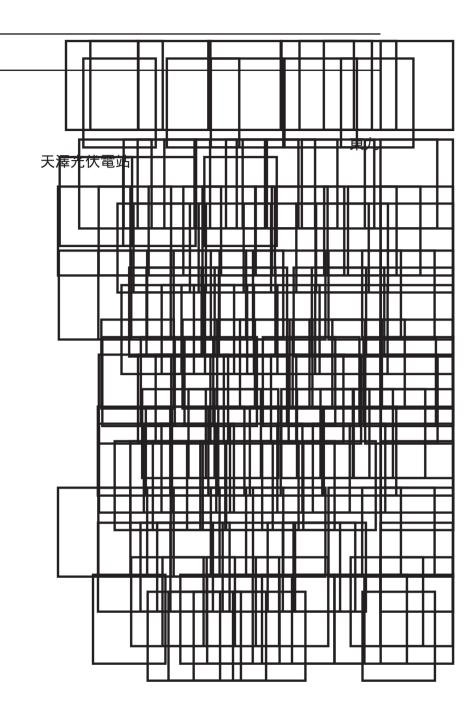




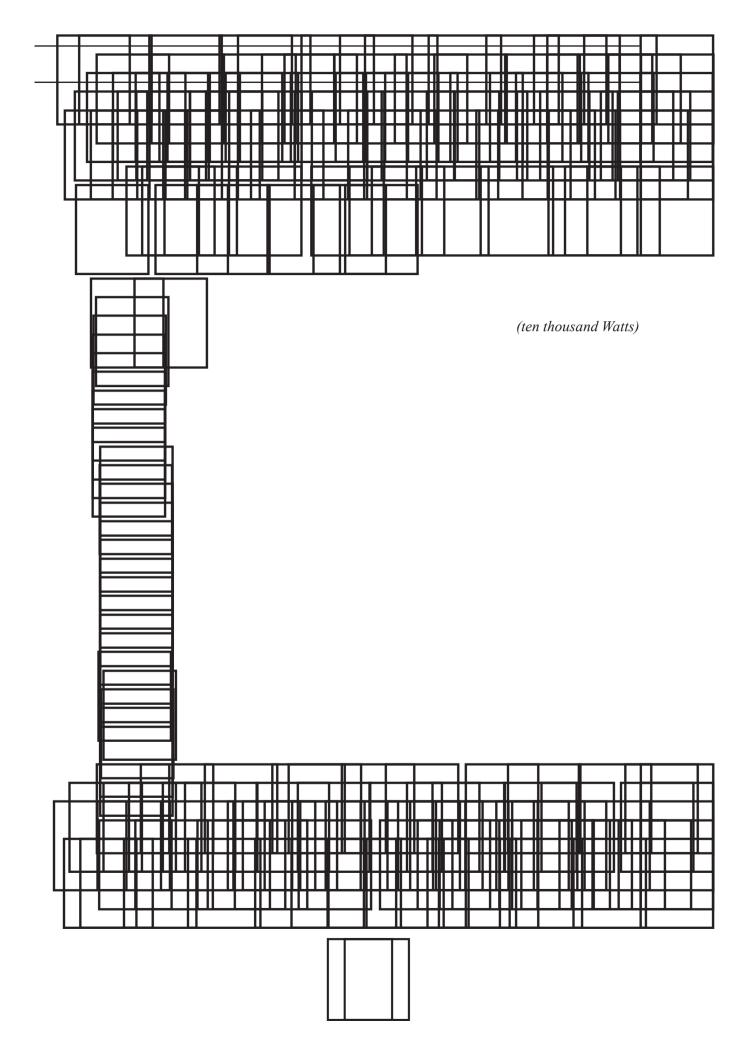


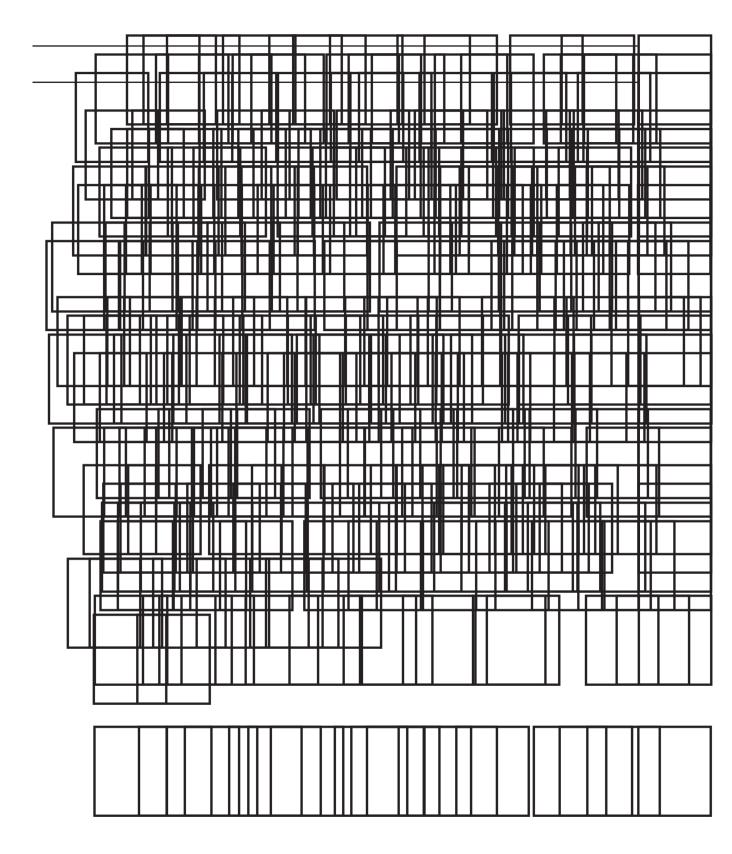


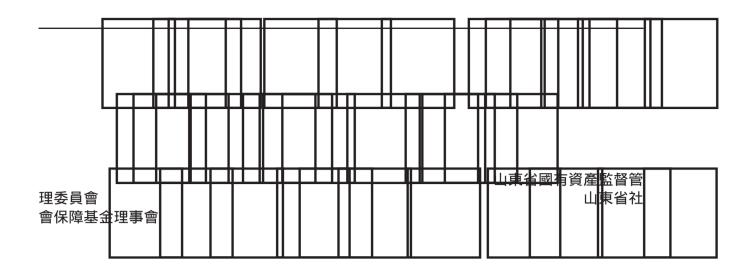


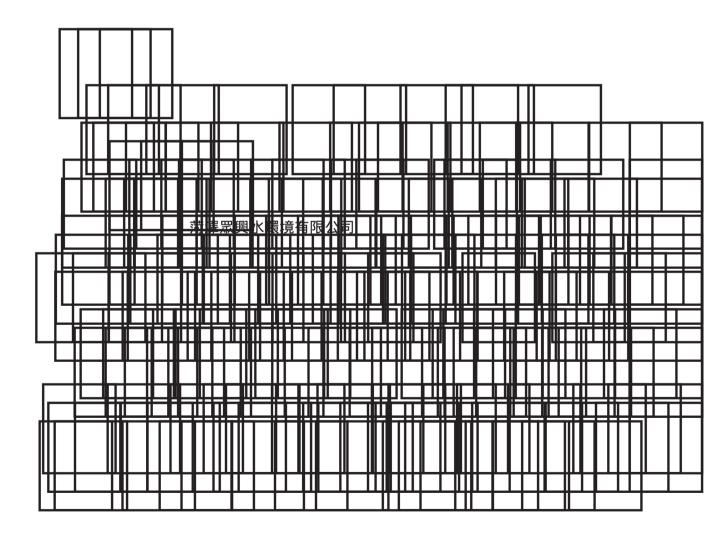


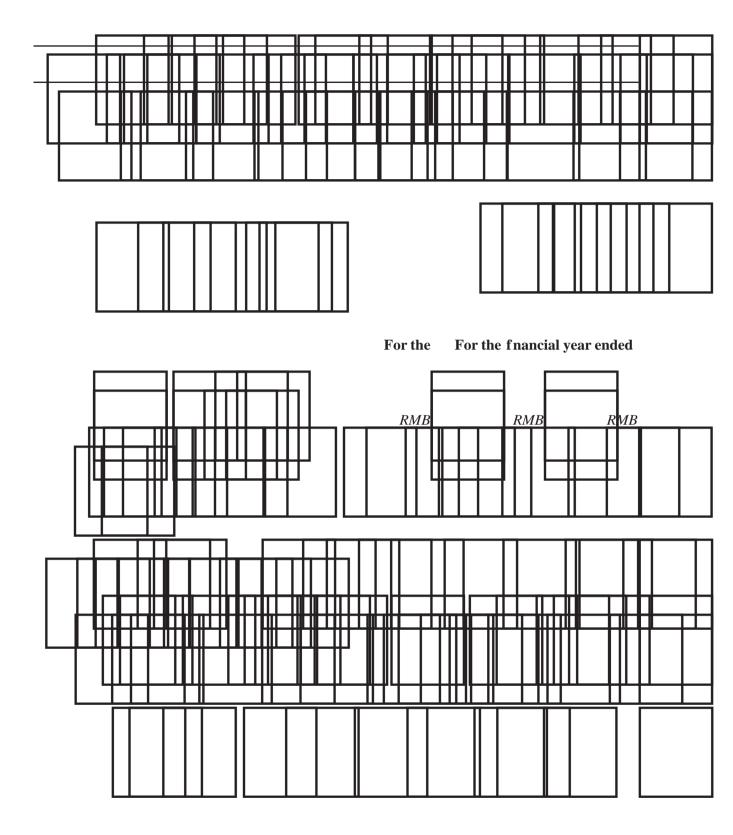




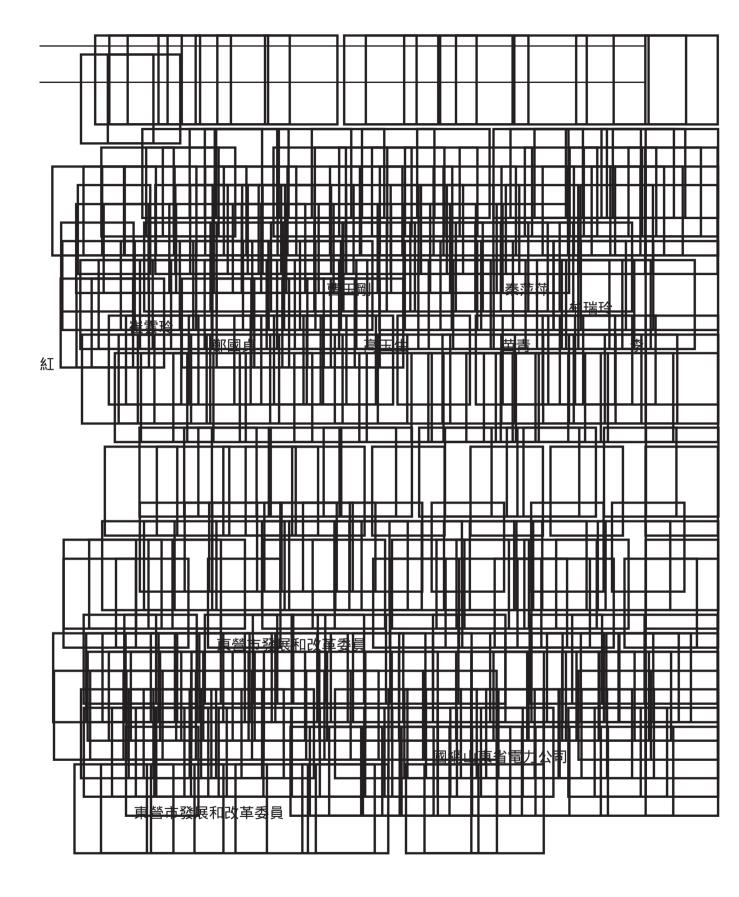


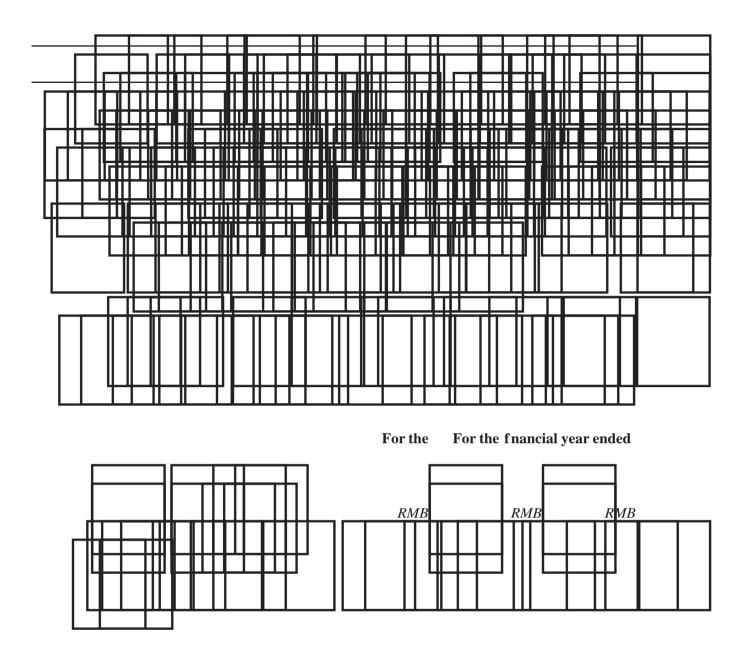


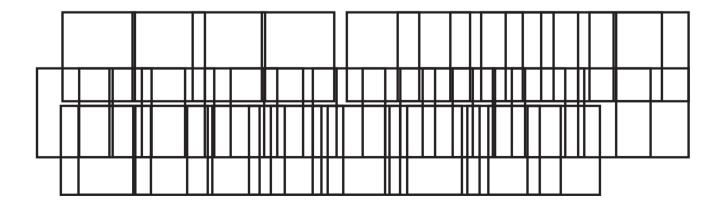


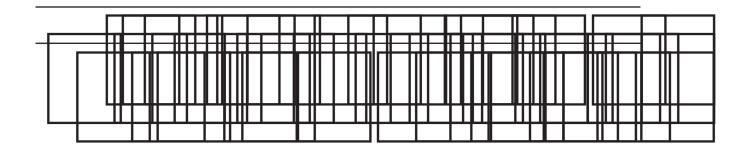


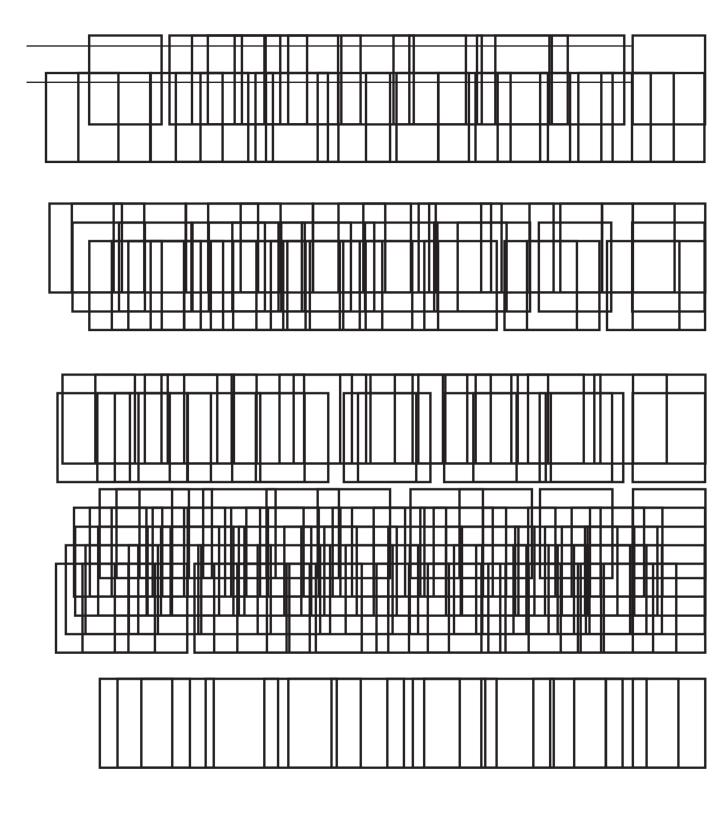


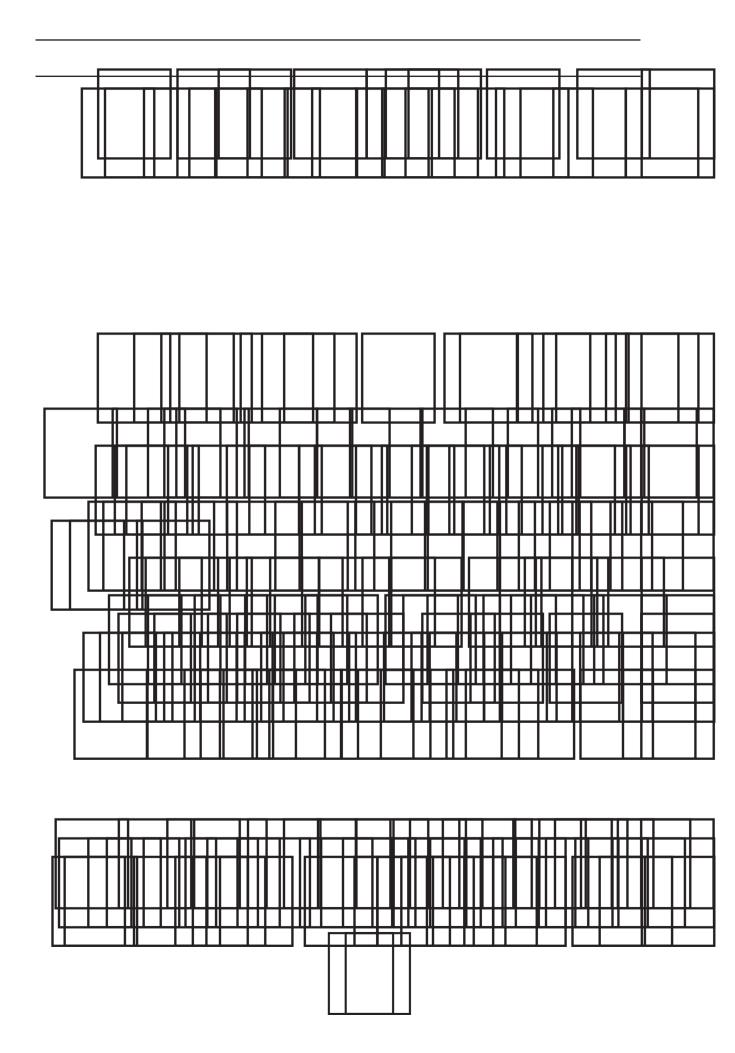


