

**AQUA RESOURCES FUND LIMITED**

**Interim Management Report and Unaudited Condensed Interim Consolidated Financial  
Statements**

**For the six months ended 30 June 2013**

## **AQUA RESOURCES FUND LIMITED**

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## AQUA RESOURCES FUND LIMITED

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### MANAGEMENT AND ADMINISTRATION

**DIRECTORS:**

Hasan Askari (*Chairman*)  
Fergus Dunlop  
Charles Parkinson  
*all of whom are independent non-executive directors*

**REGISTERED OFFICE:**

Sarnia House  
Le Truchot  
St. Peter Port  
Guernsey CI  
GY1 4NA

**MANAGER:**

FourWinds Capital Management  
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PO Box 268  
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Grand Cayman KY1-1104  
Cayman Islands

**SOLICITORS TO THE COMPANY:**

(as to English Law)

Herbert Smith Freehills LLP  
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Primrose Street  
London EC2A 2EG  
United Kingdom

**ADVOCATES TO THE COMPANY:**

(as to Guernsey Law)

Mourant Ozannes  
1 Le Marchant Street  
St. Peter Port  
Guernsey CI  
GY1 4HP

**ADMINISTRATOR AND COMPANY SECRETARY:**

Praxis Fund Services Limited  
Sarnia House  
Le Truchot  
St. Peter Port  
Guernsey CI  
GY1 4NA

**AUDITORS:**

PricewaterhouseCoopers CI LLP  
Royal Bank Place  
1 Gategny Esplanade  
St Peter Port  
Guernsey CI  
GY1 4ND

**REGISTRAR:**

Capita Registrars (Guernsey) Limited  
PO Box 627  
Mont Crevelt House  
Bulwer Avenue  
St. Sampson  
Guernsey CI  
GY2 4LH

**UK TRANSFER AGENT:**

Capita Registrars Limited  
The Registry  
34 Beckenham Road  
Beckenham  
Kent BR3 4TU  
United Kingdom

**HIGHLIGHTS OF THE MANAGER'S REPORT  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

**RESULTS AND ACTIVITIES OF AQUA RESOURCES FUND LIMITED (THE "COMPANY") FOR THE SIX MONTHS  
ENDED 30 JUNE 2013**

- At 30 June 2013, the Company had invested approximately 93 per cent of its net assets.
- At 30 June 2013, the unaudited net asset value ("NAV") per ordinary share of the Company ("ordinary share") was €0.5945.

**Highlights at the Company's portfolio level**

- During the first six months of the year, Ranhill Water Technologies (Cayman) Limited ("RWT") continued to build on their strong operations with over 15 per cent revenue growth in the twelve months to 30 June 2013. Despite the withdrawal of the Ranhill Energy & Resources ("Ranhill Energy", part of the Ranhill Group) proposed initial public offering (the "Ranhill Energy IPO") on the Kuala Lumpur Stock Exchange, the sale of the Company's stake in RWT to the Ranhill Group is expected to occur on the same terms with a new closing date of approximately April 2014 and is subject to the Company's Board's approval.
- During the first six months of the year, China Hydroelectric Corporation's ("CHC") management continued to rationalise the company's overheads with the closure of the US office and reduction of professional service expenses. This resulted in a 36 per cent reduction in general and administrative expenses for the quarter ended 30 March 2013. These measures helped offset the slower operational results due to tough drought conditions in several Chinese provinces. On 4 September 2013, CHC received a non-binding preliminary proposal letter from its largest shareholder NewQuest Capital Partners to buy the stock it does not own in cash. The proposal is more fully detailed on page 6 of this report and in note 8 to these condensed interim consolidated financial statements.
- Waterleau Group ("Waterleau") is expecting a significant contribution from India this year and is focusing on acquisitions to expand in that market and other selective value adding opportunities.
- During the first six months of 2013, In-Pipe Technology Inc. ("In-Pipe"), achieved a high teens revenue growth rate over the corresponding period last year and maintained its record of EBITDA break-even every month for the past twelve months.
- Bluewater Bio International ("BBI") reported very strong revenue growth during the twelve months to financial year ended 30 June 2013 from £2.5 million to £9.9 million.

## AQUA RESOURCES FUND LIMITED

### MANAGER'S REPORT FOR THE SIX MONTHS ENDED 30 JUNE 2013

The Company's portfolio is managed by FourWinds Capital Management ("the Manager"), a Cayman Islands exempt limited company.

#### Introduction

The Company presents its unaudited financial results for the six months ended 30 June 2013 and reports that the unaudited NAV per Ordinary share at 30 June 2013 was €0.5945 (€0.5397 at 31 December 2012 and €0.7155 at 30 June 2012). At 30 June 2013, the Company had invested approximately 93 per cent of its net assets and the balance was invested conservatively in cash, with no gearing.

#### Summary of performance

Twelve months ending 30 June	Unaudited net assets attributable to ordinary shareholders €	Unaudited NAV per Ordinary share €	Ordinary share price €	Increase/(decrease) in Net Asset Value period on period €
2011	74,788,639	1.0321	0.44	3,840,742
2012	51,847,198	0.7155	0.29	(22,941,441)
2013	43,080,073	0.5945	N/A	(8,767,125)

#### Investment activity during the period

No new investments have been made during the period under review, in line with the Board's policy. However, as reported in the Company's 2012 annual report, the sale of the Company's stake in RWT has been postponed due to the delay in the pending IPO of the purchaser and is now expected to occur on the same terms with a new closing date of approximately April 2014.

#### Manager's review

At 30 June 2013, the unaudited NAV per ordinary share of the Company was €0.5945, an increase of 10.15 per cent from the 31 December 2012 audited NAV of €0.5397 per ordinary share.

#### Analysis of movements in NAV for the six months ended 30 June 2013 (in €)

<b>Opening NAV as at 1 January 2013</b>	<b>39,106,061</b>
Investment income	100,000
Management fee	(417,459)
Performance fee	-
Other costs	(299,802)
Net change in unrealised appreciation of investments	4,618,604
Foreign currency movements	(27,331)
<b>Closing NAV as at 30 June 2013</b>	<b>43,080,073</b>

The Company's investment objective is to provide capital appreciation through exposure to a diversified portfolio of water related investments.

The Company gives investors unique access to the steadily growing private water and wastewater treatment sector by investing in businesses that are established globally or locally with potential to grow outside of their core markets, and which have a successful track record in delivering solutions to their clients.

**MANAGER'S REPORT (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013****Manager's strategy**

The Manager seeks to achieve the investment objective of the Company by providing shareholders with a pure exposure to the long-term capital appreciation of water companies through diversified exposure to a global portfolio of growth capital water-related investments.

Despite the concentration of the NAV of the portfolio, the portfolio companies continue to be diversified between technologies, service providers and operators. Significant time is spent on each investment and synergies are sought between the different portfolio companies to extract and deliver superior value.

The Manager carefully considers the exercise of voting rights in relation to the Company's portfolio companies and votes or refrains from voting based on a case by case examination, using its commercial and financial judgment for the best long-term interests of the Company and its shareholders. Typically the Manager will, when making voting decisions, examine the strategic focus and operating performance of the relevant portfolio company, its corporate governance and remuneration framework and its communications and reporting structures. Furthermore, the Manager has in place a rigorous process for managing the relationship with each investee company for the period to anticipated realisation. This includes regular asset reviews and, in four cases, board representation by one or two of the Manager's executives.

**Portfolio overview****Ranhill Water Technologies (Cayman) Limited ("RWT") performance**

RWT is a fully integrated water and wastewater company with in-house expertise in design, construction and operations of water and wastewater plants across a number of Asian countries. It has operations in Thailand, Malaysia and China. Currently, RWT owns and operates 4 projects in China with a total treatment capacity of 160 million litres per day as well as 2 Build Own Transfer projects consisting of 5 operating plants in Thailand.

