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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)

(1) RE-ELECTION OF DIRECTORS AND SUPERVISORS; AND (2) DIRECTORS' AND SUPERVISORS' REMUNERATIONS

(1) RE-ELECTION OF DIRECTORS AND SUPERVISORS

The term of office of the sixth Board and sixth Supervisory Committee of the Company will expire in December 2015. Pursuant to the requirements of the Company Law of the PRC and the Articles of Association of the Company, and having considered factors in various aspects, the Company has suggested to nominate (1) Mr. Liu Yujun, Mr. Lin Wenbo, Ms. Fu Yana and Ms. Cao Shuo as candidates for executive Directors of the seventh Board, (2) Mr. An Pindong and Ms. Chen Yinxing as candidates for non-executive Directors of the seventh Board, (3) Mr. Gao Zongze, Mr. Guo Yongqing and Mr. Wang Xiangfei as candidates for independent non-executive Directors of the seventh Board, and (4) Mr. Nie Youzhuang, Mr. Li Yang, Mr. Li Xiaoshen and Ms. Niu Jing as candidates for shareholder representative Supervisors of the seventh Supervisory Committee. The appointment of the above proposed Directors and Supervisors will take effect upon obtaining of approvals at the EGM, with a term of office of three years from 18 December 2015 to 17 December 2018.

Details of the above proposed Directors are set out as follows:

Liu Yujun, aged 49, is now the executive Director and chairman of the Company, and the deputy chief accountant of Tianjin Investment Group. Mr. Liu was the chief accountant of Tianjin No. 4 Municipal Engineering Company from December 1996 to August 2000; the chief accountant of Tianjin Metro General Company from August 2000 to October 2007; the deputy general manager and the chief accountant of Tianjin Metro Group from October 2007 to November 2008; the deputy chief accountant of Tianjin Investment Group and the deputy general manager and the chief accountant of Tianjin Metro from November 2008 to April 2011; the deputy chief accountant of Tianjin Investment Group, the deputy general manager and chief accountant of Tianjin Metro Group and the secretary of the party branch, chairman of the board and general manager of Tianjin Metro Resources Investment Company Limited from April 2011 to April 2013. He has been the deputy chief accountant of Tianjin Investment Group since April 2013; and the general manager, secretary of the party general branch and director of Tianjin Haihe Jinan Investment Construction Development Company Limited from January 2014 to March 2015. Mr. Liu has been the executive Director and chairman of the Company since 13 March 2015.

Lin Wenbo, aged 58, is now the executive Director and general manager of the Company. Mr. Lin joined the Company since December 2000 as deputy general manager and executive deputy general manager, in charge of production operation, engineering and construction, and market development. He held positions as general manager and chairman, etc. at Tianjin Kaiying Technology Development Company Limited, Guizhou Capital Water Company Limited, Hangzhou Tianchuang Water Company Limited, Baoying Capital Water Company Limited, Wengdeng Capital Water Company Limited and Tianjin Capital Environmental Protection (Hong Kong) Company Limited. Mr. Lin was appointed as the executive Director of the Company since 18 December 2009 and as the general manager of the Company since 25 March 2010.

Fu Yana, aged 44, is now the executive Director, deputy general manager and secretary to the Board of the Company, and also the manager of the human resources department of the Company. Ms. Fu has been the secretary to the Board since December 2000. She was appointed as the Director and deputy general manager of the Company since December 2003 and has been the manager of the human resources department of the Company since November 2010.

Cao Shuo, aged 37, is now the executive Director and chief accountant of the Company. Ms. Cao was the project manager of CHW CPA Limited Liability Partnership from September 2000 to March 2005; the senior manager of Tianjin Deloitte Touche Tohmatsu CPA from April 2005 to May 2006. She joined the Company in August 2006 and served as the deputy manager of the finance department of the Company from August 2006 to February 2013. She has been the manager of the finance department of the Company since February 2013 and the chief accountant of the Company since September 2014. She ceased to be the manager of the finance department of the Company since 25 January 2015. She has been the executive Director of the Company since 13 March 2015.