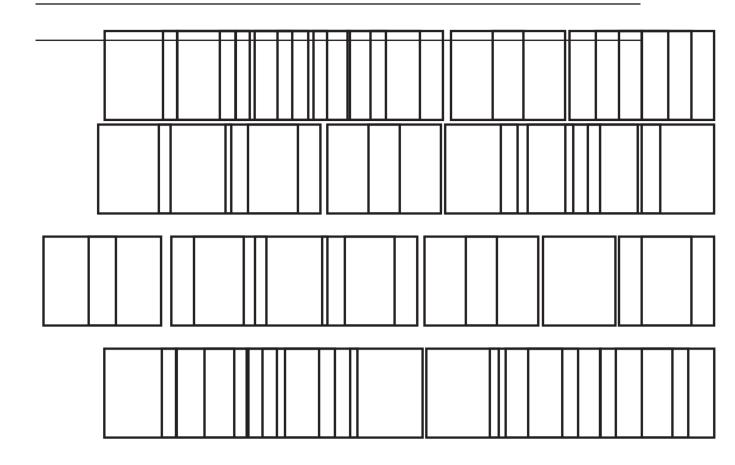










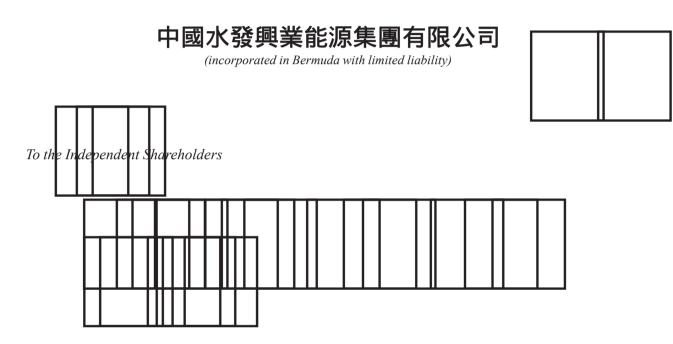


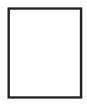
fulflment or waiver (as the case may be) of a number of conditions precedent as set out in the potential investors should exercise caution when dealing in the securities of the Company.

Chairman

The following is the text of a letter of advice from the Independent Board Committee setting out its recommendation to the Independent Shareholders for the purpose of incorporation in this circular.