**Summary of RWT's financial performance<sup>1</sup> (June year-end):**

<b>(in US\$ million)</b>	<b>12 months to June 2009 <i>(audited)</i></b>	<b>12 months to June 2010 <i>(audited)</i></b>	<b>12 months to June 2011 <i>(audited)</i></b>	<b>12 months to June 2012 <i>(unaudited)</i></b>	<b>18 months to Dec 2012 <i>(audited)</i></b>
Revenues	13.5	22.5	26.1	27.7	50.9
EBITDA	4.8	6.0	6.4	7.5	12.8
Net Profit <sup>2</sup>	4.2	4.9	5.0	5.4	8.9

During 2012, RWT changed its reporting calendar from a June year-end to a December year-end. For the 18 months ended 31 December 2012, RWT registered audited revenues of approximately US\$50.9 million, EBITDA of US\$12.8 million and net profit of US\$8.9 million.

During the first six months of 2013, RWT continued to build on its strong operations with over 15 per cent revenue growth in the twelve months to 30 June 2013.

On 11 January 2013, the Company received a non-refundable deposit payment of US\$1 million from the Ranhill Group in connection with the potential sale of the Company's stake in RWT. On that date, Aqua's wholly-owned subsidiary, Robinson Investments Limited ("Robinson"), entered into a conditional sale and purchase agreement with the Ranhill Group pursuant to which the Ranhill Group agreed to acquire Robinson's entire shareholding in RWT of 14,880,000 ordinary shares, representing 45.23 per cent of the issued and paid-up capital of RWT, for US\$31,659,574 of cash consideration. The consideration (less the US\$1 million deposit already paid) is subject to interest of 5 per cent per annum for the period between 11 January 2013 and completion of the transaction.

The transaction was conditional (subject to rights to waive such conditions) upon, amongst other things, the approval by all relevant regulatory authorities of the Ranhill Energy proposed Ranhill Energy IPO and the use of part of the proceeds of the proposed public offering for payment of the consideration.

<sup>1</sup> Audited figures for the years ended 30 June 2009, 2010 and 2011. Audited figures for the 18 months ended 31 December 2012. Unaudited figures for the 12 months to 30 June 2012.

<sup>2</sup> Net Profit is calculated before currency translation differences.

**MANAGER'S REPORT (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

**Portfolio overview (continued)**

**Ranhill Water Technologies (Cayman) Limited ("RWT") performance (continued)**

On 26 July 2013, Ranhill Energy decided to withdraw the Ranhill Energy IPO application and no longer seek a listing on the Kuala Lumpur Stock Exchange, resulting in the postponement of the sale of the Company's stake in RWT after the original deadline of 14 August 2013.

Subsequently, the Ranhill Group and the Company, with the Board's consent, have agreed in principle (subject to conclusion of definitive legal documentation regarding extension of the deadline for closing) to maintain the terms of the offer, subject to the aforementioned 5 per cent per annum interest, with a new closing date of approximately April 2014.

The Company owns approximately 45.2 per cent of RWT.

**Investment summary:**

	<b>Cost (€'000)</b>	<b>Unrealised value (€'000)</b>	<b>Total value (€'000)</b>	<b>Valuation methodology</b>
<b>RWT</b>	11,055	8,400	19,455	Agreed sale price less execution risk discount

Details on the valuation methodology can be found in note 2 to the condensed interim consolidated financial statements on page 23.

**China Hydroelectric Corporation ("CHC") performance**

CHC is an owner, consolidator, developer and operator of small hydroelectric power projects in the People's Republic of China. CHC's primary business is to identify and evaluate acquisition and development opportunities and acquire and in some cases construct, hydroelectric power projects in China. CHC currently owns 25 operating hydroelectric power stations in China with a total installed capacity at 30 June 2013 of 517.8 megawatt, of which it acquired twenty-one operating stations and constructed four. These projects are located in four provinces: Zhejiang, Fujian, Yunnan and Sichuan<sup>3</sup>. Hydropower is an important factor in meeting China's electric power needs, accounting for approximately 22 per cent of total nation-wide capacity<sup>4</sup>.

**Summary of CHC's financial performance<sup>5</sup> (December year-end):**

<b>(in US\$ millions)</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>Q1 2013</b>
Revenues	34.3	58.2	54.6	85.4	18.3
Gross profit	17.9	35.5	23.3	49.6	10.1
EBITDA	20.2	31.8	23.3	55.7	12.8

On 30 August 2013, CHC reported its second quarter unaudited results for the six months ended 30 June 2013.

For the six months to 30 June 2013, CHC reported unaudited revenues of US\$48.1 million (US\$52.9 million for the six months to 30 June 2012), EBITDA of US\$36.2 million (US\$36.8 million for the six months to 30 June 2012) and net income of US\$5.9 million, or \$0.04 per share (US\$8.5 million, or \$0.05 per share for the six months to 30 June 2012).

<sup>3</sup> CHC's data.

<sup>4</sup> CHC's data.

<sup>5</sup> Audited figures for the years ended 31 December 2009, 2010, 2011 and 2012. Unaudited figures for the six months to 30 June 2013. Source: Capital IQ

**MANAGER'S REPORT (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

**Portfolio overview (continued)**

**China Hydroelectric Corporation ("CHC") performance (continued)**

The second quarter represented a tough comparison with the previous year due to high rainfall last year and dryer conditions this year. Precipitation was 13 per cent below the long-term average, compared to being 10 per cent above the long-term average in 2012. Due to less precipitation, electricity sold in the second quarter declined approximately 7.6 per cent when compared to the same period in the previous year. Nonetheless, net income increased by 18.2 per cent. During this period, CHC continued to rationalise the company's overheads with the closure of its US office and reduction of professional service expenses as well as focusing on strengthening its balance sheet which ends the quarter with more cash and lower debt.

During the period from 1 January 2013 to 30 June 2013, CHC's share price as traded on the New York Stock Exchange increased by approximately 52 per cent from US\$1.72 per American Depositary Share ("ADS") at 31 December 2012 to US\$2.62 per ADS at 30 June 2013.

As highlighted above, on 4 September 2013, CHC received a preliminary non-binding proposal letter from NewQuest Capital Partners, through its affiliated entity, CPI Ballpark Investments Ltd, and on behalf of its affiliates and the funds managed by it (collectively, "NewQuest"). The proposal letter indicated that NewQuest is interested in acquiring all of CHC's outstanding ordinary shares not currently owned by NewQuest, including ordinary shares represented by the Company's ADS (each representing three ordinary shares of CHC), at a price of US\$0.99 in cash per ordinary share or US\$2.97 in cash per ADS. NewQuest currently owns 80,777,569 ordinary shares of CHC, representing approximately 49.8 per cent of the total outstanding ordinary shares of CHC. In addition, as further disclosed in its beneficial ownership report on Schedule 13D filed with the SEC on 4 September 2013, NewQuest also holds options and warrants to acquire ordinary shares of CHC, which, if exercised in full, would increase its ownership of CHC to approximately 56.8 per cent of CHC's outstanding ordinary shares.

NewQuest's proposal letter specifies that its proposal constitutes only a preliminary indication of its interest, and is subject to negotiation and execution of definitive agreements relating to the proposed transaction.

CHC's Board of Directors, other than the Chairman of the Board of Directors, Mr Amit Gupta, who is also a partner of NewQuest, is reviewing and evaluating NewQuest's proposal and to date has not made any decisions with respect to CHC's response to the proposal. There can be no assurance that any definitive offer will be made by NewQuest or any other person, that any definitive agreement will be executed relating to the proposed transaction, or that the proposed transaction or any other transaction will be approved or consummated.

**Investment summary:**

	<b>Cost (€'000)</b>	<b>Unrealised value (€'000)</b>	<b>Total value (€'000)</b>	<b>Valuation methodology</b>
<b>CHC</b>	13,479	(9,491)	3,988	Market price

Details on the valuation methodology can be found in note 2 to the condensed interim consolidated financial statements on page 23.

