Tianjin Capital Environmental Protection Group Company Limited
天津創業環保集團股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 1065)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, THE SHAREHOLDERS MEETING RULES AND THE BOARD MEETING RULES OF THE COMPANY

This announcement is made pursuant to Rule 13.51(1) of the Listing Rules.

The Company and all the Directors hereby warrant the truthfulness, accuracy and completeness of the contents in this announcement, and accept joint and several responsibilities for any false information, misleading statements or material omission in this announcement.

PROPOSED AMENDMENTS

To meet the needs of business development of the Company, the Articles of Association, the Shareholders Meeting Rules and the Board Meeting Rules were proposed to be amended and to be submitted to the AGM for consideration.

Proposed amendments to the Articles of Association are set out as follows:-

1. All the terms of "股東會議" ("Shareholders' General Meeting") in the Articles of Association are amended to "股東大會" ("Shareholders' General Meeting").

2. All the terms of "點票" ("Count the vote") in the Articles of Association are amended to "計票" ("Count the vote").

3. Article 10 of the Articles of Association is hereby amended as follows:

   "Other senior management officers as mentioned in this Articles of Association refer to deputy general manager, secretary to the Board of Directors, chief accountant (person in charge of finance), chief economist and chief engineer of the Company."

4. Item (1) of "The Company may increase its capital in the following ways:" in Article 22 of the Articles of Association is hereby amended as follows:

   "by issuing shares publicly (including issuing new shares to existing shareholders);"

5. Item (5).2 of "Having the rights to inspect and copy upon payment of reasonable fees" in Article 51 of the Articles of Association is hereby amended as follows:

   "Having the right to inspect free of charge and copy upon payment of reasonable fees."

6. Paragraph 1 of Article 67 of the Articles of Association is hereby amended as follows:

   "Where the Company convenes a general meeting, a notice of the general meeting shall be issued, by way of announcement or other forms as stipulated by this Articles of Association (if required), within 45-50 days prior to the convening of the general meeting, to notify all members whose names appear in the registers of members the matters proposed to be discussed at the general meeting, and the date and venue of the general meeting. Members who intend to attend the general meeting shall tender their written replies to the Company to attend the general meeting not later than 20 days prior to the convening of the general meeting. The calculation of the time of issue of the notice shall not include the date of the meeting and the date of issue of the notice."

7. Paragraph 1 of Article 72 of the Articles of Association is hereby amended as follows:

   "The notice of a shareholders' general meeting shall be sent to the shareholders (whether or not such shareholders are entitled to vote at the meeting), by hand or by prepaid post or by facsimile to the addresses or facsimile numbers of the shareholders as shown in the register of shareholders. For the holders of domestic shares, the notice of a general meeting may also be sent by way of public announcement."

8. Article 81 of the Articles of Association is hereby amended as follows:

   "After the notice of a shareholders' general meeting is issued, the general meeting shall not be postponed or cancelled without a proper reason and the proposals stated in the notice of the general meeting shall not be cancelled. In the event of any postponement or cancellation of the general meeting, the convener shall issue an announcement and state the reasons therein at least 2 working days before the original date of the general meeting."

9. Paragraph 1 of Article 87 of the Articles of Association is hereby amended as follows:

   "Before a resolution is put to vote at a shareholders' general meeting, two (2) representatives of the shareholders shall be elected by all the shareholders and their proxies attending the meeting to participate in counting the votes as well as to act as scrutineer. If a shareholder has interest in the matter to be considered, such shareholder and its proxy shall not participate in the counting of the votes nor act as scrutineer."

10. "Removal" in Item (3) of Article 89 of the Articles of Association is hereby amended to "Appointment and removal".

11. The following sentence is hereby added following paragraph 1 of Article 97 of the Articles of Association:

    "The Company shall formulate and announce the statistics of the attendance and voting by holders of domestic shares and foreign shares separately."

12. Article 98 of the Articles of Association is hereby amended as follows:

    "In the event that the Shareholders' General Meeting passes the motion about the election of directors and supervisors, the newly appointed directors and supervisors shall resume duty according to dates decided at the general meeting."

13. Article 99 of the Articles of Association is hereby amended as follows:

    "A shareholder shall be entitled to inspect copies of minutes of meeting(s) free of charge during office hours of the Company. Upon the request of any shareholder for a copy of the relevant minutes of meeting, the Company shall send out the copy of the minutes so requested within seven days of the verification of the shareholder's identification and receipt of the reasonable payment therefor. When inspecting or requesting a copy of the relevant minutes of meeting, a shareholder shall provide relevant identity documents according to the requirements stipulated by Article 52 of this Articles of Association."