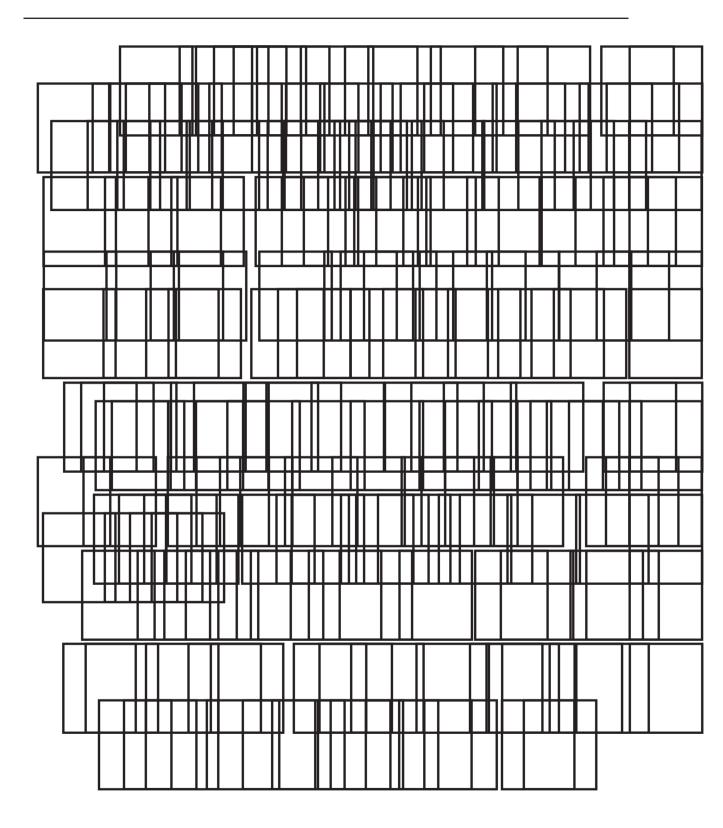
Independent non-executive Director

Independent non-executive Director

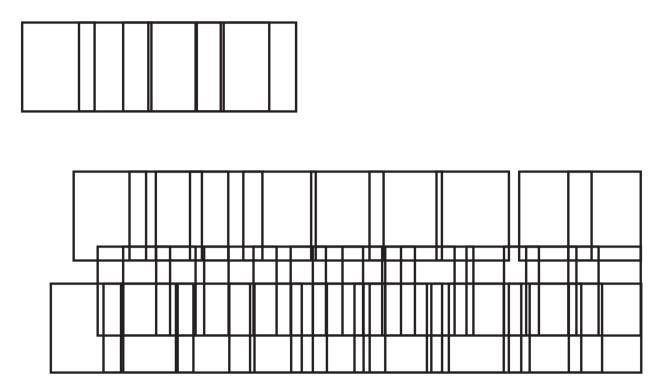
Dr. Tan Hongwei

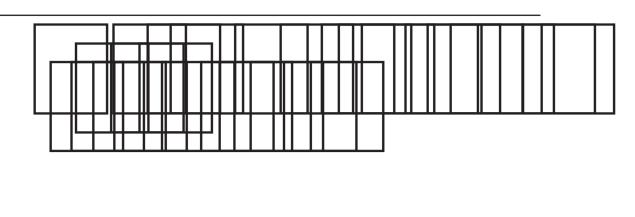
Independent non-executive Director

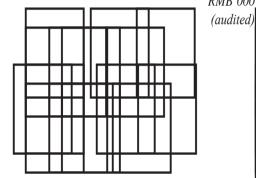


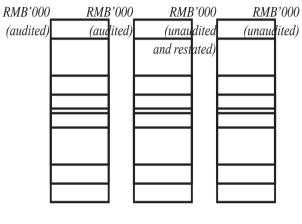












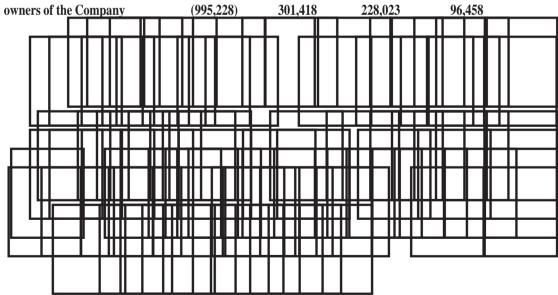
 $Gross \ pro \ ft/(loss)$



273,655

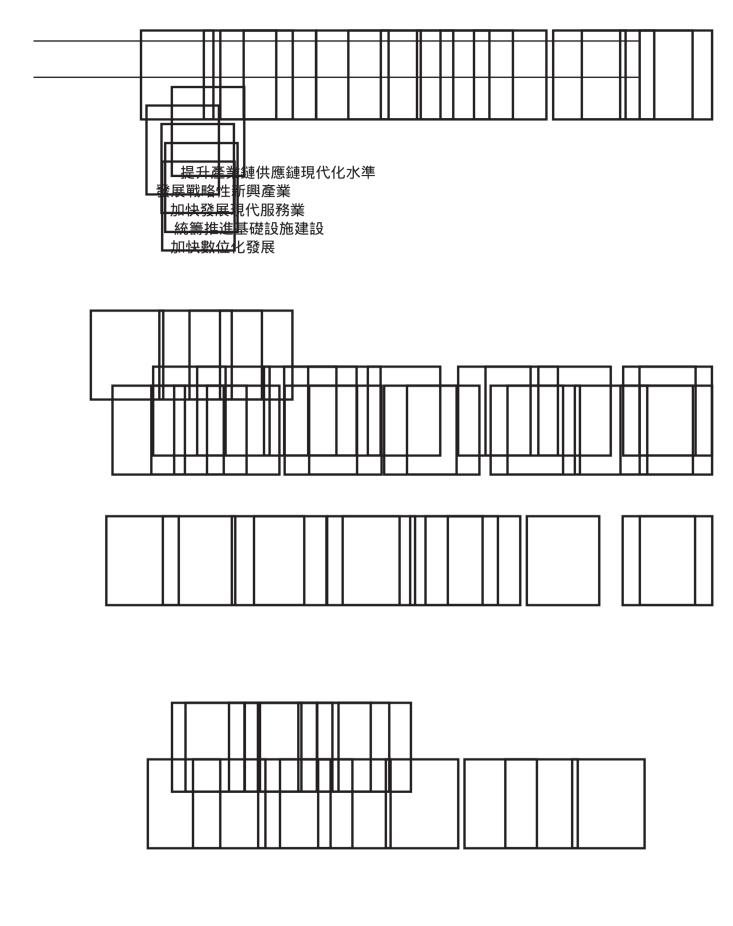
326,445

Proft/(loss) attributable to

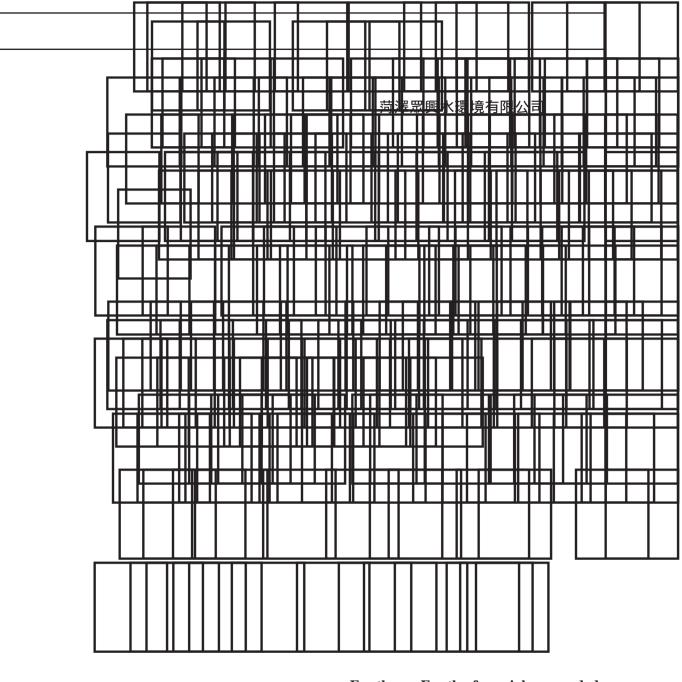


684,691

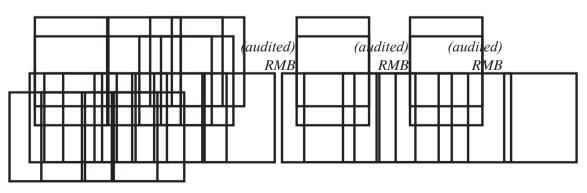
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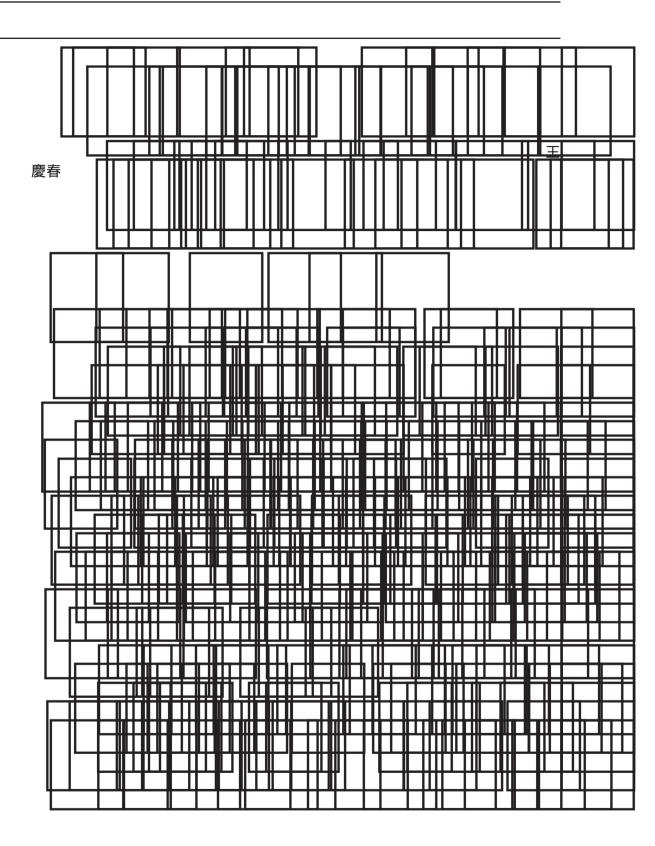