**Waterleau Group ("Waterleau") performance**

Waterleau is a global provider of wastewater treatment, water treatment, sludge treatment, waste treatment, energy, and air treatment solutions for industry and municipalities. Its services include research and development, audits and consultancy, pilot testing and demonstration tests, feasibility studies, technology selection, process design, mechanical design, electricity and instrumentation design, basic engineering, detailed engineering, and procurement. The company also provides equipment supply, site supervision, general contracting, construction, erection, electricity, instrumentation and control, start-up and commissioning, training, operation and maintenance, project development, financing, and Build Own (Operate) Transfer project related services.

**MANAGER'S REPORT (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

**Portfolio overview (continued)**

**Summary of Waterleau's financial performance<sup>6</sup> (December year-end):**

<b>(in € millions)</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>
Revenues	55.5	63.5	75.3	65.9
EBITDA	6.6	6.6	7.2	2.3

During the six months to 30 June 2013, Waterleau reported revenues and margins in line with previous years, the first half of the year being traditionally slower than the second half.

Furthermore, Waterleau has been working on a number of value adding opportunities, such as developing the market in India with a view to establishing a wholly owned subsidiary in India by the end of 2013 in order to be able to consolidate fully the high growth revenues derived from that market. Other opportunities are closer to their home market, such as the waste-to-energy plant in Ieper, Belgium, that it purchased from a client at a fraction of its construction cost. This plant, following its ramp-up phase at the end of the financial year ended 31 December 2012, is starting to generate both revenues and operating profit and is expected to contribute approximately €2 million of revenues in the first year and €8 million of revenues in the second full year of operation.

**Investment summary:**

	<b>Cost (€'000)</b>	<b>Unrealised value (€'000)</b>	<b>Total value (€'000)</b>	<b>Valuation methodology</b>
<b>Waterleau</b>	20,000	(4,884)	15,116	Principal and accrued interest of convertible bond, less risk discount

Details on the valuation methodology can be found in note 2 to the condensed interim consolidated financial statements on page 23.

**In-Pipe Technology ("In-Pipe") performance**

In-Pipe provides engineered wastewater treatment technology and services for municipalities in the United States and internationally. Its technology re-engineers the sewer biofilm to offer biological nutrient removal, bio-solids management, wastewater recycling, and ultraviolet disinfection services to pre-treat wastewater in the sewer collection system. The company's solutions enable customers to achieve environmental compliance, and eliminate noxious odours and corrosion, as well as lessen the impact of fats, oils, and grease.

**Summary of In-Pipe's financial performance (December year-end)<sup>7</sup>:**

<b>(in US\$ millions)</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>LTM<sup>8</sup></b>
Revenues	1.7	1.6	1.8	2.1	2.3
EBITDA	(1.5)	(1.6)	(0.8)	0.03	0.5

<sup>6</sup> Audited figures for the years ended 31 December 2009, 2010, 2011 and 2012.

<sup>7</sup> Audited figures for the years ended 31 December 2009, 2010, 2011 and 2012.

<sup>8</sup> LTM: Last twelve months figures to 30 June 2013 are unaudited.

**MANAGER'S REPORT (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

**Portfolio overview (continued)**

**In-Pipe Technology ("In-Pipe") performance (continued)**

During the six months to 30 June 2013, In-Pipe has continued to improve performance, twelve months after taking aggressive measures to reduce costs and restructure the business. These measures are now behind In-Pipe, which is turning its focus on top line growth while maintaining break-even at EBITDA level. During this period, In-Pipe registered unaudited revenues of approximately US\$1.2 million or an 18 per cent increase over the corresponding period last year. The Manager, whose representative is the chairman of the board of directors of In-Pipe, is working very closely with In-Pipe's management with the objective of continuing this positive trend and of strengthening the value of In-Pipe.

**Investment summary:**

	<b>Cost (€'000)</b>	<b>Unrealised value (€'000)</b>	<b>Total value (€'000)</b>	<b>Valuation methodology</b>
<b>In-Pipe</b>	3,603	(1,978)	1,625	1 x multiple of annual revenues

Details on the valuation methodology can be found in note 2 to the condensed interim consolidated financial statements on page 23.

**Bluewater Bio International ("BBI") performance**

BBI is a provider of municipal, industrial, and commercial wastewater treatment solutions. It offers hybrid bacillus activated sludge technology, a biological odourless wastewater treatment process that produces reusable effluent and removes nutrients. The company also provides plant design, costing, installation, commissioning, training, and operation and maintenance services.

**Summary of BBI's financial performance (June year-end)<sup>9</sup>:**

<b>(in £ millions)</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>
Revenues	0.0	0.5	2.5	9.9
Gross profit	0.0	0.2	0.7	1.9

BBI has made substantial progress over the last twelve months, as demonstrated by an improvement of its revenues from £2.5 million to £9.9 million. BBI reduced its loss from £6.6 million (for the year ended 30 June 2012) to £3.9 million (for the year ended 30 June 2013). BBI has almost completed the building phase of its Tubli project in Bahrain, with the first phase delivered on schedule and the second phase nearing completion.

Furthermore, BBI received a new investment from an existing investor, Ombu Group, which has agreed to invest £4.1million into the company in four tranches of £1.0 million each. The first tranche was received on 22 July 2013, while the three other tranches are scheduled on the following dates: 18 August 2013, 1 January 2014 and 1 July 2014.

**Investment summary:**

	<b>Cost (€'000)</b>	<b>Realised value (€'000)</b>	<b>Unrealised value (€'000)</b>	<b>Total value (€'000)</b>	<b>Valuation methodology</b>
<b>BBI</b>	9,293	597	(8,778)	0	Written down to zero

Details on the valuation methodology can be found in note 2 to the condensed interim consolidated financial statements on page 23.

<sup>9</sup> Audited figures for the years ended 30 June 2010, 2011, 2012. Unaudited figures for the year ended 30 June 2013.

**MANAGER'S REPORT (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

**Portfolio overview (continued)**

**Performance summary**

For the six months ended 30 June 2013, the realised and unrealised movements of the investment portfolio (including accrued interest and foreign currency movements) are analysed below.

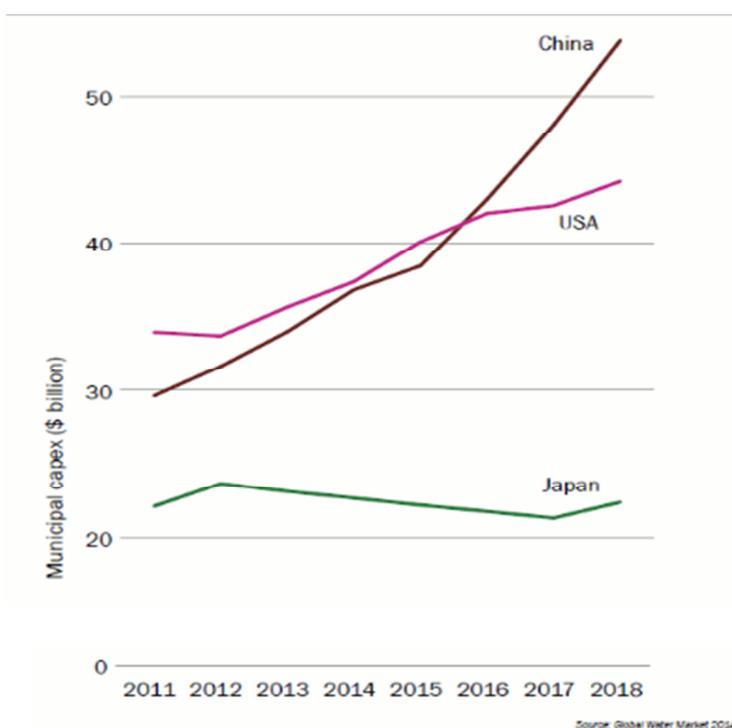
Net unrealised loss from foreign currency transactions	€(27,331)
Change in unrealised depreciation of investments	€4,618,604
<b>Total realised and unrealised gain from investments and foreign currency</b>	<b>€4,591,273</b>

**Manager's market commentary and outlook**

The market trends that impact the Fund's portfolio companies are quite diverse and differ across two key dimensions: municipal/industrial and developed/emerging markets. The two largest assets of the Fund (RWT and Waterleau) are balanced between municipal and industrial (with RWT focusing more on the municipal market with less than one third from industrial, and Waterleau averaging 50/50), and both of them derive most of their growth from the emerging markets: RWT in South East Asia (China and Thailand) and Waterleau in Africa, Asia (India) and Latin America (Brazil). The underlying global trends, summarised below, continue to be beneficial towards their strategic positioning.