An Pindong, aged 47, is now the non-executive Director of the Company and the deputy chief economist of Tianjin Investment Group. From December 2000, Mr. An was the chief accountant of the Company. In February 2005, he resigned as the Company's chief accountant. Mr. An was appointed as the Director of the Company since December 2000.

Chen Yinxing, aged 41, is now the non-executive Director of the Company, the deputy chief accountant of Tianjin Investment Group and a certified public accountant in the PRC. From December 2003 to December 2004, Ms. Chen was appointed as the deputy chief economist, general administrative officer, and manager of the asset management department of TMICL. She joined the Company in January 2005 and was the chief accountant of the Company since February 2005. Ms. Chen Yinxing resigned as the chief accountant of the Company on 5 March 2009 and began to be the deputy chief accountant of Tianjin Investment Group. Ms. Chen was appointed as the non-executive Director of the Company since 18 December 2009.

Gao Zongze, aged 75, is now the independent non-executive Director of the Company, a consultant to China Maritime Law Association, an arbitrator and an expert panel member of the China Maritime Arbitration Commission, an arbitrator of the Arbitration Institute of the Stockholm Chamber of Commerce, an arbitrator of the Arbitration Institute of the International Chamber of Commerce in

Paris, an arbitrator of the Hong Kong Arbitration Centre, a special researcher and an invited professor of the Institute of Law of Chinese Academy of Social Sciences, a part-time professor of the China University of Political Science and Law, a part-time professor of the National Judges College of China, a part-time professor of the National Prosecutors College of China, a professor of the Law School of Central University of Finance and Economics, a senior consultant and a first-grade lawyer of King & Wood Mallesons, Beijing. Mr. Gao studied at Dalian Maritime University of China, the Graduate School of Chinese Academy of Social Sciences and the Law School of Columbia University in the United States. Mr. Gao was the chairman and general manager of China Legal Services (Hong Kong) Company Limited from 1998 to November 2001 and a solicitor of Beijing Fusheng Law Firm from December 2001 to July 2004. He is currently a lawyer of King & Wood Mallesons since August 2004. Mr. Gao has years of experience in legal practice. He specializes in maritime law, international trade law and securities law. Mr. Gao has served as a special advisor to the Supreme People's Court of the PRC, a legal counsel of the General Administration of Customs of the PRC, the former State Commodity Inspection Bureau and more than 20 major enterprises including China Petroleum & Chemical Corp., China Agri-Industries, Metals & Minerals, China National Cereals, Oils and Foodstuffs Import and Export Corporation, China National Arts & Crafts Import and Export Corporation and China Huaneng Power International Corporation. He served as an independent director of Huaneng Power International Inc. from 1995 to 2005, an independent director of Shanxi Zhangze Electric Power Co., Ltd. from 2000 to 2006, an independent director of Shenzhen Capstone Industrial Co., Ltd. from 2003 to 2006, an independent director of HL Corp. (Shenzhen) from 2006 to 2011 and an independent director of Beijing Tianqiao Beida Jade Bird Sci-Tech Co., Ltd. from 2007 to 2009. Mr. Gao was appointed as the independent non-executive Director of the Company from 2002 to 2008. Mr. Gao has been the independent non-executive Director of the Company since 15 April 2014.

Guo Yongqing, aged 41, post-doctorate, professor in accounting, certified public accountant in the PRC. Mr. Guo is now an accounting professor of the Shanghai National Accounting Institute, and concurrently serving as an independent director of Sanxiang (Group) Co., Ltd., Chongqing Brewert Co., Ltd., Shanghai Material Trading Co., Ltd., and Shanghai Haixin Group Co., Ltd.. Mr. Guo has been the department head of Shanghai National Accounting Institute.