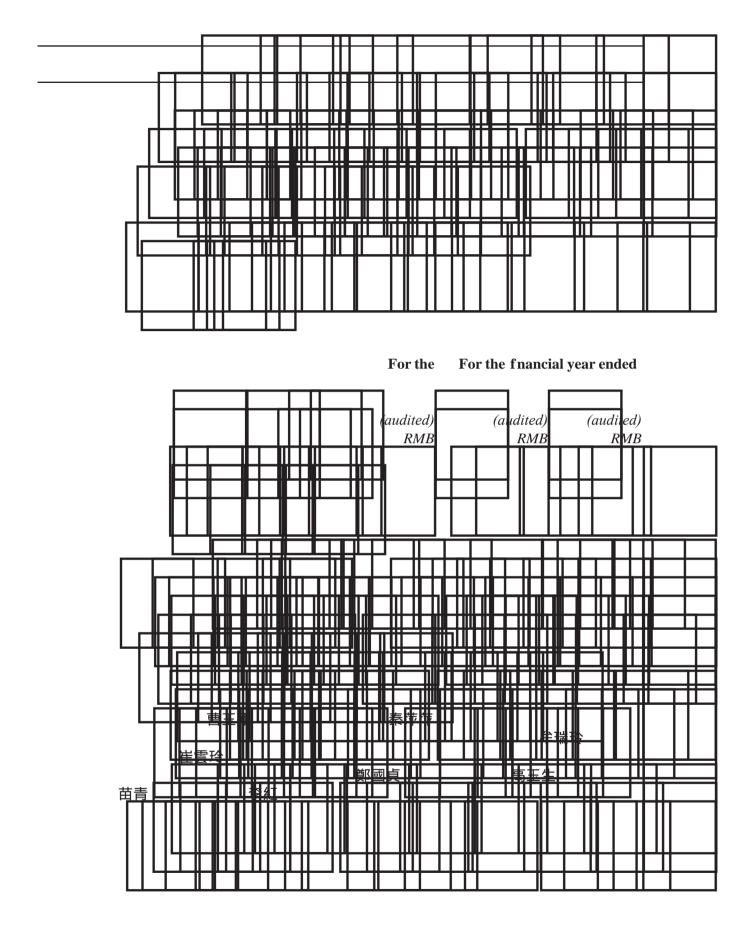




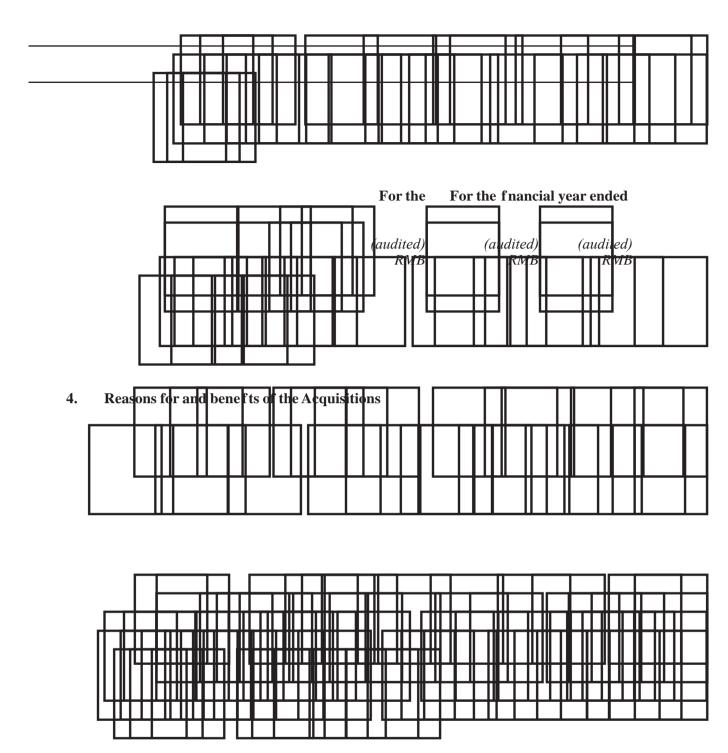




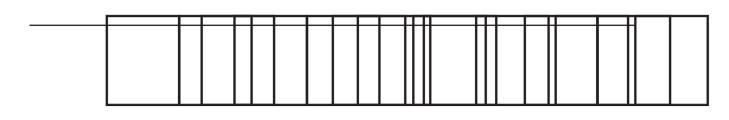


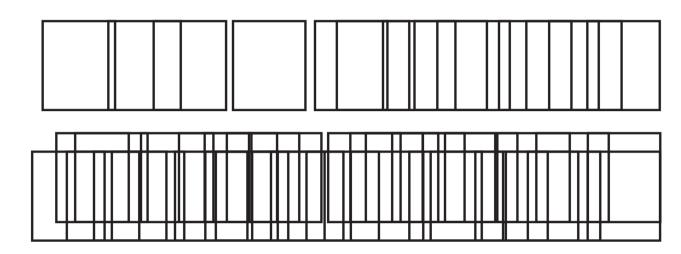


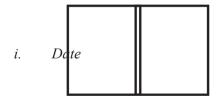
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<u>╢╴╎╓╴╫╀╫</u> ╢ _┢ ═	╤╣╫╫╬	╪╤═╫╫╋	╞╪╬╡╬╬╴	╪╌║┼╡	╞╫┽┦┦┟╴╫╵	╫╫╷╞╶╶╴╴┨
╎ ┍┈╵╢╸╫╷╷╣╟ ╢╸	╡╡╗╝╝╝	╪╪╤╼╫╫	<u><u> </u></u>		╤╫┼┼┼╋╶╢╷	#╟╫═╤═╡
				┋┊╢╸┊╻╏	╪╬╧╪╬╀╼╏╢	╞╪╬╬╧╼╁═╡
╡ ╵ ╢╎╴╷╵ ╴╡╽╡╡╡╷╣║╵╽	▋▋▁▋▋▁▋▋▋	▋╫┟╨╂╴			╪╫╧╧╏╁╶╧┦╵	╟╞╪╤╋═╡
		╉╬╫┠			╡╬╴╻╹╹╻ ╟┼	╠╪╅╧┼╡╉╶╡
	╏┼╨┤╢╵	╏┦╢┞		┞╴╢┼╢┼		╟┼╋╴╫╄╌┨
│ │││└ ╢┤╶╎╿╿╵	╏┼┼╀╇╌	╉┼╫┵	╀┼┼┼┦	┡╴┲┞┼┸╿┼	┝╇╶╋┼╫	└┼╏╋╶╫╺┸╌╴┦
	▋┼┼┴─	┸╫╫─	╨╨┸┼	╞╺╫┝╴╨	┝┼╴╉╶╢╨┴	┽╉╶╫──┤
	╢┌┼──					
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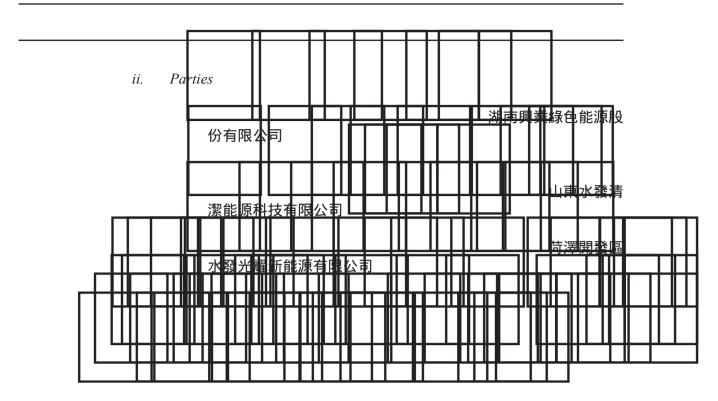






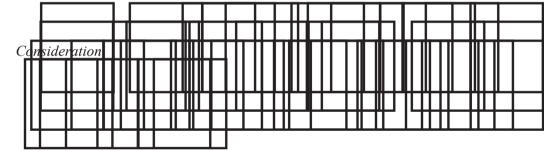


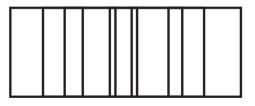


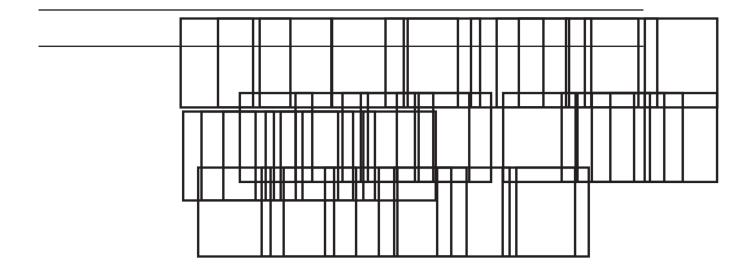


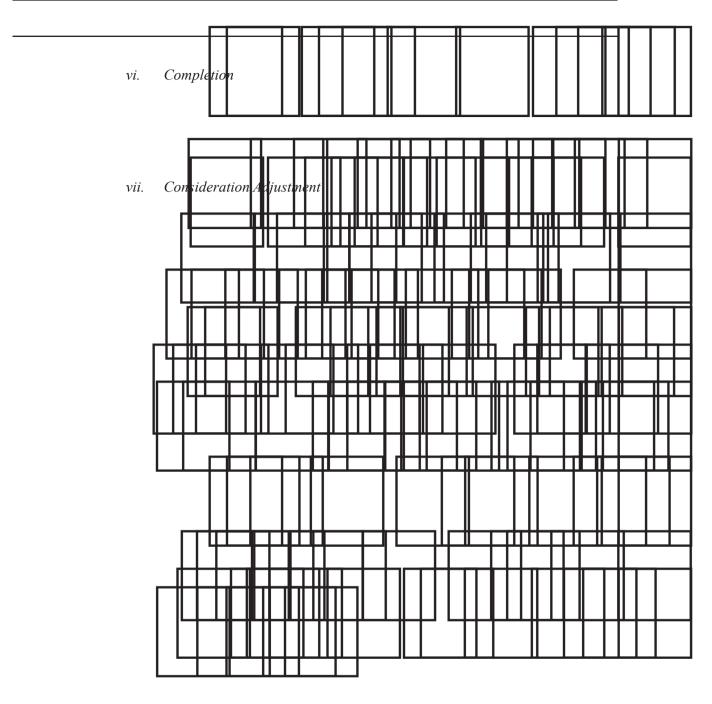
iii. Subject Matter

iv.

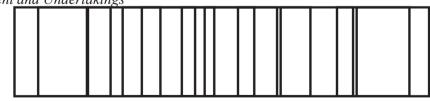


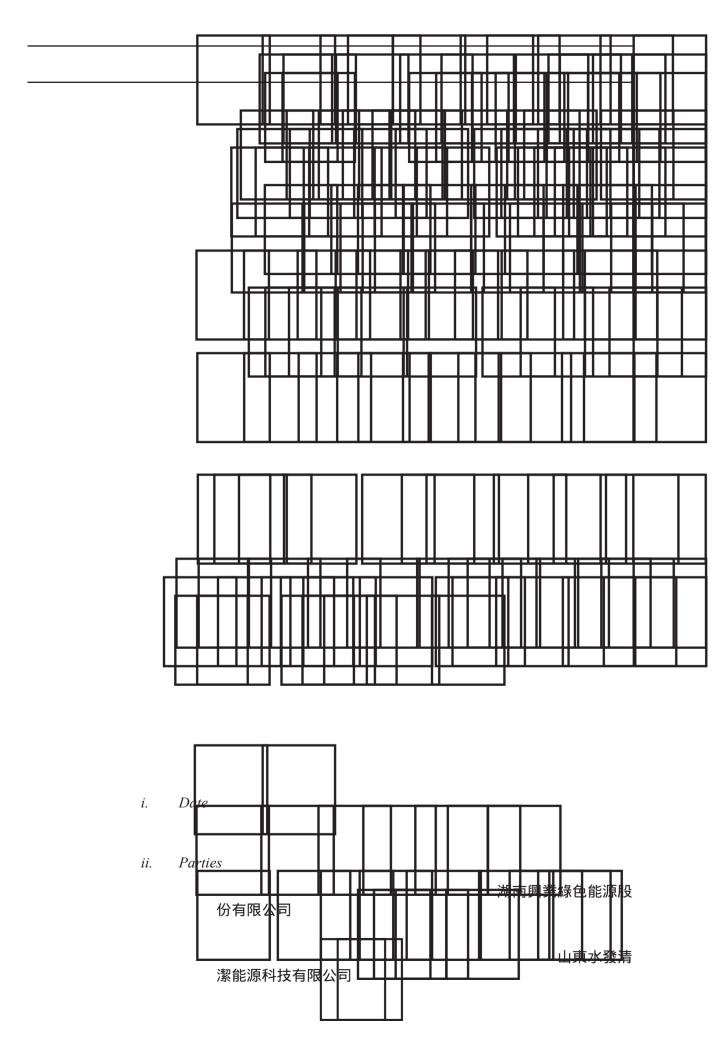


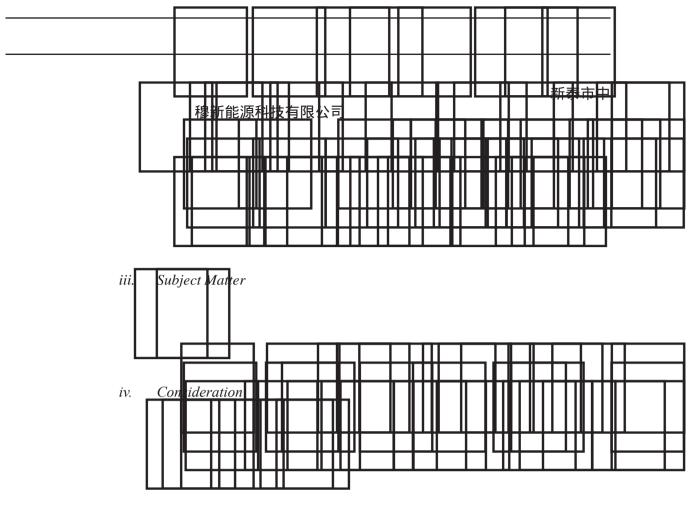


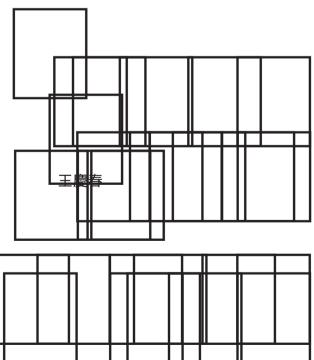


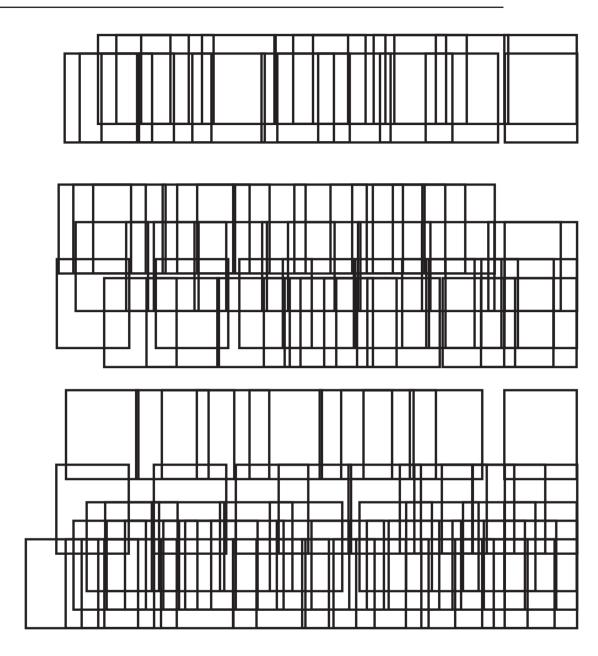
viii. Special Agreement and Undertakings