On the municipal side, the growth in water and wastewater infrastructure spending is set to be driven by the Asia Pacific market, with China overtaking the US as the world's largest spender on water treatment. RWT was primarily set up by the Company and its partner, the Ranhill Group, to capture this very opportunity.

**Top Municipal Water Capex Markets (2011-2018), US\$bn<sup>10</sup>**



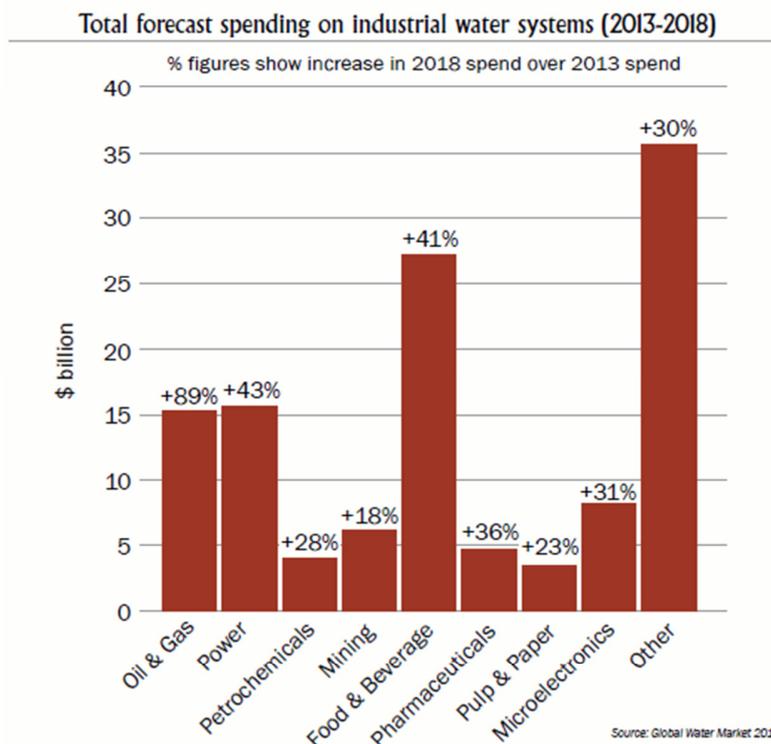
<sup>10</sup> Source: Global Water Market 2014 (Global Water Intelligence).

**MANAGER'S REPORT (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

**Manager's market commentary and outlook (continued)**

The increasing burden of environmental regulations, combined with the need to extract more value from the water cycle, is driving the market for municipal wastewater treatment. The market for standard wastewater equipment is set to rise by 27 per cent over the next five years, with sludge management and energy recovery amongst the growing trends. Waterleau's technology portfolio is very well suited to these two growth opportunities.

Waterleau's industrial business is also well positioned with the food & beverage sector being the largest industrial sector, set to grow by 41 per cent over the next 5 years, and the third fastest growing sector behind oil & gas and power<sup>11</sup>:



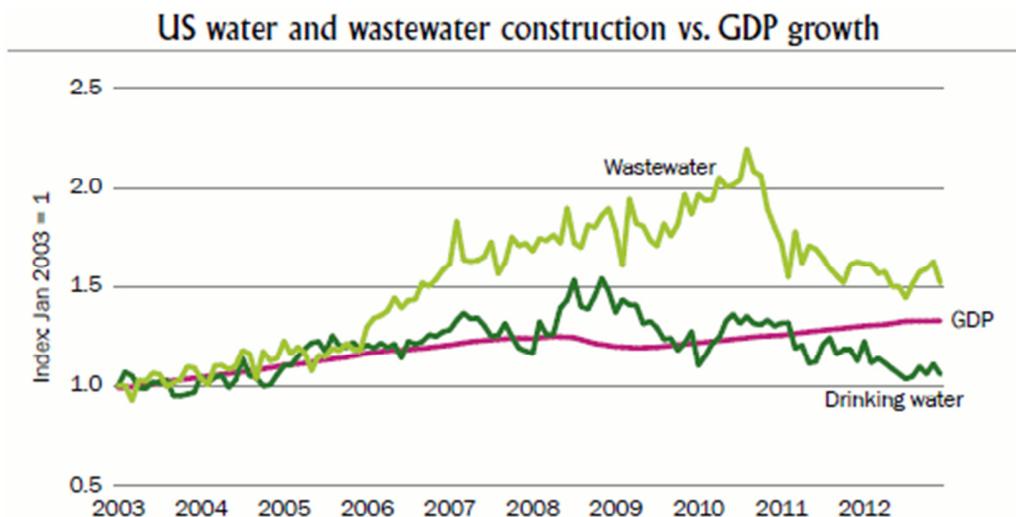
Whilst the future looks promising, both 2012 and the first half of 2013 have proved to be difficult for water companies addressing the municipal markets that are relying on developed world finances. 92 per cent of capital expenditure on water infrastructure comes from the public purse<sup>12</sup>. Public sector spending tends to peak late in the economic cycle, because that is when public finances are strongest. They may continue a little into an economic downturn in the form of stimulus spending, but during the early stages of recovery, public finances are at their weakest, and that is where we are today. Levels of capital expenditure on water are well below what they were at the peak. In the US, for example, the economy peaked during the summer of 2008, but wastewater spending continued to grow until mid-2010, when stimulus money began to run out. Both water and wastewater spending continued to decline during 2011 and 2012.

<sup>11</sup> Source: Global Water Market 2014 (Global Water Intelligence).

<sup>12</sup> Source: Global Water Market 2014 (Global Water Intelligence).

MANAGER'S REPORT (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013

Manager's market commentary and outlook (continued)

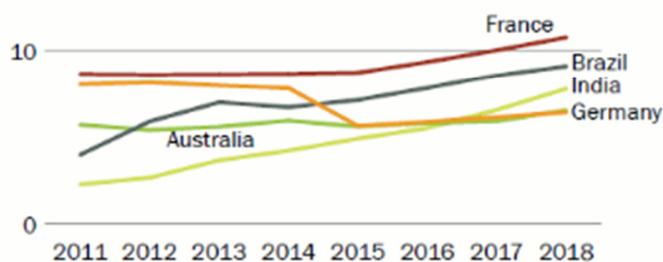


The US is probably at the bottom of the cycle. It is expected that in 2014, wastewater spending in the US will increase by 6.3 per cent as capital expenditure returns to previous trends. This rebound will have a positive effect on In-Pipe, one of the Company's portfolio companies, which is focused on the US municipal sector.

The European picture is very similar to the US. Southern and parts of Eastern Europe are probably a couple of years from the bottom of the cycle in water spending terms. Nevertheless, these regions remain committed to meeting the requirements of the EU Urban Waste Water Directive, so that when the recovery comes, it should be possible to expect a return to pre-crash spending levels. In that sense, it is interesting to compare the spending outlooks for France and Germany. The former still has outstanding commitments to EU directives requiring action, whereas the latter does not.

The other aspect of being a late-cycle business is that when developing countries experience rapid economic growth, water infrastructure spending tends to accelerate just as the overall rate of GDP growth starts to slow. In that sense, the BRIC nations<sup>13</sup> are expected to enjoy some of the strongest growth rates over the next five years. India, for example, is expected to more than double its capital expenditure on water and wastewater infrastructure between 2013 and 2018, surpassing both the German and Australian markets. Consequently, the Manager views Waterleau's potential expansion in the Indian market as a positive development.

