



Tianjin Capital Environmental Protection Company Limited

天津創業環保股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

ANNOUNCEMENT OF THE RESOLUTIONS OF THE 1ST MEETING OF THE THIRD BOARD

The Company and all members of the Board of Directors warrant that this announcement is true, accurate and complete, and shall be responsible for any false or misleading representation or any material omission which may occur in this announcement.

The 1st Meeting of the Third Board of Tianjin Capital Environmental Protection Company Limited (hereinafter referred to as the “Company”) was held on 20th December 2003 at 11:10 a.m. at the Conference Room, Level 2, Sheraton Tianjin Hotel, Zi Jin Shan Road, He Xi District, Tianjin, the People's Republic of China (the “PRC”). There should be 9 directors present and 9 directors were present. The proceeding for convening this Meeting has complied with the relevant provisions of Company Law of the People's Republic of China and the Articles of Association of the Company. It was unanimously approved by the directors attending the meeting and resolved as follows:

1. In accordance with the nominations made by the independent directors, Ms. Ma Baiyu was elected as the Chairman of the third board of directors of the Company, which will be effective from 20th December 2003 for a term of three years. She is eligible to serve consecutive term upon re-election.
2. In accordance with the nominations made by the Chairman, Mr. Gu Qifeng was appointed as the general manager of the Company, which will be effective from 20th December 2003 for a term of three years.
3. In accordance with the nominations made by the General Manager, Mr. Luo Lianfang, Mr. Lin Wenbo, Mr. Liu Wenya, Mr. Wang Hongren and Ms. Fu Yana were appointed as the deputy general managers of the Company. In accordance with the nominations made by the General Manager, Mr. An Pindong was appointed as the chief accountant of the Company. All of the above appointments will be effective from 20th December 2003 for a term of three years. The terms of office of Mr. Zhu Yanbo and Mr. Deng Biao have not yet expired, and will continue to serve as the deputy general manager and chief engineer of the Company. Their terms will be revised from 20th December 2003 to 19th December 2006.
4. In accordance with the nominations made by the Chairman, Ms. Fu Yana was appointed as the Secretary to the Board of Directors. Mr. Gu Wenhui was appointed as the security affairs representative. Mr. Ip Pui Sum was appointed as the Hong Kong company secretary of the Company. All of the above appointments will be effective from 20th December 2003 for a term of three years.
5. It was resolved that the Audit Committee and Salary and Appraisal Committee were re-elected with the appointment of three independent directors, namely Mr. Gao Zongze, Mr. Wang Xiangfei and Mr. Ko Po Ming.

6. Opinion of the independent directors

Mr. Gao Zongze, Mr. Wang Xiangfei and Mr. Ko Po Ming, all of which are independent directors attending this Board meeting, unanimously considered that the appointment of the senior management officers have been in compliance with the relevant provisions under the Company Law and the Articles of Association of the Company. The appointed employees have the relevant academic qualification and work experience that justified their competency for the positions.

Board of Directors Tianjin Capital Environmental Protection Company Limited

Tianjin, the PRC
20th December 2003

Notes:

Mr. Luo Lianfang, aged 54, is the senior engineer of the Company. Mr. Luo graduated from United University in 1986. Mr. Luo has more than 20 years' experience in the urban construction business. Before joining Tianjin Municipal Investment Company Limited, he held different senior positions in the Urban Construction Bureau of the Tianjin Municipality from 1964 to 1998. He was the deputy general manager of Tianjin Municipal Investment Company Limited from 1998 to December 2000. From 20th December 2000 to 19th December 2003, Mr. Luo became the deputy general manager of the Company.

Mr. Lin Wenbo, aged 45, is the senior engineer of the Company. He worked in the Jizhuangzi Sewage Water Treatment Plant from 1983 to 1992 as the division supervisor and the deputy head. Mr. Lin was the head of the Dongjiao Sewage Water Treatment Plant and responsible for the construction and management of the plant from 1992 to 2000. Mr. Lin is now responsible for the overall supervision of the Dongjiao Sewage Water Treatment Plant. He was the deputy general manager of the Company from 2000 to 2002. He also served as the head of Dongjiao Sewage Water Treatment Plant during that period, and his main duty was overseeing the operation and management of the sewage plant. From 2002 until now, he has been the deputy general manager of the Company and has also taken up the construction and management work of Xianyanglu Sewage Water Plant. Mr. Lin has been the deputy general manager of the Company from 20th December 2000 to 19th December 2003.

Mr. Liu Wenya, aged 44, is the senior engineer of the Company and the head of Jizhuangzi Sewage Water Treatment Plant. Since 1982, Mr. Liu has held various managerial positions ranging from supervisor of the technology division to deputy head of the Jizhuangzi Sewage Water Treatment Plant. He has been involved in the feasibility studies, construction, research, technology improvement and general management of the plant. Mr. Liu is now responsible for the overall supervision of the Jizhuangzi Sewage Water Treatment Plant. Mr. Liu has been the deputy general manager of the Company from 20th December 2000 to 19th December 2003.

Mr. Wang Hongren, aged 58, qualified as an engineer. He was graduated from Tianjin Municipal Polytechnic School in 1997. Mr. Wang has nearly 40 years of experience in municipality construction projects and operational management. He has participated in various municipal and transportation construction projects which have obtained national and municipal project award. He served as the captain, team leader of infrastructure team under the Sewage Pipeline Division, branch manager and deputy general manager of No. 5 Municipal Services Company. Mr. Wang joined the Company in September 2003.

Mr. Gu Wenhui, aged 26, is now working at the Office of the Secretary to the Board of Directors of the Company. He graduated from the English Language Department of College of Foreign Languages of Nankai University in 2000 and was admitted to the Corporate Management Department of International Business Administration College of Nankai University in the same year. He obtained a master degree in the Management Studies in July 2003. He joined the Company in November 2002, and was responsible for project budget projection of the

Marketing and Development Department. He was then transferred to the office of the Secretary to the Board of Directors. Mr. Gu has participated in the training courses for qualifications of Hong Kong company secretary and the secretary of the board of directors of Shanghai Stock Exchange, and has obtained the relevant qualification certificates.

Mr. Ip Pui Sum, aged 43, is the company secretary. Mr. Ip graduated from the Hong Kong Polytechnic University with a Higher Diploma in Accountancy in 1982. He had worked in Price Waterhouse Hong Kong and is a certified public accountant in Hong Kong. Mr. Ip is a partner of Sum, Arthur & Co. Mr. Ip has more than 18 years of experience in accounting and company secretarial matters. Mr. Ip was awarded a master degree in business administration in 1996. Mr. Ip has been the company secretary of the Company from 20th December 2000 to 19th December 2003 and is responsible for the related business of the Company in Hong Kong.

Please also refer to the published version of this announcement in The Standard.