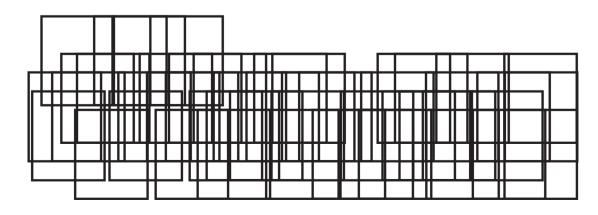


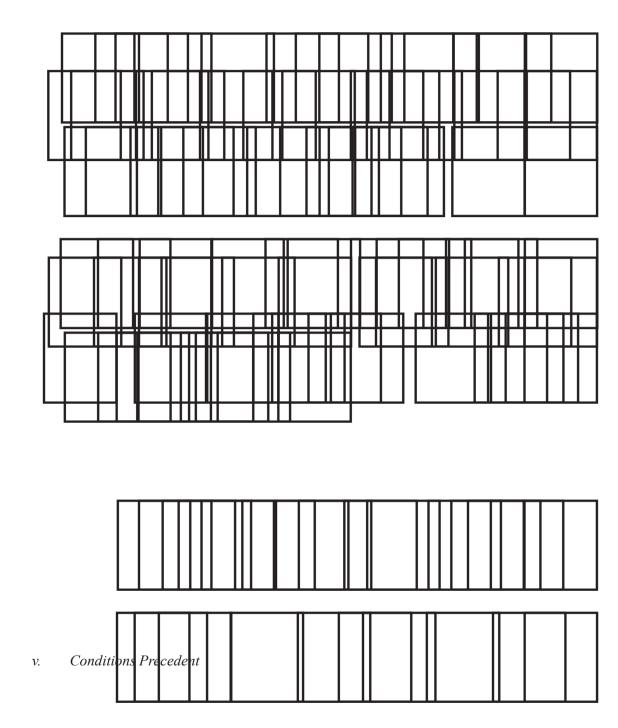




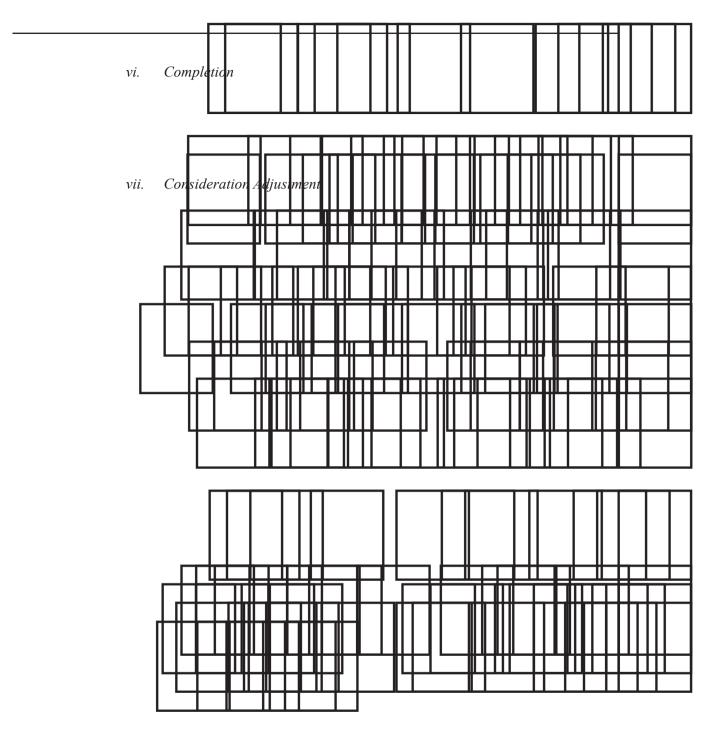




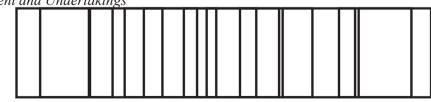


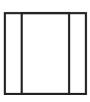


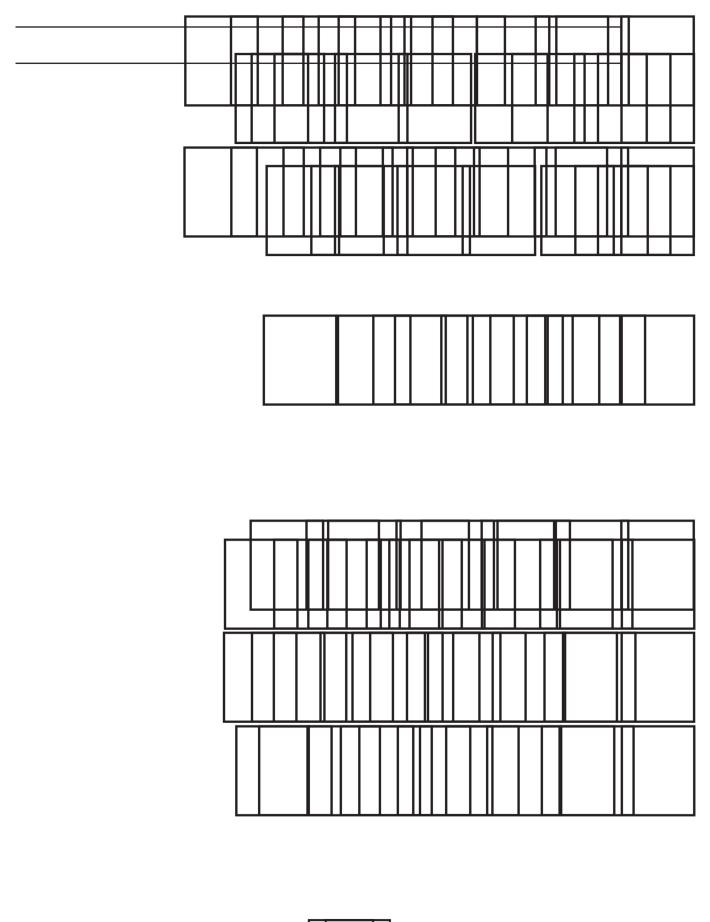




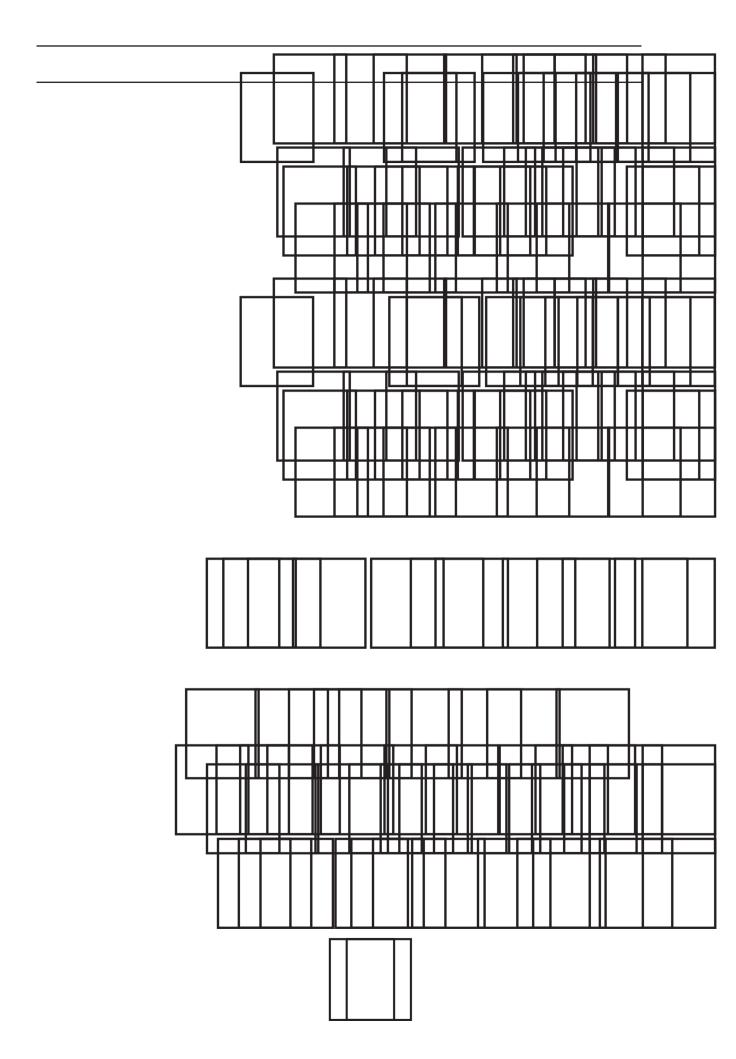
viii. Special Agreement and Undertakings