Municipal Water Capex Markets (2011-2018), US\$bn<sup>14</sup>



Source: Global Water Market 2014

FourWinds Capital Management  
September 2013

<sup>13</sup> Brazil, Russia, India and China.

<sup>14</sup> Source: Global Water Market 2014 (Global Water Intelligence).

**DIRECTORS' RESPONSIBILITY STATEMENT  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

The Highlights and the Manager's Report comprise the Interim Management Report.

To the best of the knowledge of the Directors:

This Interim Management Report and Unaudited Condensed Interim Consolidated Financial Statements give a true and fair view of the assets, liabilities, financial position and profit of the Company and have been prepared in accordance with the accounting principles generally accepted in the US.

Signed on behalf of the Board of Directors by:

**Charles Parkinson**

**Director**

**27 September 2013**

**AQUA RESOURCES FUND LIMITED****UNAUDITED CONDENSED INTERIM CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES  
AT 30 JUNE 2013**

	Notes	Unaudited 30 June 2013 €	Audited 31 December 2012 €
<b>Assets</b>			
Cash and cash equivalents		2,439,281	2,537,771
Investments at fair value (cost 30 June 2013: €57,432,536 and 31 December 2012: €57,432,537)	2	40,184,359	35,565,755
Interest receivable		50,000	150,000
Receivable from the Manager	5	1,256,970	1,039,935
Prepaid expenses		22,546	6,685
<b>TOTAL ASSETS</b>		<b>43,953,156</b>	<b>39,300,146</b>
<b>Liabilities</b>			
Other payables	3	873,083	194,085
<b>TOTAL LIABILITIES</b>		<b>873,083</b>	<b>194,085</b>
<b>NET ASSETS</b>		<b>43,080,073</b>	<b>39,106,061</b>
<b>Net Assets consist of:</b>			
Ordinary shares (no par value, authorised to issue unlimited number of ordinary shares, of which 72,464,340 (31 December 2012: 72,464,340) were issued and outstanding)	4	70,030,004	70,030,004
Retained earnings		(26,949,931)	(30,923,943)
		<b>43,080,073</b>	<b>39,106,061</b>
<b>Net asset value per ordinary share</b>		<b>0.5945</b>	<b>0.5397</b>

The accompanying notes form an integral part of the unaudited condensed interim consolidated financial statements.

**AQUA RESOURCES FUND LIMITED**

**UNAUDITED CONDENSED INTERIM CONSOLIDATED SCHEDULE OF INVESTMENTS  
AT 30 JUNE 2013**

	Quantity/ Notional	Fair Value €	% of NAV
<b>INVESTMENTS AT FAIR VALUE</b>			
<b><u>Bonds</u></b>			
<b>Belgium (cost: €20,000,000)</b>			
Waterleau Group N.V. Convertible Loan	€20,000,000	15,115,500	35.09
<b>Total investments in bonds (cost: €20,000,000)</b>		<b>15,115,500</b>	<b>35.09</b>
<b><u>Equities in Unlisted Companies</u></b>			
<b>Belgium (cost: €277)</b>			
Waterleau Group N.V.	1	338	-
<b>Cayman Islands (cost: €20,351,156)</b>			
Bluewater Bio International (note 2)	49,170,112	-	-
Bluewater Bio International Class B Senior Preferred (Note 2)	283,011	-	-
Bluewater Bio International Class C Junior Preferred (Note 2)	2,117,984	-	-
Ranhill Water Technologies (Cayman) Limited	14,880,000	19,455,283	45.16
<b>United States of America (cost: €3,602,651)</b>			
In-Pipe Technology Company Inc.	474,834	1,624,867	3.77
<b>Total investments in unlisted companies (cost: €23,954,084)</b>		<b>21,080,488</b>	<b>48.93</b>
<b><u>Equities in Listed Companies</u></b>			
<b>China (cost: €13,478,451)</b>			
China Hydroelectric Corporation – American Depository Shares	1,980,537	3,988,371	9.26
<b>Total investments in listed companies (cost: €13,478,451)</b>		<b>3,988,371</b>	<b>9.26</b>
<b><u>Warrants</u></b>			
<b>Cayman Islands (cost: €0)</b>			
Bluewater Bio International – Warrant 02/11/2016 (Note 2)	1	-	-
<b>United States of America (cost: €1)</b>			
In-Pipe Technology Company Inc. – Warrants 05/08/2016 (Note 2)	74,225	-	-
<b>Total investments in warrants (cost: €1)</b>		<b>-</b>	<b>-</b>
<b>Total investments at fair value (cost: €57,432,536)</b>		<b>40,184,359</b>	<b>93.28</b>

The accompanying notes form an integral part of these unaudited condensed interim consolidated financial statements.

**AQUA RESOURCES FUND LIMITED**

**UNAUDITED CONDENSED INTERIM CONSOLIDATED SCHEDULE OF INVESTMENTS (CONTINUED)  
AT 31 DECEMBER 2012**

	Quantity/ Notional	Fair Value €	% of NAV
<b>INVESTMENTS AT FAIR VALUE</b>			
<b><u>Bonds</u></b>			
<b>Belgium (cost: €20,000,000)</b>			
Waterleau Group N.V. Convertible Loan	€20,000,000	12,202,500	31.20
<b>Total investments in bonds (cost: €20,000,000)</b>		<b>12,202,500</b>	<b>31.20</b>
<b><u>Equities in Unlisted Companies</u></b>			
<b>Belgium (cost: €277)</b>			
Waterleau Group N.V.	1	338	-
<b>Cayman Islands (cost: €20,351,156)</b>			
Bluewater Bio International (Note 3)	88,783,918	-	-
Bluewater Bio International B Senior Preferred	8,250,577	-	-
Bluewater Bio International C Junior Preferred	2,117,984	-	-
Ranhill Water Technologies (Cayman) Limited	14,880,000	19,179,816	49.05
<b>United States of America (cost: €3,602,651)</b>			
In-Pipe Technology Company Inc.	474,834	1,601,854	4.10
<b>Total investments in unlisted companies (cost: €23,954,084)</b>		<b>20,782,008</b>	<b>53.15</b>
<b><u>Equities in Listed Companies</u></b>			
<b>China (cost: €13,478,451)</b>			
China Hydroelectric Corporation – American Depository Shares	1,980,538	2,581,247	6.60
<b>Total investments in listed companies (cost: €13,478,451)</b>		<b>2,581,247</b>	<b>6.60</b>
<b><u>Warrants</u></b>			
<b>Cayman Islands (cost: €1)</b>			
Bluewater Bio International – Warrant 02/11/2016 (Note 3)	1	-	-
Bluewater Bio International – Part 2 Warrant 31/03/2013 (Note 3)	1	-	-
<b>United States of America (cost: €1)</b>			
In-Pipe Technology Company Inc. – Warrants 05/08/2016 (Note 3)	74,225	-	-
<b>Total investments in warrants (cost: €2)</b>		<b>-</b>	<b>-</b>
<b>Total investments at fair value (cost: €57,432,537)</b>		<b>35,565,755</b>	<b>90.95</b>

The accompanying notes form an integral part of the unaudited condensed interim consolidated financial statements.