14. Paragraph 1 of Article 105 of the Articles of Association is hereby amended as follows:

    "Where the Company convenes a class meeting, a notice of the meeting shall be issued, by way of announcement or other forms as stipulated by this Articles of Association (if required), within 45-50 days prior to the convening of the meeting, to notify all members of the class shares, whose names appear in the registers of members, the matters proposed to be discussed at the meeting, and the date and venue of the meeting. Members who intend to attend the meeting shall tender their written replies to the Company to attend the meeting not later than 20 days prior to the convening of the meeting."

15. A new item is hereby added following item (15) of Article 111 of the Articles of Association as follows:

    "(16) Making resolutions concerning matters other than those which fall within the scope of powers of the shareholders' general meeting as stipulated by relevant laws and regulations and this Articles of Association;"

16. The original item (16) of Article 111 of the Articles of Association is hereby renumbered as "item (17)".

17. Article 112 of the Articles of Association is hereby amended as follows:

    "Other rights and authorization of the board of directors include: (I) Consideration and approval of transaction activities with standards above those of disclosable transactions according to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Rules of Shanghai Stock Exchange for the Listing of Stocks (including their revised versions from time to time) (determined on the principles of strictly complying with both of the above-mentioned listing rules); consideration and approval of external guarantees other than those requiring the approval of Shareholders' General Meeting according to Article 64 of the Company's Articles of Association shall be subject to approval by resolutions of more than a half of all the directors and two third of the directors attending the meeting, while those of other matters shall be subject to approval by resolutions of half of the attending directors. (II) The chairman and the general manager shall be authorized to approve matters relating to those below rights of approval granted to the board of directors mentioned above, and the matters of authorization to the chairman and the general manager shall be clearly stated in the rules governing the board meetings. Where matters are related to those above rights of approval granted to the board of directors and within the scope of approval of the Shareholders' General Meeting, proposal shall be made by the board of directors and submitted for consideration and approval by the Shareholders' General Meeting. (III) Where applicable laws, regulations and codes of practice have more stringent provisions on the content of this article, such provisions shall apply."

18. The following sentence is hereby added to the end of item (5) of Article 121 of the Articles of Association:

"In the event that the meeting is held in that way, the mode of participation shall be stated in the notice of the meeting."

19. "Company Secretary" in item (6) of Article 121 of the Articles of Association is hereby amended to "Secretary to the Board of Directors".

20. "The Chairman may exercise certain power of the board of directors according to the authorization of the board of directors in the adjournment of the board meeting" in paragraph 1 of Article 125 of the Articles of Association is hereby deleted.

21. Paragraph 1 of Item (1) of Article 131 of the Articles of Association is hereby amended as follows:

"(1) Material connected transactions (mean connected transactions proposed to be entered into between the Company and connected person and which should be disclosed according to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Rules of Shanghai Stock Exchange for the Listing of Stocks (including their revised versions from time to time)) should be approved by independent directors and thereafter submitted to the board of directors for discussion;"

22. Article 132 of the Articles of Association is hereby amended as follows:

(1) Item (4) of Article 132 is hereby amended as follows:

"Fund transfer with the shareholders of the Company, actual controller and their associated companies in the total amount more than RMB 3 million or 5% of the latest audited net assets value of the Company, and whether the Company has taken effective measures to collect repayments;";

(2) A new item is hereby added following item (5) of Article 132 as follows:

"(6) The connected transactions subject to the approval of the board of directors or the Shareholders' General Meeting;";

(3) The original item (6) is hereby renumbered as item (7);

(4) "Inability of giving an opinion and its difficulties" in the second last paragraph of Article 132 is hereby amended as "Inability of giving an opinion and its difficulties (including abstaining)".

23. "Company Secretary" in Article 139 of the Articles of Association is hereby amended to "Secretary to the Board of Directors".

24. Paragraph 1 of Article 156 of the Articles of Association is hereby amended as follows:

    "A supervisory committee meeting shall not be conducted unless it is attended by two-thirds or more of the supervisors. Each supervisor has one vote. In the event that the number of affirmative votes is the same as that of negative votes, the chairman of the supervisory committee or other conveners has the right to cast one more vote."

25. "The Board of Directors will disclose the relevant circumstances within 2 days." is hereby added to the end of paragraph 1 of Article 176 of the Articles of Association.