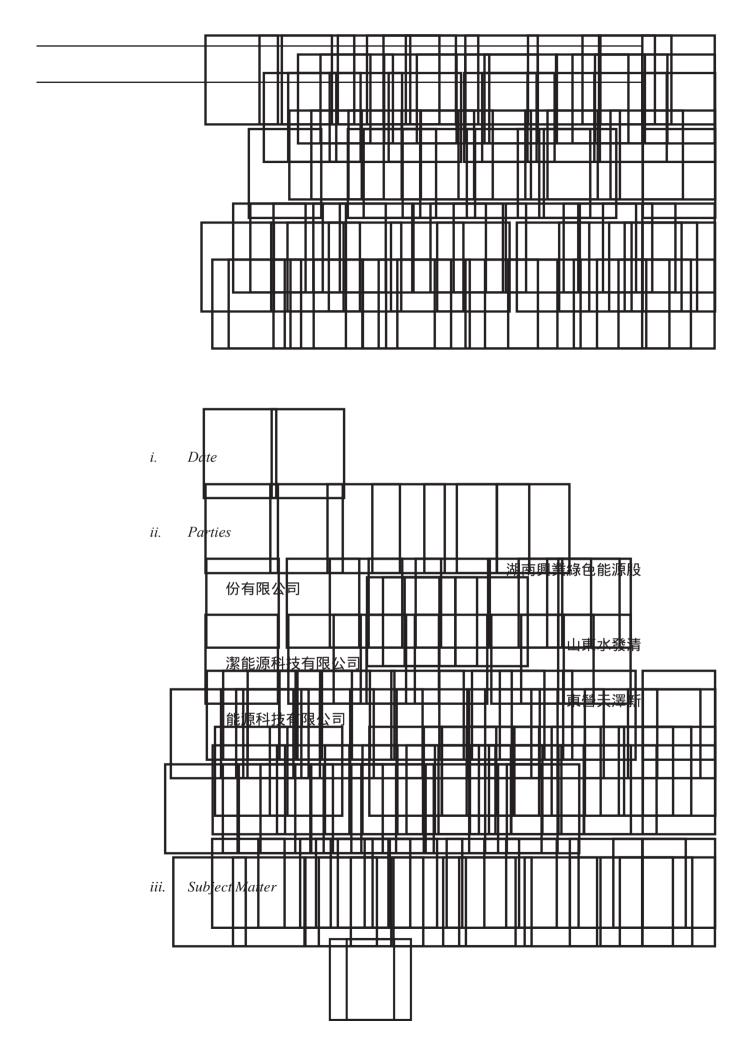


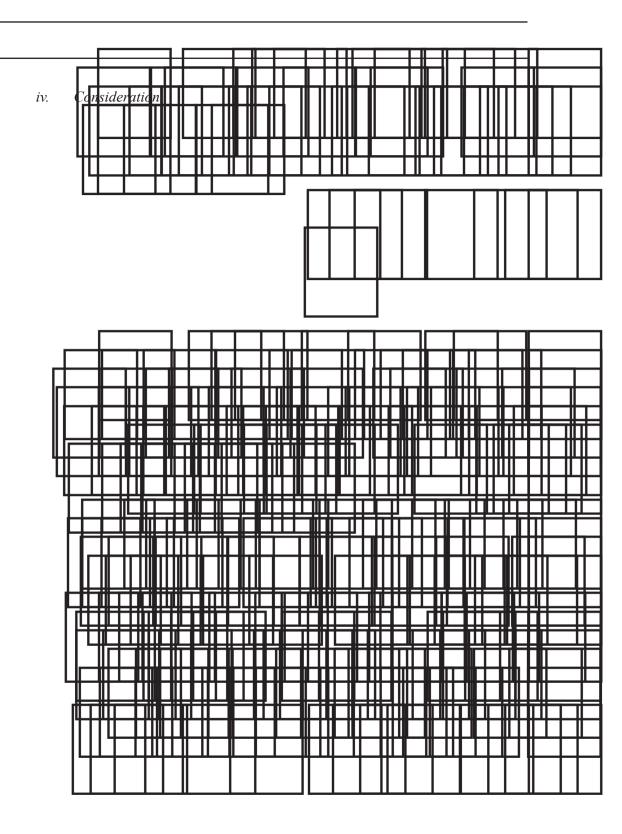




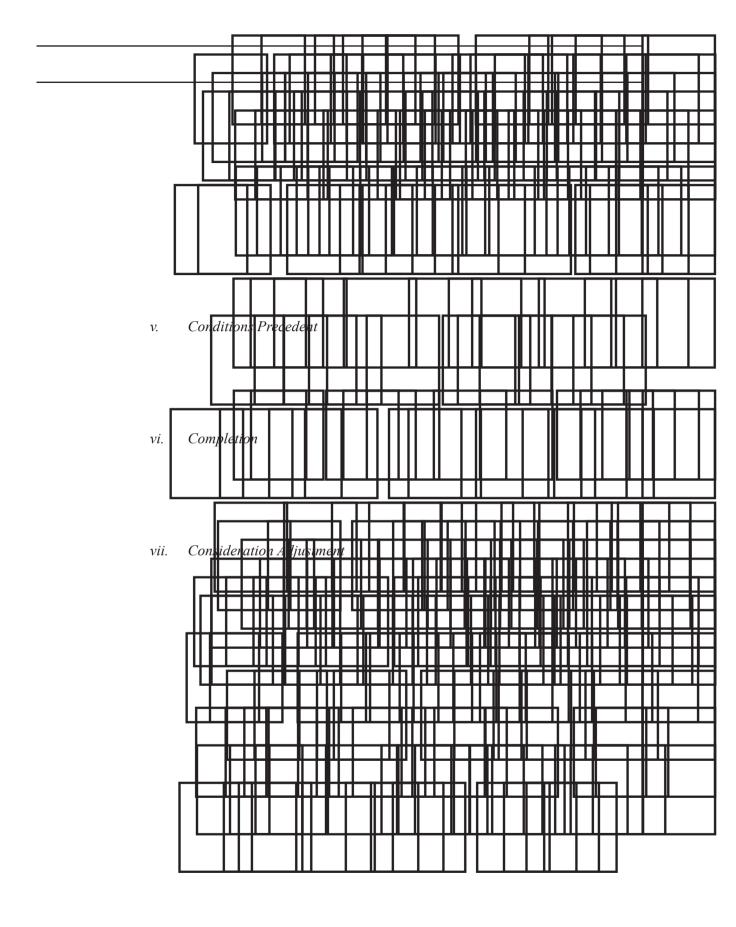




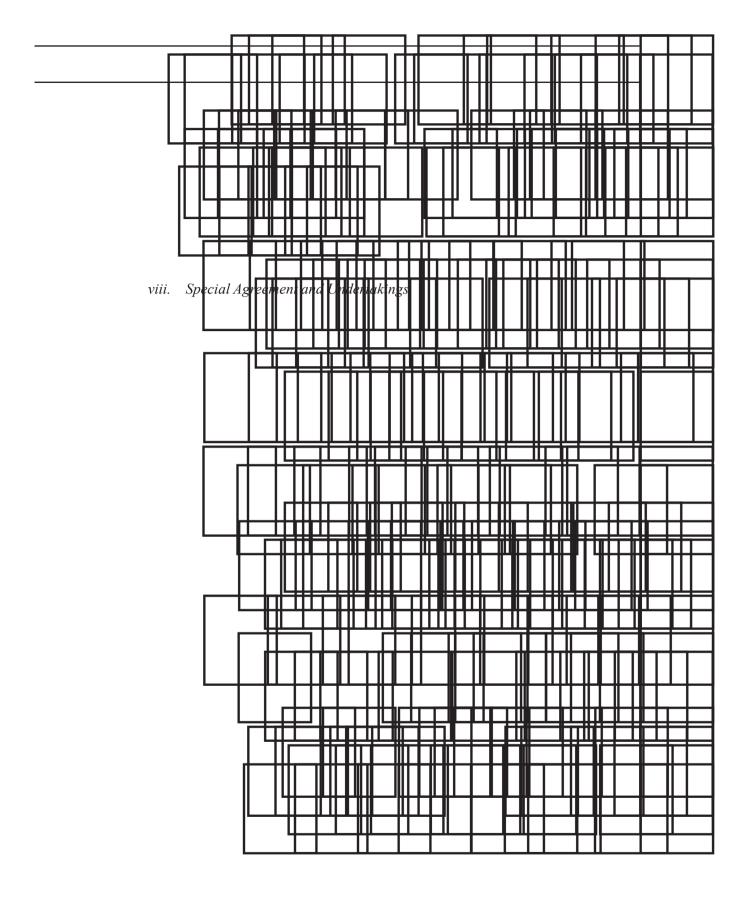




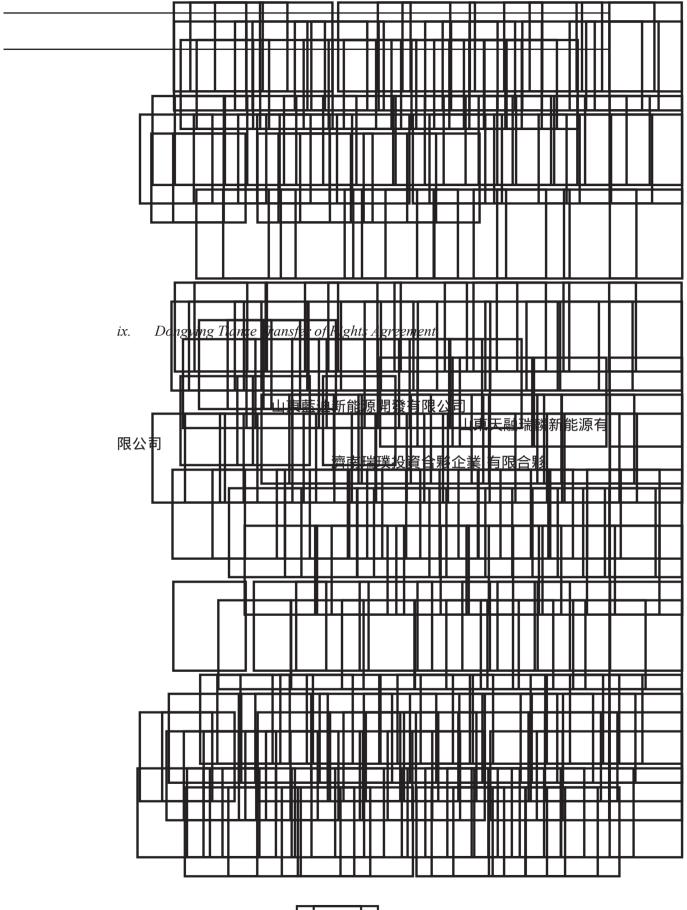




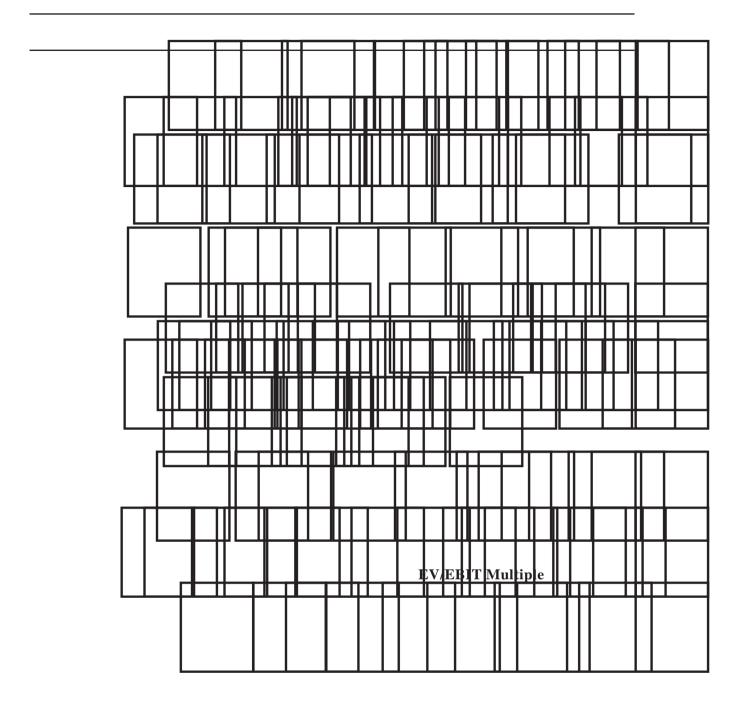


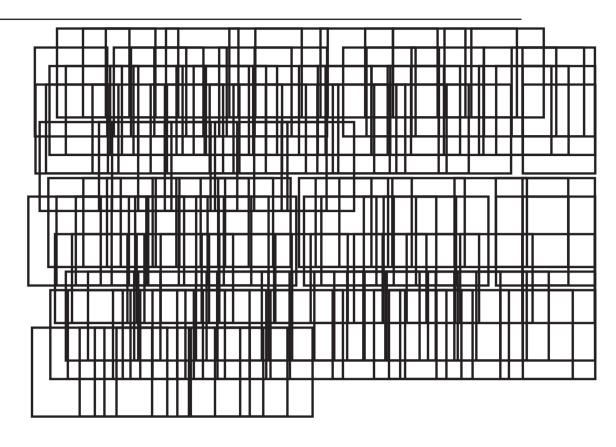


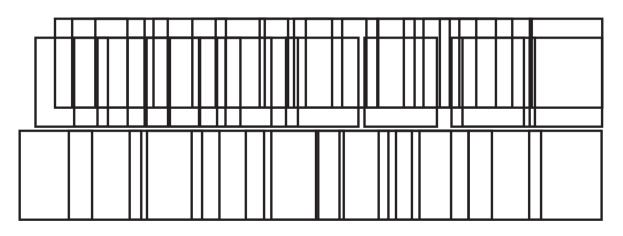




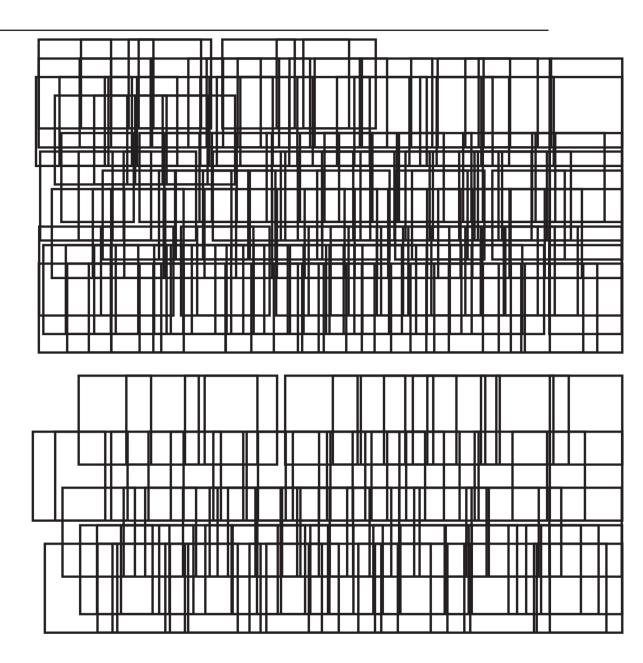






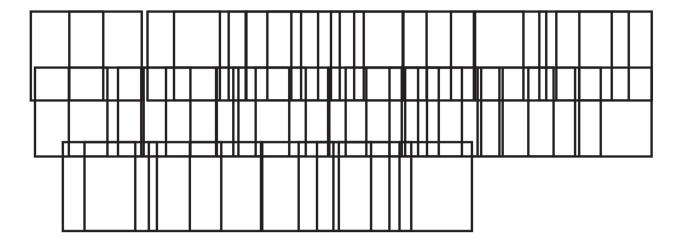




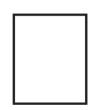












Managing Director

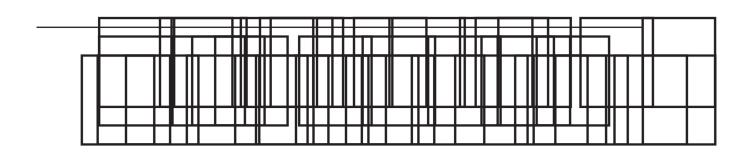
Mr. Jimmy Chung is a Responsible Officer of Red Sun Capital to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and permitted to undertake work as sponsor. He has over 20 years of experience in corporate finance industry in Greater China.