**AQUA RESOURCES FUND LIMITED**

**UNAUDITED CONDENSED INTERIM CONSOLIDATED STATEMENT OF OPERATIONS  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

	Notes	Unaudited 30 June 2013 €	Unaudited 30 June 2012 €
<b>Investment Income</b>			
Interest income		100,000	532,551
<b>Total investment income</b>		<u>100,000</u>	<u>532,551</u>
<b>Operating Expenses</b>			
Administrator fees		45,485	59,863
Audit fees		21,648	36,779
Professional fees		70,814	29,353
Brokerage fees		-	61,488
Directors' fees		80,163	53,517
Directors' expenses		-	4,867
Due diligence expenses	5	26,688	53,329
Management fees	5	417,459	733,202
Marketing expense	5	-	16,214
Miscellaneous expenses		55,004	147,377
<b>Total operating expense</b>		<u>717,261</u>	<u>1,195,989</u>
<b>Net investment loss</b>		<u>(617,261)</u>	<u>(663,438)</u>
<b>Realised and unrealised gain/(loss) from investments and foreign currency</b>			
Net realised loss from foreign currency transactions		-	(13,062)
Net unrealised (loss)/gain from foreign currency transactions		(27,331)	6,811
Net realised loss on investments		-	(7,645)
Change in unrealised depreciation of investments		4,618,604	(16,307,070)
		<u>4,591,273</u>	<u>(16,320,966)</u>
<b>Net increase/(decrease) in net assets resulting from operations</b>		<u><b>3,974,012</b></u>	<u><b>(16,984,404)</b></u>
<b>Net investment loss per ordinary share (annualised):</b>			
Basic & diluted		<u>(0.0170)</u>	<u>(0.0183)</u>
<b>Net profit/(loss) per ordinary share (annualised):</b>			
Basic & diluted		<u>0.1097</u>	<u>(0.4688)</u>
<b>Weighted average number of ordinary shares outstanding:</b>			
Basic & diluted		<u>72,464,340</u>	<u>72,464,340</u>

The accompanying notes form an integral part of the unaudited condensed interim consolidated financial statements.

**AQUA RESOURCES FUND LIMITED****UNAUDITED CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

	Notes	Unaudited 30 June 2013 €	Unaudited 30 June 2012 €
<b>Movement in net assets resulting from operations</b>			
Net investment loss		(617,261)	(663,438)
Net realised loss from foreign currency transactions		-	(13,062)
Net unrealised gain from foreign currency transactions		(27,331)	6,811
Net realised loss on investments		-	(7,645)
Net change in unrealised depreciation of investments		4,618,604	(16,307,070)
<b>Net increase/(decrease) in net assets resulting from operations</b>		<b>3,974,012</b>	<b>(16,984,404)</b>
<b>Net assets at beginning of the period</b>		<b>39,106,061</b>	<b>68,831,602</b>
<b>Net assets at end of the period</b>		<b>43,080,073</b>	<b>51,847,198</b>
<b>Net asset value per ordinary share</b>		<b>0.5945</b>	<b>0.7155</b>
<b>Number of ordinary shares issued and outstanding at end of the period</b>	4	<b>72,464,340</b>	<b>72,464,340</b>

The accompanying notes form an integral part of the unaudited condensed interim consolidated financial statements.

**AQUA RESOURCES FUND LIMITED****UNAUDITED CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

	<b>Unaudited 30 June 2013</b>	<b>Unaudited 30 June 2012</b>
	<b>€</b>	<b>€</b>
<b>Cash flows from operating activities</b>		
Increase/(decrease) in net assets resulting from operations	3,974,012	(16,984,404)
Adjustment to reconcile decrease in net assets resulting from operations to net cash used in operating activities:		
Net realised loss on investments	-	7,645
Net change in unrealised depreciation of investments	(4,618,604)	16,307,070
Decrease in interest receivable	100,000	593,739
Increase in receivable from the Manager	(217,035)	(183,030)
Increase in prepaid expenses	(15,861)	(22,770)
Increase/(decrease) in other payables	678,998	(56,132)
Purchase of investments	-	(2,882,554)
Sale of investments	-	3,000,116
Net cash used in operating activities	<u>(98,490)</u>	<u>(220,320)</u>
<b>Net decrease in cash and cash equivalents</b>	(98,490)	(220,320)
<b>Cash and cash equivalents at beginning of the period</b>	2,537,771	4,078,716
<b>Cash and cash equivalents at end of the period</b>	<u><b>2,439,281</b></u>	<u><b>3,858,396</b></u>

The accompanying notes form an integral part of the unaudited condensed interim consolidated financial statements.

**AQUA RESOURCES FUND LIMITED**

**UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL HIGHLIGHTS  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

	<b>Unaudited 30 June 2013</b>	<b>Unaudited 30 June 2012</b>
<b>Per share data<sup>1</sup></b>	<b>€</b>	<b>€</b>
Net asset value at beginning of the period	<u>0.5397</u>	<u>0.9499</u>
Net investment loss	(0.0085)	(0.0092)
Net realised and unrealised foreign currency loss	(0.0004)	(0.0001)
Net realised loss on investments	-	(0.0001)
Net change in unrealised depreciation of investments	<u>0.0637</u>	<u>(0.2250)</u>
Net decrease in net assets resulting from operations	<u>0.0548</u>	<u>(0.2344)</u>
<b>Net asset value at end of the period</b>	<b><u>0.5945</u></b>	<b><u>0.7155</u></b>
<b>Ratios/supplemental data</b>		
<b>Total return</b>	<b><u>10.15%</u></b>	<b><u>(24.68%)</u></b>
Number of ordinary shares outstanding at end of the period	72,464,340	72,464,340
Weighted average number of ordinary shares	72,464,340	72,464,340
Net assets at end of the period (in €)	43,080,073	51,847,198
Average net assets <sup>2</sup> (in €)	42,177,519	62,911,391
Ratio of operating expenses to average net assets <sup>3</sup>	(3.40%)	(3.80%)
Ratio of net investment loss to average net assets <sup>3</sup>	(2.93%)	(2.11%)

<sup>1</sup>Basic weighted average per share data

<sup>2</sup>Average net assets calculated using the quarterly net assets

<sup>3</sup>Ratios based on reporting periods of less than twelve months have been annualised

The accompanying notes form an integral part of the unaudited condensed interim consolidated financial statements.

**NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

**1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

*Basis of Presentation*

These Unaudited Condensed Interim Consolidated Financial Statements (“Interim Financial Statements”) have been prepared in accordance with accounting principles generally acceptable in the US.

The Company’s Interim Financial Statements are presented in Euro which is the functional and the reporting currency of the Company.

*Basis of Consolidation*

Under the Accounting Standard Codification (“ASC”) Topic 810, “Consolidation” (“ASC 810”), consolidation by an investment company of a non-investment company investee is not appropriate within the scope of Topic 946 Financial Services - “Investment Companies”. An exception to this general principle occurs if the investment company has an investment in an operating company that provides services to the investment company. The Interim Financial Statements consolidate the financial statements of the three wholly owned subsidiaries of the Company;

- Aqua Resources (In-Pipe) Holdings Limited (“ARIHL”), a Guernsey limited company formed in August 2009;
- Aqua Resources Asia Holdings Limited, an exempt company incorporated in the Cayman Islands formed in October 2008; and
- Cooperative Aqua Netherlands Holdings UA, a Dutch co-operative company formed on 22 March 2010.

ARAHL wholly owns a subsidiary, Robinson Investments Limited, which is an exempt company incorporated in the Cayman Islands formed in October 2008 and Cooperative Aqua Netherlands Holdings UA wholly owns a subsidiary, Aqua Netherlands Holdings BV, which is a Dutch special purpose vehicle formed on 26 March 2010. All intercompany accounts are eliminated on consolidation.

*Segment Reporting*

The Directors are of the opinion that the Company is engaged in a single segment of business, being water-related investment opportunities.

**2. INVESTMENTS**

The following tables show an analysis of assets and liabilities recorded at fair value, between those whose fair value is based on quoted market prices (Level 1), those involving valuation techniques where model inputs are observable in the market (Level 2) and those where the valuation technique involves the use of non-market observable inputs (Level 3).