26. Article 180 of the Articles of Association is hereby amended as follows:

    "The Company and relevant information disclosure obligor shall disclose information in accordance with the requirements of applicable laws, rules, departmental regulations, normative documents as well as the relevant provisions and requirements of the rules of the stock exchange in which the Company's shares are listed on a timely and fair basis, and ensure that the information disclosed is true, accurate and complete."

27. Paragraph 1 of Article 181 of the Articles of Association is hereby amended as follows:

    "The Directors, supervisors, senior management officers of the Company shall ensure that the information is disclosed on a timely and fair basis by the Company, and that the information disclosed is true, accurate and complete and there are no false representation, misleading statement or material omission herein. In the event that the contents stated in the announcements cannot be ensured, a corresponding statement should be made therein, and relevant reasons should be given."

28. Article 182 of the Articles of Association is hereby amended as follows:

    "Secretary to the Board of Directors of the Company shall be responsible for disclosure of information, including releasing the Company's information, coordinating the Company's information disclosure, organising the formulation of information disclosure management system of the Company, and urging the Company and relevant information disclosure obligors to comply with the regulations on information disclosure, and responsible for confidentiality work of information disclosure of the Company, organising trainings on laws and administrative regulations for the Company's directors, supervisors and senior management officers and assist them in understanding their respective duties in information disclosure. The Company shall facilitate the secretary to the Board of Directors on his/her duties. Directors, supervisors, person in charge of finance and other senior management officers and relevant staff members shall support and coordinate with the work of the secretary to the Board of Directors. Any organization and individual shall not interfere in the work of the secretary to the Board of Directors."

29. Article 183 of the Articles of Association is hereby amended as follows:

    "The Company shall formulate and implement the Management System of Information Disclosure Matters. When the Management System of Governing Information Disclosure Matters is considered and approved by the board of directors of the Company, the Company shall report to the stock exchange for record on a timely basis and make disclosure."

30. Article 184 of the Articles of Association is hereby amended as follows:

    "The Company and relevant information disclosure obligors and their directors, supervisors, senior management and other informed parties of insider information shall control the number of informed parties in the smallest number, ensure no leakage of insider information and no conduct of insider dealing, or no manipulation of the trading price of the Company's shares and their derivatives under concerted action with other parties."

31. Paragraph 2 of Article 189 of the Articles of Association is hereby amended as follows:

    "The Company shall send to the holders of overseas foreign listed shares the above-mentioned reports not less than 21 days prior to the date of the annual general meeting by way of announcement or other forms as stipulated by this Articles of Association (if required)."

32. The following sentence is hereby added to the end of Article 192 of the Articles of Association:

    "In addition, the Company shall also compile and disclose the Annual Report, Interim Report and Quarterly Report, pursuant to the requirements of the Rules Governing the Listing of Shares on the Shanghai Stock Exchange."

33. Paragraph 2 of Article 199 of the Articles of Association is hereby amended as follows:

"After the profit distribution proposal has been resolved at a general meeting of the Company, the board of directors shall complete the distribution of profits within 2 months after the general meeting has been convened."

34. A new article is hereby added following Chapter 23 of the Articles of Association as follows:

"Chapter 24 Article 235 Subject to the compliance with all applicable laws and regulations and the listing rules of the stock exchange in the place where the Company's shares are listed and this Articles of Association, the Company may send, mail, dispatch, issue, publish or otherwise make available any Corporate Communication by sending or otherwise making available the Corporate Communication using electronic means, including but not limited to electronic mails, compact disks, or the website of the Company and the website of the stock exchange in the place where the Company's shares are listed."

35. The original "Chapter 24" of the Articles of Association is hereby amended as "Chapter 25" while the original "Article 235" is hereby amended as "Article 236". Subsequent chapters and articles shall be re-numbered accordingly.

36. The following definitions of "Force Majeure" and "Corporate Communication" are hereby added to the original Article 239 of the Articles of Association:

"Force Majeure refers to all incidents which cannot be foreseen, or which can be foreseen but inevitable and cannot be overcome. The above incidents include earthquakes, typhoons, floods, fires, wars and domestic and international traffic interruption, acts of government or public institutions (including material changes in laws or adjustments in policies), epidemics, civil commotion, strikes, as well as other events generally considered as force majeure.";

"Corporate Communication refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) the directors' report, its annual accounts together with a copy of the auditor's report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form, within the meaning ascribed thereto under the listing rules of the stock exchange where the Company's shares are listed."

