

CHINA EVERBRIGHT WATER LIMITED

Company Registration No.: 34074

(Incorporated in Bermuda)

**ALLOTMENT AND ISSUANCE OF 120,690,957 NEW ORDINARY SHARES IN THE CAPITAL OF
CHINA EVERBRIGHT WATER LIMITED AT AN ISSUE PRICE OF S\$0.94 PER SHARE**

The board of directors ("**Board**") of China Everbright Water Limited (the "**Company**") refers to the announcement by the Company on 20 January 2015 (the "**Placement Announcement**") in relation to the proposed allotment and issuance of an aggregate of 120,690,957 new ordinary shares in the capital of the Company (the "**Subscription Shares**") to International Finance Corporation and Dalvey Asset Holding Ltd.

Capitalised terms used but not defined in this Announcement shall have the meanings given to them in the Placement Announcement.

The Company wishes to announce that the SGX-ST has on 13 February 2015 granted its in-principle approval for the listing of and quotation for the Subscription Shares on the Official List of the SGX-ST (the "**AIP**"), subject, *inter alia*, to compliance with the SGX-ST's listing requirements. The AIP is not an indication of the merits of the Subscriptions, the Subscription Shares, the Company, and/or its subsidiaries.

The Company has provided the following undertakings to the SGX-ST:

- (i) that, pursuant to Rule 803 of the Listing Manual, the Subscription Shares will not be issued to transfer a controlling interest in the Company without the prior approval of the shareholders of the Company in general meeting;
- (ii) the Subscription Shares will not be placed to any of the persons set out as restricted persons under Rule 812(1) of the Listing Manual, save with specific shareholder approval pursuant to Rule 812(2);
- (iii) it will announce the use of the proceeds of the Subscriptions as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated in the Company's announcement(s) in relation to the Subscriptions, and where there is any material deviation from the stated use of proceeds, announce the reasons for such deviation; and
- (iv) it will provide a status report on the use of proceeds from the Subscriptions in the annual report of the Company.

As disclosed in the Placement Announcement, in addition to receipt of the AIP, completion under each of the IFC Subscription Agreement and the RRJ Subscription Agreement is, respectively, subject to the other IFC Conditions Precedent and RRJ Conditions Precedent, including the Shareholder Approval. The Company will, in compliance with the applicable rules of the Listing Manual, make further announcements as appropriate.

BY ORDER OF THE BOARD
CHINA EVERBRIGHT WATER LIMITED

Wang Tianyi
Executive Director, Vice-Chairman and Chief Executive Officer
13 February 2015