<b>Assets at fair value as of 30 June 2013 (unaudited)</b>	<b>Total</b>	<b>Quoted prices in active markets for identical assets (Level 1)</b>	<b>Other market- based observable inputs (Level 2)</b>	<b>Unobservable inputs (Level 3)</b>
<b>Class</b>	<b>€</b>	<b>€</b>	<b>€</b>	<b>€</b>
Equities- Listed companies	3,988,371	3,988,371	-	-
Equities- Unlisted companies	21,080,488	-	-	21,080,488
Convertible bonds	15,115,500	-	-	15,115,500
Warrants	-	-	-	-
<b>Total</b>	<b>40,184,359</b>	<b>3,988,371</b>	<b>-</b>	<b>36,195,988</b>

NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013

2. INVESTMENTS (CONTINUED)

Assets at fair value as of 31 December 2012 (audited)	Total €	Quoted prices in active markets for identical assets (Level 1) €	Other market- based observable inputs (Level 2) €	Unobservable inputs (Level 3) €
<b>Class</b>				
Equities- Listed companies	2,581,247	2,581,247	-	-
Equities- Unlisted companies	20,782,008	-	-	20,782,008
Convertible bonds	12,202,500	-	-	12,202,500
Warrants	-	-	-	-
<b>Total</b>	<b>35,565,755</b>	<b>2,581,247</b>	<b>-</b>	<b>32,984,508</b>

*Transfers in or out of level 3*

The ASU requires entities to discuss the reasons for these transfers and to disclose the transfers on a gross basis. Transfers into level 3 must be separately disclosed from transfers out of level 3. The ASU also requires that entities disclose their policy for determining when transfers between levels are recognised and provides the following examples of policies;

- i. the actual date of the event of change in circumstances that cause the transfer
- ii. the beginning of the reporting period
- iii. the end of the reporting period

The Company is using the policy of recognising transfers at the beginning of the reporting period.

The Company's policy about the timing of recognising transfers into the hierarchy levels is the same as the policy for recognising transfers out and this policy is applied consistently.

The table below shows a reconciliation of beginning to ending balances for Level 3 investments and the amount of total gains or losses for the period included in earnings attributable to the change in unrealised gains or losses relating to assets and liabilities held at 30 June 2013.

	Total €	Equities €	Bonds securities €	Warrants €
Opening balance 1 January 2013	32,984,508	20,782,008	12,202,500	-
Change in net depreciation	3,211,480	298,480	2,913,000	-
Closing balance 30 June 2013	36,195,988	21,080,488	15,115,500	-
Total unrealised losses at 30 June 2013*	(7,758,097)	(2,873,596)	(4,884,500)	(1)

\*The accumulated total change in unrealised depreciation to date attributable to level 3 movements still held at 30 June 2013.

**NOTES TO THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**
**2. INVESTMENTS (CONTINUED)**

The table below shows a reconciliation of beginning to ending balances for Level 3 investments and the amount of total gains or losses for the year included in earnings attributable to the change in unrealised gains or losses relating to assets and liabilities held at 31 December 2012.

	<b>Total</b> €	<b>Equities</b> €	<b>Bonds</b> <b>securities</b> €	<b>Warrants</b> €
Opening balance 1 January 2012	62,253,292	36,139,685	25,910,809	1
Purchases of investments	2,882,553	2,882,553	-	-
Disposals of investments	(3,008,734)	-	(3,008,734)	-
Realised gain on disposal of investments	944	-	944	-
Change in net unrealised appreciation/(depreciation)	(29,143,547)	(15,075,428)	(14,468,118)	(1)
Closing balance 31 December 2012	<u>32,984,508</u>	<u>20,782,008</u>	<u>12,202,500</u>	<u>-</u>
Total unrealised losses at 31 December 2012	(10,969,578)	(3,172,076)	(7,797,500)	(2)

**Warrants**

The Company holds warrants to subscribe for a total of 55,366,136 ordinary shares of BBI expiring in November 2016.

The Company also holds warrants (via its subsidiary ARIHL) to subscribe for 74,225 of additional shares in In-Pipe, representing approximately 2 per cent of the share capital of In-Pipe as at 30 June 2013. These warrants expire in August 2016.

**Equity Investments**

In determining an investment's placement within the fair value hierarchy, the Directors take into consideration the following.

Investments whose values are based on quoted market prices in active markets, and are therefore classified within level 1. These include listed equities. The Directors do not adjust the quoted price for such instruments, even in situations where the Company holds a large position and a sale could reasonably impact the quoted price.

Investments that trade in markets that are not considered to be active, but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs are classified within level 2. These include less liquid listed equities. As level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

Investments classified within level 3 have significant unobservable inputs, as they trade infrequently or not at all. Level 3 instruments also include private equity investments. When observable prices are not available for these securities, the Directors use one or more valuation techniques (e.g., the market approach or the income approach) for which sufficient and reliable data is available. For fair value measurements using significant other observable inputs (level 2) and significant unobservable inputs (level 3), if there has been a change in the valuation technique, the reporting entity shall disclose that change and the reason for making it. Within level 3, the use of the market approach generally consists of using comparable market transactions, while the use of the income approach generally consists of the net present value of estimated future cash flows, adjusted as appropriate for liquidity, credit, market and/or other risk factors.

**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

**2. INVESTMENTS (CONTINUED)**

***Equity Investments (continued)***

The inputs used by the Directors in estimating the value of level 3 investments include the original transaction price, recent transactions in the same or similar instruments, completed or pending third-party transactions in the underlying investment or comparable issuers, subsequent rounds of financing, recapitalisations and other transactions across the capital structure, offerings in the equity or debt capital markets, and changes in financial ratios or cash flows. Level 3 investments may also be adjusted to reflect illiquidity and/or non-transferability, with the amount of such discount estimated by the Directors in the absence of market information. The fair value measurement of level 3 investments does not include transaction costs that may have been capitalised as part of the security's cost basis. Assumptions used by the Directors due to the lack of observable inputs may significantly impact the resulting fair value and therefore the Company's results of operations. The actual amounts realised on a disposal of any investments could differ from their carrying values, and these differences could be significant.

As at 30 June 2013, the investments held by the Company which were valued using an estimate of fair value, were as follows:

**Ranhill Water Technologies (Cayman) Limited**

The Company has valued its holding in RWT based on an exit valuation agreed upon with RWT's parent company, less a 20 per cent discount to allow for execution risk.

**Waterleau Group**

The Company has valued its holding in Waterleau based on the principal amount of the convertible bond plus the implied value of interest earned during the holding period, less a substantial discount in respect of credit and liquidity risk. The Directors have reduced the discount that they had applied at 31 December 2012 in light of some improvement in the credit and liquidity risk observed at 31 December 2012.

**In-Pipe Technology**

The Company has valued its holding in In-Pipe by applying a 1 times multiple of annual revenues. The Directors are of the opinion that the value of this investment, as at the period end, is fairly stated notwithstanding the improved operational results of In-Pipe, with the intention to revisit the valuation when the improved trend is confirmed.

**Bluewater Bio International**

The Company purchased its equity interest in BBI in a number of tranches during 2009 and subscribed to two loan instruments during 2010. During 2012, the Company received cash by way of partial redemption/repayment of its outstanding secured loans to BBI, the balance of which was converted into new class B preferred shares (ranking pari passu with the newly created A preferred shares, save that they are redeemable at any time at the discretion of the board of directors of BBI) and new class C preferred shares, ranking behind the A and B preferred shares.

Subsequent to the latest investment by Ombu mentioned on page 8 in the Portfolio Overview section, the Company now has an ordinary equity interest of 6.68 per cent in the issued voting capital of BBI.

BBI incurred a loss of £3.9 million in the year ended 30 June 2013 (compared to a loss of £6.6 million in the year ended 30 June 2012). In view of this, the Directors have chosen to continue to ascribe no value to the Company's investment in BBI.

As at 30 June 2013, the investment held by the Company which is based on quoted market price (Level 1) was:

**China Hydroelectric Corporation**

The Company owns approximately 3.67 per cent of CHC's ordinary shares (representing 1,980,537 ADS) and the appropriate valuation of the Company's investment in CHC is based on the closing price on the New York Stock Exchange on 30 June 2013 of US\$2.62 per ADS.