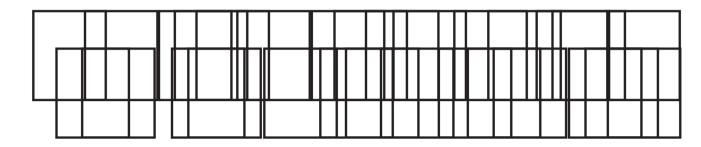
* For identifcation purposes only

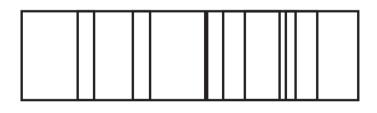
The following is extracted from the report prepared for the purpose of incorporation in this circular by Roma Appraisals Limited, an independent valuer, in connection with its valuation as at 30 April 2021.

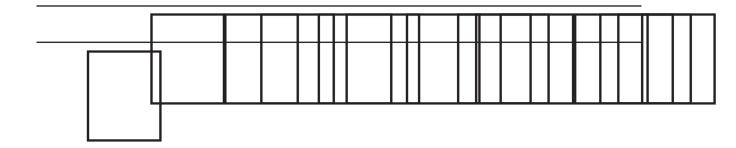




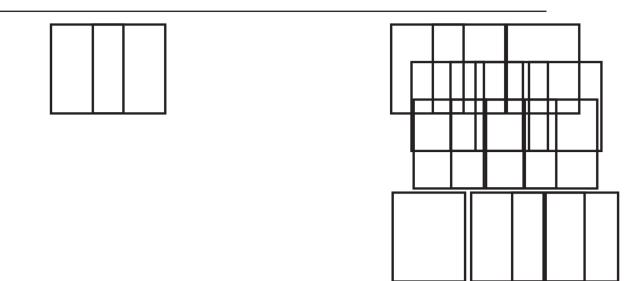


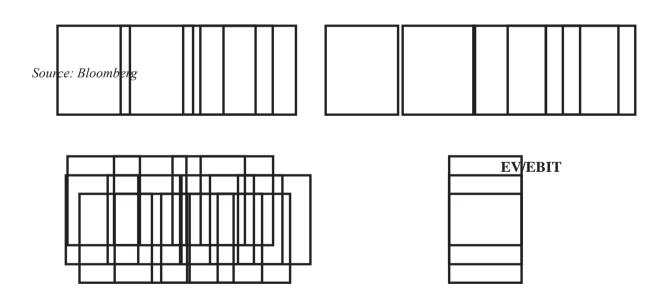






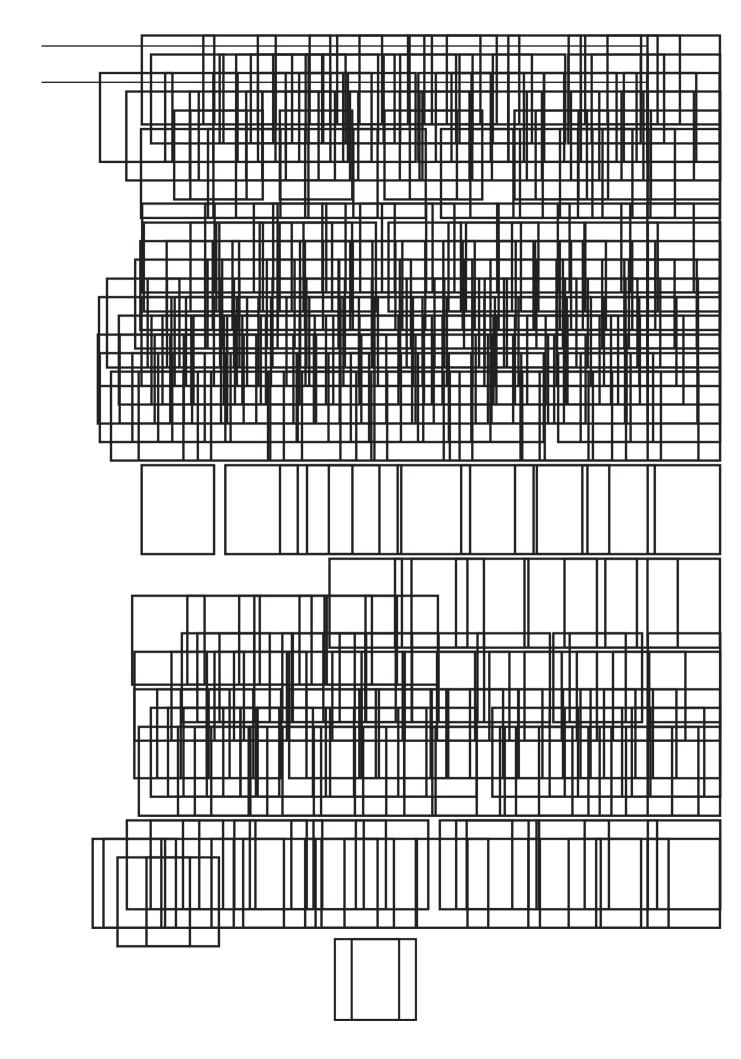


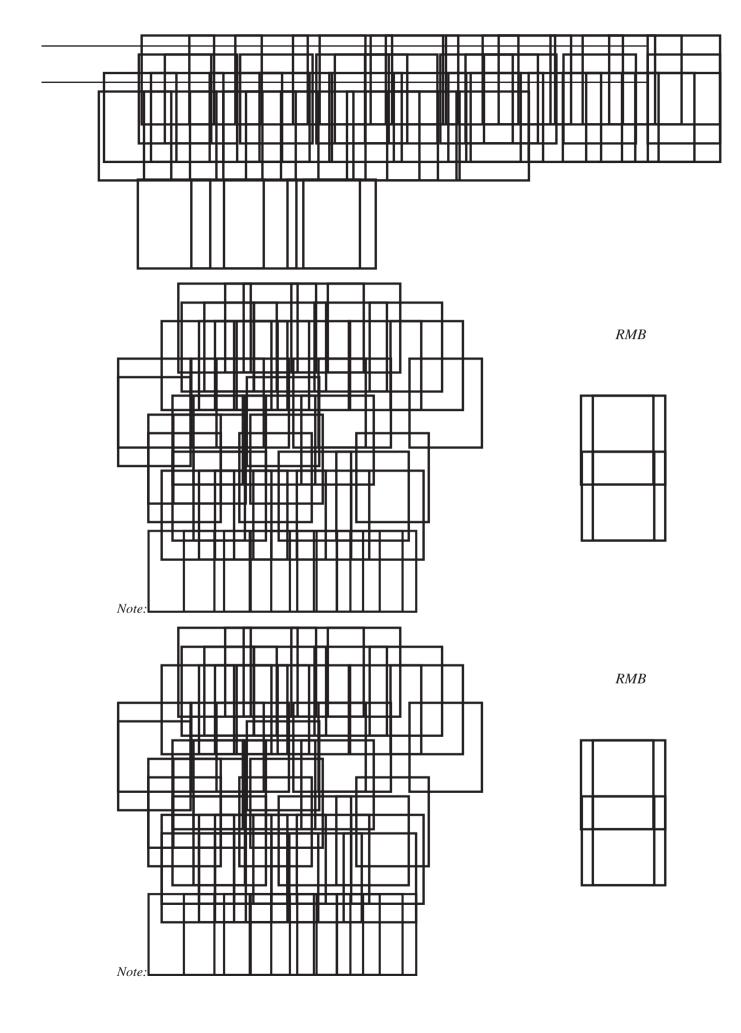


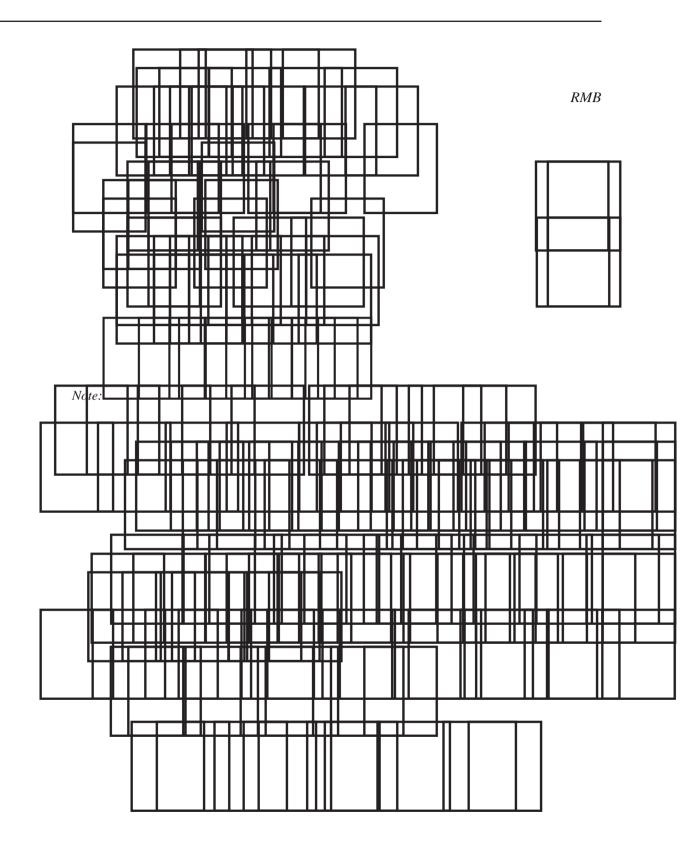


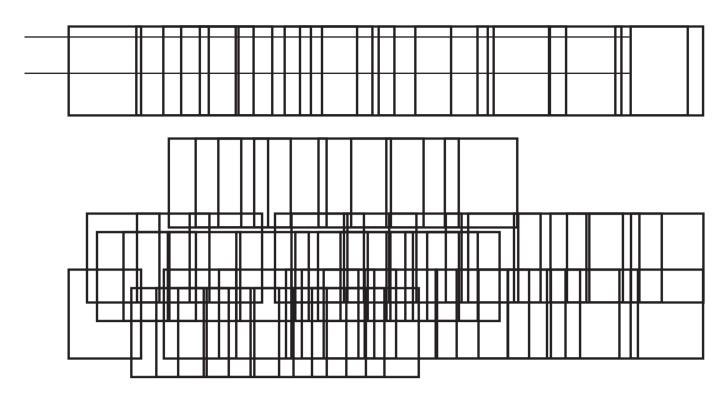
Source: Bloomberg

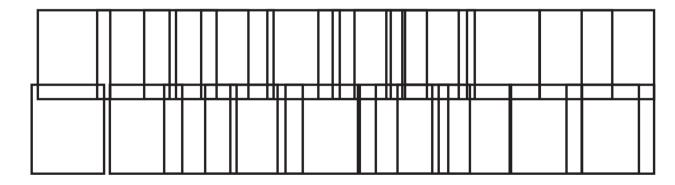