Proposed amendments to the Shareholders Meeting Rules are set out as follows:-

1. Item (14) of Rule 2 of the Shareholders Meeting Rules is hereby amended as follows:

   "to consider matters relating to the guarantees as stipulated in Rule 3 of this Shareholders Meeting Rules;"

2. All the terms of "股東大會年會" ("Annual General Meeting") in Rule 16 of the Shareholders Meeting Rules are hereby amended to "年度股東大會" ("Annual General Meeting").

3. The following sentence is hereby added following Item (4) of Rule 19 of the Shareholders Meeting Rules:

   "Where the opinions of the independent directors are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed in the notice;"

4. "General meetings shall in principle be held at the domicile of the Company or at other place specified in the notice of general meeting" in Rule 26 of the Shareholders Meeting Rules is hereby amended to "General meetings shall in principle be held at the domicile of the Company".

5. Item (5) of Rule 33 of the Shareholders Meeting Rules is hereby amended as follows:

   "Signature (or seal) of the principal. Where the principal is a corporate shareholder, the seal of the corporate entity shall be affixed. "

6. Paragraph 1 of Rule 47 of the Shareholders Meeting Rules is hereby amended as follows:

   "The general meeting shall adopt cumulative voting to elect directors and non-employee supervisors."

7. The following sentence is hereby added following Rule 52 of the Shareholders Meeting Rules:

   "The announcement for the resolutions of Shareholders' General Meeting shall adequately disclose the voting of independent shareholders."

8. Paragraph 1 of Rule 62 of the Shareholders Meeting Rules is hereby amended as follows:

   "Resolutions of the general meeting shall be announced in due time. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the identity of the scrutineer, the voting results for every motion and the details of each of the resolutions passed."

9. "The Company shall according to Acticle 32 of the Article of Association" in Items (1) and (2) of Rule 68 of the Shareholders Meeting Rules is hereby amended to "The Company shall according to Article 31 of the Article of Association".

Proposed amendments to the Board Meeting Rules are set out as follows:

1. The following contents in Rule 3 of the Board Meeting Rules are hereby deleted:

   "The board shall meet at least once in the first half and in the second half of the year respectively."

2. The following item (8) of Rule 4 of the Board Meeting Rules is hereby deleted:

   "(8) to consider and approve daily business operations requiring a single sum above RMB5 million but below RMB30 million unless otherwise stated in applicable laws, regulations, relevant listing rules, the Articles of Association, or this Rules;"

3. "Items (9) to (15)" of the original Rule 4 of the Board Meeting Rules are renumbered as "Items (8) to (14)".

4. The following two items are added to Rule 4 of the Board Meeting Rules:

   "(15) to decide on matters relating to foreign investment, acquisition and disposal of assets, pledge on assets, external guarantee, trust management and related party transactions within the scope of authority granted by the Shareholders' General Meeting;

   (16) to resolve on matters other than those which are within the scope of authority of the Shareholders' General Meeting as expressly stipulated by the relevant laws and regulations and this Article of Association;"

5. Item (16) of the original Rule 4 of the Board Meeting Rules is renumbered as item (17).

6. Rule 5 of the Board Meeting Rules is hereby amended as follows:

   “Other rights and authorization of the board of directors include: (I) Consideration and approval of transaction activities with standards above those of disclosable transactions according to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Rules of Shanghai Stock Exchange for the Listing of Stocks (including their revised versions from time to time) (determined on the principles of strictly complying with both of the above-mentioned listing rules); consideration and approval of external guarantees other than those requiring the approval of Shareholders’ General Meeting according to Article 64 of the Company’s Articles of Association shall be subject to approval by resolutions of more than a half of all the directors and two third of the directors attending the meeting, while those of other matters shall be subject to approval by resolutions of half of the attending directors. (II) Matters relating to those below rights of approval granted to the board of directors mentioned above shall be approved by the board chairman and the general manager respectively according to the following standards: 1. Based on the principles and methods for calculating the aforesaid disclosable transactions according to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Rules of Shanghai Stock Exchange for the Listing of Stocks (including their revised versions from time to time), the board chairman shall be authorized to approve any transaction with an amount below the minimum limit but above or equal to 20% of such minimum limit of the standard for any disclosable transaction requiring board approval (“Standard for Board Approval”). 2. The general manager shall be authorized to approve any transaction with an amount below 20% of the Standard for Board Approval. (III) Where matters are related to those above rights of approval granted to the board of directors and within the scope of approval of the Shareholders’ General Meeting, the proposal shall be made by the board of directors and submitted for consideration and approval by the Shareholders’ General Meeting. (IV) Where applicable laws, regulations and codes of practice have more stringent provisions on the content of this Rule, such provisions shall apply.”

7. Item (3) of Rule 8 of the Board Meeting Rules is hereby deleted.

8. Item (4) of Rule 8 of the Board Meeting Rules is hereby amended as follows:

   "to sign the securities issued by the Company;"

9. Item (5) of Rule 8 of the Board Meeting Rules is hereby amended as follows:

   "to sign important documents of the board of directors and other documents which should be signed by the legal representative of the Company, or to issue a power of attorney to delegate a representative to sign such documents;"

10. "Items (4) to (8)" of original Rule 8 of the Board Meeting Rules are renumbered as "Items (3) to (7)".

11. Rule 12 of the Board Meeting Rules is hereby amended as follows:

    "The secretary to the board of directors shall send written notice of meeting, which is approved by the chairman of the board and affixed with the seal of the board office, to all the directors, supervisors and the general manager by hand, fax, telegram, email or other means at least 14 days to 30 days before a regular board meeting and a provisional board meeting. Where a provisional board meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting. Notice shall be written in Chinese, with an English version when necessary. Directors may waive the rights to receive notice of board meetings."

12. "同意" ("Agree") in the last paragraph of Rule 26 of the Board Meeting Rules is hereby amended to "贊同" ("Agree").

13. Paragraph 1 of Rule 32 of the Board Meeting Rules is hereby amended as follows:

    "Saved as provided otherwise in the Articles of Association and specified in Rule 27 of this Rules, adoption of or resolution on any motion shall be subject to approval of more than half of all the directors of the Company. Where the relevant laws, administrative regulations and Articles of Association have any provisions requiring approval by more directors, such provisions shall apply.

    Any resolution made by the board of directors on items (6), (7), (12) of Rule 4 of this Board Meeting Rules shall be subject to the approval of more than two third of the attending directors."

14. "The Company Secretary" in Rule 34 of the Board Meeting Rules is amended to "The Secretary to the Board of Directors".

15. A new item is hereby added following Item (4) of Rule 36 of the Board Meeting Rules as follows:

"(V) Agenda of meeting;"

16. The original Item (5) of Rule 36 of the Board Meeting Rules is amended as follows:

"(6) The motions considered by the meeting, main comments and opinions of every directors on the relevant issues, and intents of the directors on voting on the motions (including any concerns or objections expressed by the directors);"

17. "同意" ("Agree") in the original Item (6) of Rule 36 of the Board Meeting Rules is amended to "贊成" ("Agree").

18. "Items (5) to (7)" in the original Rule 36 of the Board Meeting Rules are renumbered as "Items (6) to (8)".

Please note that the above English version of the Articles of Association, the Shareholders Meeting Rules and the Board Meeting Rules is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

GENERAL

A circular containing, among other matters, (i) further details of the amendments to the Articles of Association, the Shareholders Meeting Rules and the Board Meeting Rules; and (ii) a notice of the AGM will be despatched to the Shareholders of the Company in accordance with the Listing Rules as soon as possible.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

"Articles of Association"	the articles of association of the Company;
"A Shares"	renminbi-denominated domestic shares of nominal value of RMB1.00 each in the ordinary share capital of the Company;
"Board"	the board of Directors of the Company;

"Board Meeting Rules"	the rules governing the Board meeting (董事會議事規則) of the Company;
"Company"	Tianjin Capital Environmental Protection Group Company Limited, a joint stock limited company established in the PRC whose A Shares and H Shares are listed on the Shanghai Stock Exchange and the Stock Exchange respectively;
"Directors"	the directors of the Company;
"AGM"	the 2009 annual general meeting of the Company to be held at 10:00 a.m. on 13 May 2010 at the conference room of the Company on 5/F, TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC;
"H Shares"	overseas listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Stock Exchange;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"PRC"	the People's Republic of China;
"Shareholders"	shareholders of the Company, including holders of A Shares and H Shares;
"Shareholders Meeting Rules"	the rules governing the Shareholders meeting (股東大會議事規則) of the Company; and
"Stock Exchange"	the Stock Exchange of Hong Kong Limited.

By Order of the Board
Zhang Wenhui
Chairman

Tianjin, the PRC
25 March 2010

As at the date of this announcement, the Board comprises four executive Directors: Mr. Zhang Wenhui, Mr. Lin Wenbo, Ms. Fu Yana and Ms. Zhong Huifang; two non-executive Directors: Mr. An Pindong and Ms. Chen Yinxing; and three independent non-executive Directors: Mr. Xie Rong, Mr. Di Xiaofeng and Ms. Lee Kit Ying, Karen.