## AQUA RESOURCES FUND LIMITED

### NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE SIX MONTHS ENDED 30 JUNE 2013

#### 3. OTHER PAYABLES

	30 June 2013	31 December 2012
	€	€
Administration fees	19,622	14,130
Audit fees	21,504	27,713
Deposit received re RWT transaction	768,637	-
Brokerage fees	-	95,764
Other accrued expenses	63,320	56,478
	<u>873,083</u>	<u>194,085</u>

#### 4. SHAREHOLDERS' EQUITY

The authorised share capital of the Company is represented by an unlimited number of ordinary shares of no par value which are denominated in Euro.

The holders of ordinary shares are entitled to:

- receive and participate in any dividends or other distributions out of the profits of the Company available for dividend or distribution;
- the right to the surplus assets remaining after payment of all the creditors of the Company in the case of winding up; and
- the right to receive notice of, and to attend and vote at, general meetings of the Company and each holder of ordinary shares being present in person or by attorney at a meeting upon a show of hands has one vote and upon a poll each such holder present in person or by proxy or by attorney has one vote in respect of each share held by him.

Under the Company's Articles of Incorporation, the Company may purchase its own ordinary shares in accordance with the Company (Guernsey) Law, 2008 (the "Guernsey Company Law"). The Company may hold any ordinary shares purchased by it whether out of distributable profits or the proceeds of a fresh issue of ordinary shares as treasury shares in accordance with the Guernsey Company Law. Shares held in treasury do not carry the rights as set out above in respect of ordinary shares.

#### Issued capital

##### 30 June 2013

	Number of ordinary shares	€
Ordinary shares at 1 January 2013	72,464,340	70,030,004
Ordinary shares outstanding at 30 June 2013	<u>72,464,340</u>	<u>70,030,004</u>

No ordinary shares were issued or repurchased by the Company during the period ended 30 June 2013.

##### 31 December 2012

	Number of ordinary shares	€
Ordinary shares at 1 January 2012	72,464,340	70,030,004
Ordinary shares outstanding at 31 December 2012	<u>72,464,340</u>	<u>70,030,004</u>

No ordinary shares were issued or repurchased by the Company during the year ended 31 December 2012.

**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

**5. RELATED PARTIES**

At the time of the Company's initial investments in In-Pipe and Waterleau, Ms Valerie Daoud Henderson, an employee of the Manager's group in the role of Head of Europe Environment Group, became a director of each of those companies.

At the time of the Company's initial investment in RWT, Mr. Jui Kian Lim, an employee of the Manager's group in the role of Head of Asia Environment Group, became a director of that company. Furthermore, Mr Lim was appointed a director of CHC during 2012.

At the time of the Company's initial investment in Waterleau, Ms Lydia Whyatt, an employee of the Manager's group in the role of Managing Director, Environment Group, became a director of that company.

During the period the Company paid €13,570 (30 June 2012: €53,517) for directors and officers liability policies for the Directors.

During the period the Company paid €777,377 (30 June 2012: €916,232) in management fees and will be reimbursed €359,918 (30 June 2012: €183,030) by the Manager for the difference between the actual base fee and the amount billed during the period. The Company will also be reimbursed €897,052 by the Manager for the difference between the actual base fee and the amount billed during the year ended 31 December 2012 (30 June 2012: €279,213 to be reimbursed in respect of the year ended 31 December 2011).

The following expenses are also paid by the Manager on behalf of the Company and were reimbursed:

	<b>30 June 2013</b>	<b>30 June 2012</b>
	<b>€</b>	<b>€</b>
Due diligence expenses	26,687	53,329
Marketing expenses	-	16,214
<b>Total</b>	<u>26,687</u>	<u>69,543</u>

Directors' interests in the share capital of the Company at 30 June 2013 and 31 December 2012 were as follows:

<b>30 June 2013 and 31 December 2012</b>	<b>Number of ordinary shares</b>
Hasan Askari	<u>62,500</u>

**6. COMPARATIVE FIGURES**

Comparative figures used in these Interim Financial Statements are for the period from 1 January 2012 to 30 June 2012 for the Condensed Interim Consolidated Statement of Operations, the Condensed Interim Consolidated Statement of Changes in Net Assets, the Condensed Interim Consolidated Statement of Cash Flows and the Condensed Interim Consolidated Financial Highlights. The comparative figures used for the Condensed Interim Consolidated Statement of Assets and Liabilities and the Condensed Interim Consolidated Schedule of Investments are as at 31 December 2012.

**7. SIGNIFICANT EVENTS DURING THE PERIOD**

On 11 January 2013, the Company received a non-refundable deposit payment of US\$1 million from the Ranhill Group in connection with the potential sale of the Company's stake in RWT. On that date, Aqua's wholly-owned subsidiary, Robinson Investments Limited ("Robinson"), entered into a conditional sale and purchase agreement with the Ranhill Group pursuant to which the Ranhill Group agreed to acquire Robinson's entire shareholding in RWT of 14,880,000 ordinary shares, representing 45.23 per cent of the issued and paid-up capital of RWT, for US\$31,659,574 of cash consideration. The consideration (less the US\$1 million deposit already paid) is subject to interest of 5 per cent per annum for the period between 11 January 2013 and completion of the transaction.

The transaction, amongst other things, was conditional (subject to rights to waive such conditions) upon the approval by all relevant regulatory authorities of the Ranhill Energy & Resources ("Ranhill Energy", part of the Ranhill Group) proposed initial public offering (the "Ranhill Energy IPO") and the use of part of the proceeds of the proposed public offering for payment of the consideration. The transaction was set to close on or before 14 August 2013.

**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE SIX MONTHS ENDED 30 JUNE 2013**

**8. SUBSEQUENT EVENTS**

**RWT**

On 26 July 2013, Ranhill Energy decided to withdraw the Ranhill Energy IPO application and no longer seek a listing on the Kuala Lumpur Stock Exchange, resulting in the postponement of the sale of the Company's stake in RWT after the original deadline of 14 August 2013.

Subsequently, the Ranhill Group and the Company, with the Board's consent, have agreed in principle (subject to conclusion of definitive legal documentation regarding extension of the deadline for closing) to maintain the terms of the offer, subject to the aforementioned 5 per cent per annum interest, with a new closing date of approximately April 2014.

**CHC**

On 4 September 2013, CHC received a preliminary non-binding proposal letter from NewQuest Capital Partners, through its affiliated entity, CPI Ballpark Investments Ltd, and on behalf of its affiliates and the funds managed by it (collectively, "NewQuest"). The proposal letter indicated that NewQuest is interested in acquiring all of CHC's outstanding ordinary shares not currently owned by NewQuest, including ordinary shares represented by the Company's ADS (each representing three ordinary shares of CHC), at a price of US\$0.99 in cash per ordinary share or US\$2.97 in cash per ADS. NewQuest currently owns 80,777,569 ordinary shares of CHC, representing approximately 49.8 per cent of the total outstanding ordinary shares of CHC. In addition, as further disclosed in its beneficial ownership report on Schedule 13D filed with the SEC on 4 September 2013, NewQuest also holds options and warrants to acquire ordinary shares of CHC, which, if exercised in full, would increase its ownership of CHC to approximately 56.8 per cent of CHC's outstanding ordinary shares.

NewQuest's proposal letter specifies that its proposal constitutes only a preliminary indication of its interest, and is subject to negotiation and execution of definitive agreements relating to the proposed transaction.

CHC's Board of Directors, other than the Chairman of the Board of Directors, Mr Amit Gupta, who is also a partner of NewQuest, is reviewing and evaluating NewQuest's proposal and to date has not made any decisions with respect to CHC's response to the proposal. There can be no assurance that any definitive offer will be made by NewQuest or any other person, that any definitive agreement will be executed relating to the proposed transaction, or that the proposed transaction or any other transaction will be approved or consummated.