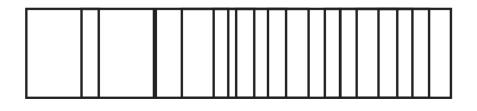


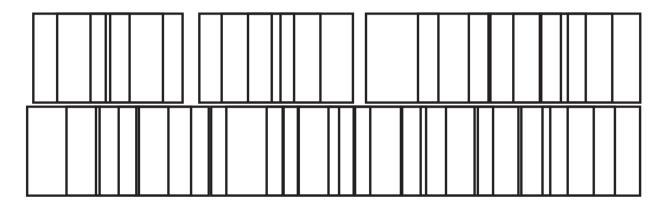




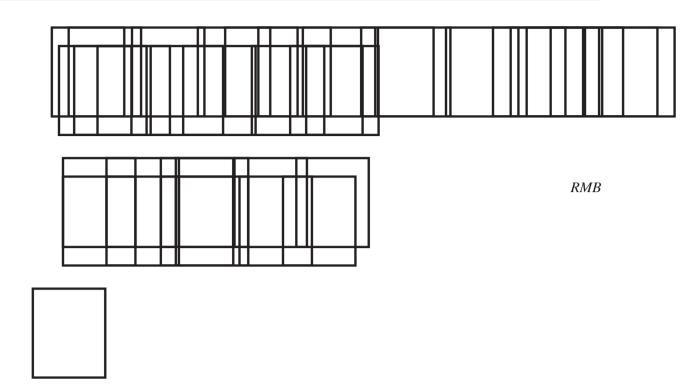


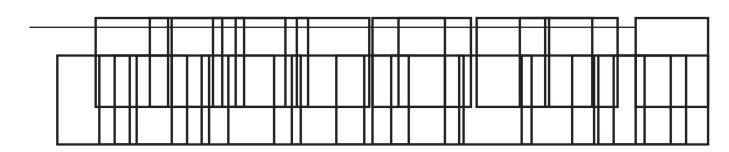


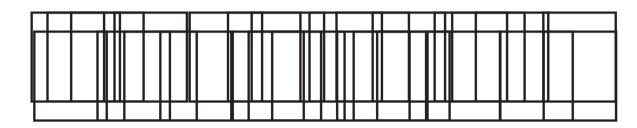


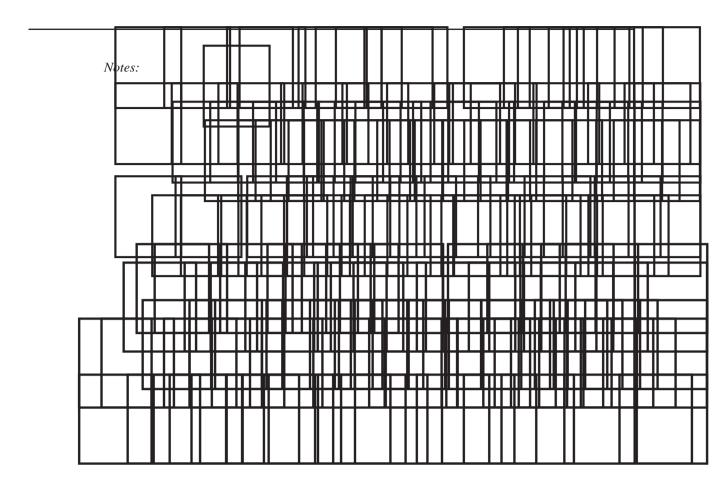


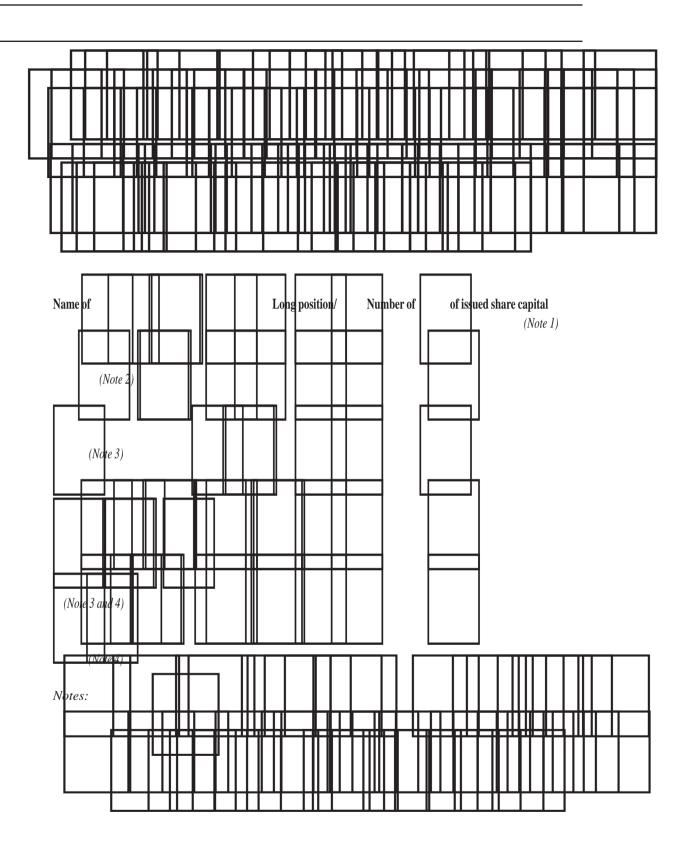


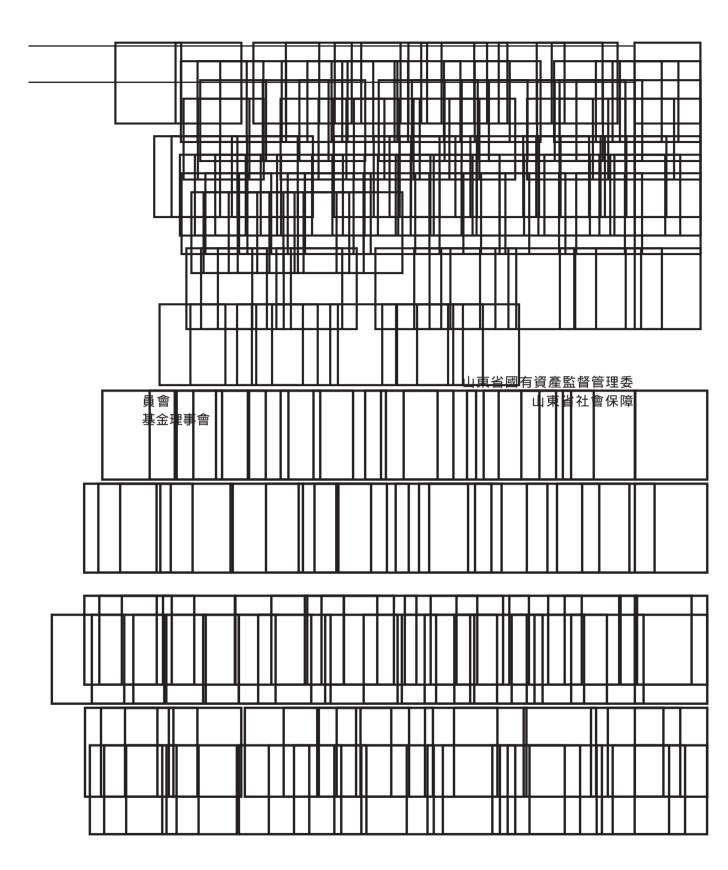




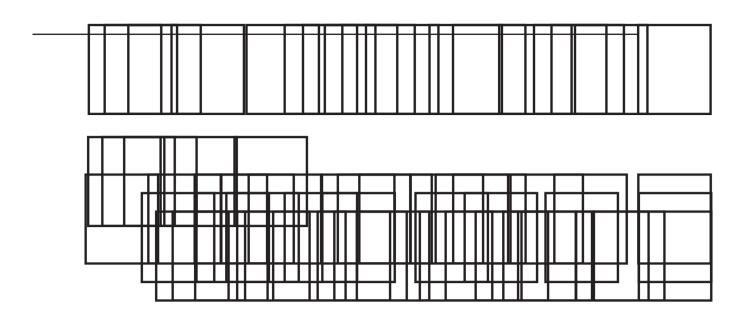


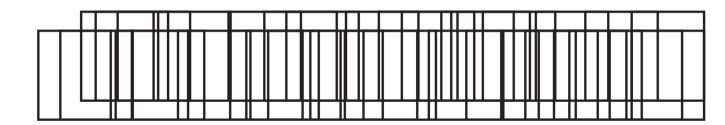


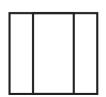


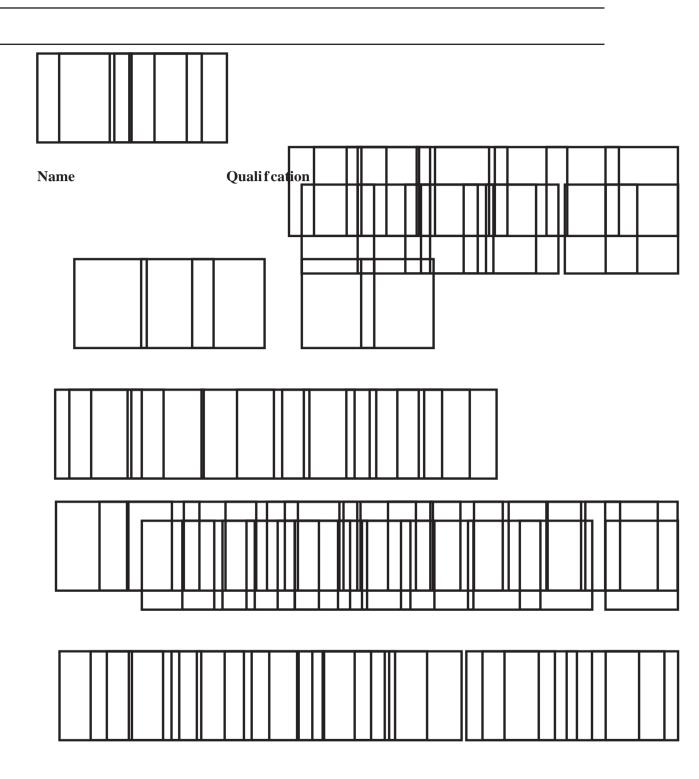


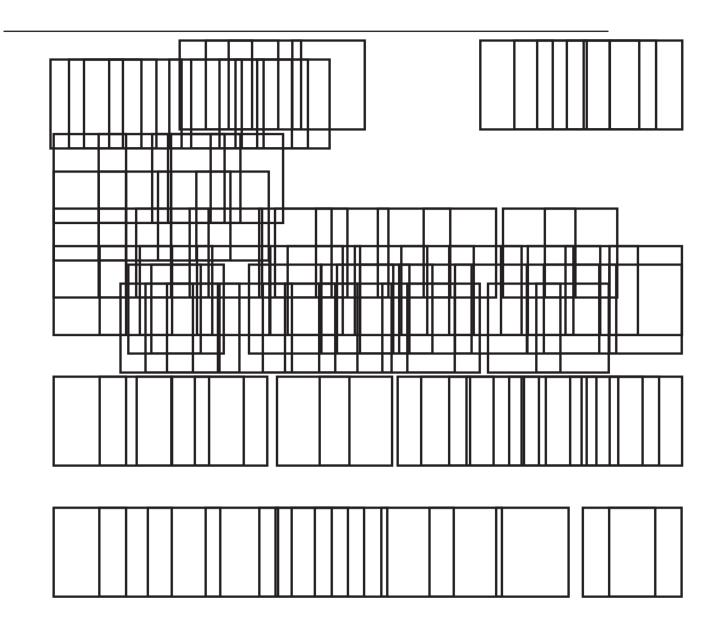


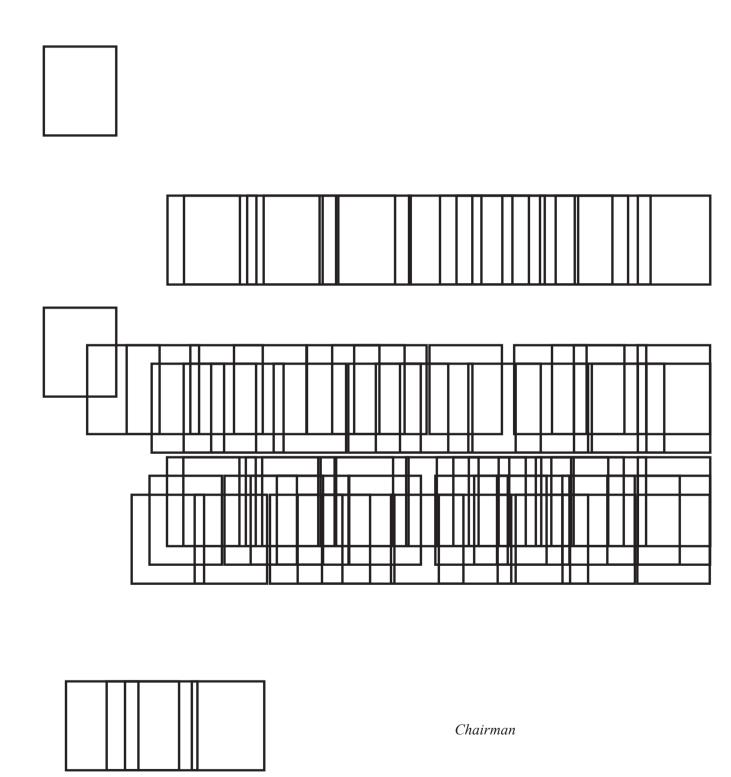


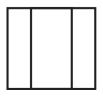












Notes:

