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)

ANNOUNCEMENT ON THE RESOLUTIONS PASSED AT THE 2010 ANNUAL GENERAL MEETING

1. **Convening and attendance of the meeting:**

The 2010 Annual General Meeting (the "**AGM**") of Tianjin Capital Environmental Protection Group Company Limited (the "**Company**") was held at 10:00 a.m. on 13 May 2011 at the conference room of the Company on 5th Floor, TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the People's Republic of China (the "**PRC**"). A total of 3 shareholders and their proxies holding 796,309,891 shares, representing 55.79% of the total number of shares with voting rights of the Company, attended the AGM. Among them, 2 shareholders were shareholders of A shares and their proxies holding 739,897,000 shares, representing 51.84% of the total number of shares with voting rights of the Company, while 1 shareholder was shareholder of H shares and its proxy holding 56,412,891 shares, representing 3.95% of the total number of shares with voting rights of the Company. The procedures for convening the AGM were in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. Mr. Zhang Wenhui, the Chairman of the Company, presided at the AGM. Certain directors (the "**Directors**"), supervisors (the "**Supervisors**") and senior management of the Company attended the AGM. Solicitors and auditors of the Company also attended the AGM.

As at the date of the AGM, the total number of issued shares of the Company entitling the holders to attend and vote for or against the resolutions at the AGM is 1,427,228,430 shares. There are no shares of the Company entitling the holder to attend and vote only against the resolutions at the AGM.

Ms. Niu Jing, the auditor of the Company, Ms. Yang Yiding and Mr. Zhang Wenhui, the shareholder representatives, and Ms. Qi Lipin, the Supervisor of the Company, were appointed as the scrutineers for the vote-taking of the poll of the AGM.

2. **Resolutions considered:**

Ordinary resolutions considered and passed at the AGM were as follows:

1. To consider the 2010 annual report of the Company and the summary of the report announced within the PRC and overseas.

   796,309,891 shares in favour, representing 100% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in objection, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

   739,897,000 A shares in favour, 0 A share in objection, 0 A share in abstention;

   56,412,891 H shares in favour, 0 H share in objection, 0 H share in abstention.

2. To consider the financial reports of the Company for the year 2010, audited by the PRC and international auditors of the Company.

   796,309,891 shares in favour, representing 100% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in objection, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

   739,897,000 A shares in favour, 0 A share in objection, 0 A share in abstention;

   56,412,891 H shares in favour, 0 H share in objection, 0 H share in abstention.

3. To consider the working report of the board of Directors (the "**Board**") of the Company for the year 2010 and the operating strategy of the Company for the year 2011.

   796,309,891 shares in favour, representing 100% of the total number of shares with voting rights held by shareholders who attended this meeting;

0 share in objection, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting;

0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

739,897,000 A shares in favour, 0 A share in objection, 0 A share in abstention;

56,412,891 H shares in favour, 0 H share in objection, 0 H share in abstention.

4. To consider the final financial accounts of the Company for the year 2010 and the financial budget for the year 2011.

   796,309,891 shares in favour, representing 100% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in objection, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

   739,897,000 A shares in favour, 0 A share in objection, 0 A share in abstention;

   56,412,891 H shares in favour, 0 H share in objection, 0 H share in abstention.

5. To consider the proposal in relation to the profit appropriation plan of the Company for the year 2010.

   796,309,891 shares in favour, representing 100% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in objection, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

   739,897,000 A shares in favour, 0 A share in objection, 0 A share in abstention;

56,412,891 H shares in favour, 0 H share in objection, 0 H share in abstention.

As audited by PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company and PricewaterhouseCoopers respectively, the net profit attributable to the Company in 2010 was RMB271,160,000. Pursuant to the relevant requirements of the Company Law of the PRC and the Articles of Association of the Company, a statutory common reserve in the amount of RMB25,880,000 was taken, adding the undistributed profit of RMB1,206,900,000 at the beginning of the year, and less 2009 cash dividends of RMB114,180,000 distributed in 2010, the actual distributable profits attributable to shareholders for this year was RMB1,338,000,000. According to the 2010 profit distribution policy, a cash dividend of RMB1.10 (including tax) per 10 shares will be paid to all shareholders.

No transfer from the capital reserve fund to share capital was made for 2010.

Explanations in respect of the distribution of final dividend for the year ended 31 December 2010 to the shareholders of the Company's H shares:

(1) Distribution of dividends to the shareholders of the Company's H shares shall be denominated in RMB, and paid in Hong Kong dollars. The formula of its calculation is as follows:

$$\text{Conversion price of dividend} = \frac{\text{Value of Dividend in RMB}}{\text{Average median price for the conversion of RMB to HK\$ announced by the People's Bank of China in five working days prior to the dividend declaration date}}$$

In respect of the current distribution of dividends, the Company's dividend declaration date is 13 May 2011. The average median price for the conversion of RMB to HK$ announced by the People's Bank of China in five working days prior to the dividend declaration date is HK$100 = RMB83.6042. Therefore, the final dividend attributable to each H share of the Company is HK$0.13157 (including tax).

(2) Pursuant to the Law on Corporate Income Tax of the PRC and its implementing regulations and other relevant rules which came into force on 1 January 2008, the Company is required to withhold corporate income tax at the rate of 10% before distributing the dividend to non-resident enterprise (as defined in the Law on Corporate Income Tax of the PRC) shareholders whose names appear on the H share register of members of the Company. Any H shares registered in the name of non-individual shareholders, including HKSCC Nominees limited, other nominees, trustees or other groups and organizations will be treated as being held by non-resident enterprise shareholders, thus the Company will distribute the dividend to such non-individual shareholders after withholding the 10% corporate income tax. The 10% corporate income tax will not be withheld from the dividend payable to any natural person shareholders whose names appear on the H share register of members of the Company.

(3) The Company will strictly comply with the relevant PRC tax laws and regulations to withhold for payment of the 10% corporate income tax, and the dividend will only be payable to the shareholders whose names appear on the H share register of members of the Company. The Company assumes no responsibility or liability whatsoever for confirming the identity of the shareholders of the Company and for any claims arising from any delay in or inaccurate determination of the identity of shareholders of the Company or any disputes over the withholding mechanism.

(4) The Company has appointed Bank of China (Hong Kong) Trustees Limited as the receiving agent for the shareholders of H shares, to receive the dividend distributed by the Company in respect of H shares on behalf of the shareholders of H shares. The receiving agent is a trustee company registered under the Trustee Ordinance (Chapter 29 of the Laws of Hong Kong). The cheques of the Company's H share dividends will be issued by the receiving agent, which are expected to be sent by ordinary mail on 12 July 2011 (being the dividend payment date of the Company's H shares) to holders of H shares listed on the register of members at the close of business in the afternoon on 12 April 2011 at the own risks of the receivers.

(5) The time and arrangement of distribution of dividends in respect of domestic A shares of the Company will be announced separately.

6. To consider the proposal in relation to the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company and PricewaterhouseCoopers as the PRC and international auditors of the Company respectively, and to authorise the Board to decide their remunerations.

   796,309,891 shares in favour, representing 100% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in objection, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

   739,897,000 A shares in favour, 0 A share in objection, 0 A share in abstention;

   56,412,891 H shares in favour, 0 H share in objection, 0 H share in abstention.

7. To consider the proposal in relation to the 12th Five-Year Strategic Plan of the Company.

   796,309,901 shares in favour, representing 100% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in objection, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

   739,897,000 A shares in favour, 0 A share in objection, 0 A share in abstention;

   56,412,891 H shares in favour, 0 H share in objection, 0 H share in abstention.

8. To consider the proposal in relation to the adjustment to the remuneration of the independent non-executive Directors.

   796,309,891 shares in favour, representing 100% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in objection, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting;

0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

739,897,000 A shares in favour, 0 A share in objection, 0 A share in abstention;

56,412,891 H shares in favour, 0 H share in objection, 0 H share in abstention.

9. To consider the report of the supervisory committee of the Company for the year 2010.

   796,309,891 shares in favour, representing 100% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in objection, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting;

   0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

   739,897,000 A shares in favour, 0 A share in objection, 0 A share in abstention;

   56,412,891 H shares in favour, 0 H share in objection, 0 H share in abstention.

3. **Legal opinions issued by the Lawyers:**

   1. Name of law firm: Beijing Jun He Law Offices

   2. Witness lawyers: Chen Yi and Deng Xuefang, Solicitors

   3. Summarised opinion: Procedures for the convening and holding of the Company's AGM, qualifications of the persons attending the AGM and the convenor of the AGM, and the procedures for voting were in compliance with the laws and regulations and the relevant requirements under the Articles of Association of the Company, and all resolutions thereby passed at the AGM are legally valid.

4. **Documents available for inspection:**

   1. Resolutions of the 2010 Annual General Meeting of the Company;

   2. Legal opinion in respect of the 2010 Annual General Meeting of the Company issued by Beijing Jun He Law Offices.

By order of the Board
Zhang Wenhui
Chairman

Tianjin, the PRC
13 May 2011

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.