Wang Xiangfei, aged 63, is now an independent non-executive director of China Development Bank International Investment Limited and SEEC Media Group Limited, the vice chief financial officer of Sonangol Sinopec International Limited, the financial advisor of China Sonangol International Holding Limited, an executive director of Nan Nan Resources Enterprise Limited and an external supervisor of Shenzhen Rural Commercial Bank. Mr. Wang is a senior accountant, graduated from Renmin University of China, majoring in finance and received a bachelor degree in economics. He also has worked in senior management teams of a couple of companies engaging in banking and other financial services. He was the independent non-executive director of China CITIC Bank Co., Ltd. and Shandong Chenming Paper Holdings Limited, and was the independent non-executive Director of the Company from April 2002 to April 2008.

Save as disclosed above, each of the above proposed Directors does not hold any position in the Company or any other members of the Company, nor did he/she hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If each of the above proposed Directors is appointed as a Director of the Company, he/she will enter into a service agreement with the Company for a term of office from 18 December 2015 to 17 December 2018. The proposed Directors will receive a remuneration in accordance with the policy of remuneration for Directors of the seventh Board of the Company to be approved at the EGM. Such remuneration was determined with reference to the duties and responsibilities of the Directors in the Company and market rates of the position.

Relationships

Save as disclosed above, each of the above proposed Directors has no relationship with any Directors, Supervisors or senior management or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in shares

So far as the Directors are aware as at the date hereof, each of the above proposed Directors does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of each of the above proposed Directors, there is no information which is discloseable nor is/was he/she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders.

The qualification and independence of the abovementioned candidates for independent non-executive Directors shall be subject to review and approval by the Shanghai Stock Exchange before being proposed for approval by Shareholders at the EGM.

Details of the above proposed Supervisors are set out as follows:

Nie Youzhuang, aged 46, is now the Supervisor of the Company and the general manager of Tianjin Zichuang Engineering Investment Company Limited. Mr. Nie joined the Company since January 2001 and worked in the production operation department, and held positions as departmental deputy general manager, manager and deputy chief engineer of the Company. From February 2008 to December 2009, he was the general manager of the 1st water operation branch of the Company. He was the general manager of the southern region of the Tianjin water business division from January 2010 to February 2011. From February 2011 to February 2013, he was the general manager of the eastern region of the Tianjin water business division and the factory director of Dongjiao Sewage Water Treatment Plant. Mr. Nie was appointed as the Supervisor on behalf of the Company's shareholders since 19 December 2003 and the general manager of Tianjin Zichuang Engineering Investment Company Limited since February 2013.

Li Yang, aged 46, is now the Supervisor, assistant to general manager, and the general manager of the northwest region of the Company, the chairman and the general manager of Xi'an Capital Water Company Limited. From November 2005 to April 2009, he was the general manager of Fuyang Capital Water Company Limited. From April 2009 to December 2009, he was the general manager of the 2nd

water operation branch of the Company. He has been the general manager of the eastern region of Tianjin water business division from January 2010 to February 2011 and has been the general manager of the northwest region of the Company and the general manager of Xi'an Capital Water Company Limited since February 2011. Mr. Li was appointed as the assistant to general manager of the Company since January 2012, and as the chairman of Xi'an Capital Water Company Limited since September 2015. Mr. Li has been the Supervisor of the Company since 8 September 2009.

Li Xiaoshen, aged 56, is now the Supervisor of the Company, deputy secretary of the party general branch and chairman of the labour union of TMICL. Mr. Li graduated from college in 1975 and joined the Down to the Countryside Movement. In 1976, Mr. Li joined the army. From July 1985 to May 1988, Mr. Li successively held the position of advisor at deputy company commander level in the Communication Department and the Organization and Mobilization Department of Tianjin Garrison Headquarter. From May 1988 to April 2001, Mr. Li served in the Organization and Mobilization Department of Tianjin Garrison Headquarter, holding office as advisor at company commander level, advisor at deputy battalion level, advisor at a deputy organization level and deputy head. From April 2001 to March 2002, Mr. Li served as deputy minister of the Tianjin Tanggu District People's Armed Forces. From March 2002 to November 2004, Mr. Li served as manager of Tianjin Garrison Student Military Training Office. From November 2004 to August 2009, Mr. Li successively held the posts of deputy head of the party committee work department and vice-chairman of the organ labour union of Tianjin Investment Group. From August 2009 to April 2011, he successively held the posts of deputy head of the party committee work department, deputy secretary of the organ party general branch and vice-chairman of the organ labour union of Tianjin Investment Group. From April 2011 to April 2012, he was the secretary of the commission for discipline inspection of the Company. Since May 2012, he has taken office as deputy secretary of the party general and chairman of the labour union of TMICL. Since 18 December 2012, Mr. Li has been the Supervisor of the Company.

Niu Jing, aged 45, an assistant accountant, is now the manager of the legal and audit department of the Company. Ms. Niu graduated from Tianjin University of Finance and Economics in 1993, majoring in finance and taxation. She worked as accountant in Tianjin Xianda Hotel from 1993 to 1995; worked as financial controller in Tianjin Shandong MacDonald Food Company from 1995 to 2002; and worked as financial manager and internal control manager of Tianjin Jiafu Commercial Company from 2002 to 2009. She joined the Company since July 2009 and served as manager of the legal and audit department of the Company since then.

Save as disclosed above, each of the above proposed Supervisors does not hold any position in the Company or any other members of the Company, nor did he/she hold any directorship in any other listed companies in the last three years.

Length of service and emolument

If each of the above proposed Supervisors is appointed as a Supervisor of the Company, he/she will enter into a service agreement with the Company for a term of office from 18 December 2015 to 17 December 2018. All the appointed Supervisors will not receive remuneration for being Supervisors.

Relationships

Saved as disclosed above, each of the above proposed Supervisors has no relationship with any Directors, Supervisors or senior management or with any management Shareholders, substantial Shareholders or controlling Shareholders of the Company.

Interests in shares

So far as the Directors are aware as at the date hereof, the proposed Supervisor, Mr. Nie Youzhuang, beneficially owns 959 domestic shares in the Company, representing 0.000067% of the total issued shares of the Company. Saved for the above, each of the above proposed Supervisors does not have any interest in the shares of the Company (within the meaning of Part XV of the SFO).

Matters that need to be brought to the attention of the Shareholders

In relation to the appointment of each of the above proposed Supervisors, there is no information which is discloseable nor is/was he/she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no matter which needs to be brought to the attention of the Shareholders.

The appointment of the above proposed Directors and Supervisors is subject to the approval by the Shareholders by adopting cumulative voting at the EGM. Ordinary resolutions in relation to the above proposed appointment of Mr. Liu Yujun, Mr. Lin Wenbo, Ms. Fu Yana and Ms. Cao Shuo as executive Directors; Mr. An Pindong and Ms. Chen Yinxing as non-executive Directors; Mr. Gao Zongze, Mr. Guo Yongqing and Mr. Wang Xiangfei as independent non-executive Directors; and Mr. Nie Youzhuang, Mr. Li Yang, Mr. Li Xiaoshen and Ms. Niu Jing as Supervisors, will be proposed to be approved by the Shareholders at the EGM.

Retirement of Directors and Supervisor

Upon approval of appointment of the above proposed Directors at the EGM, Ms. Lee Kit Ying, Karen and Mr. Guan Yimin will retire from the position of Directors, effective from 18 December 2015. Ms. Lee Kit Ying, Karen and Mr. Guan Yimin have confirmed that they have no disagreement with the Board and there is no matter with respect to their retirement that needs to be brought to the attention of the Shareholders.

On 29 October 2015, the Board announced the appointment of Ms. Qi Lipin as chief economist of the Company, effective from 29 October 2015 to 17 December 2015. According to the Articles of Association of the Company, senior management of the Company may not concurrently serve as a supervisor. Therefore, Ms. Qi Lipin will retire from the position of Supervisor, effective from 29 October 2015. Ms. Qi Lipin has confirmed that she has no disagreement with the Board and Supervisory Committee and there is no matter with respect to her retirement that needs to be brought to the attention of the Shareholders.

(2) DIRECTORS' AND SUPERVISORS' REMUNERATIONS

Directors' Remuneration

Upon consideration by the Board, the proposed remuneration for the Directors of the seventh Board of the Company is as follows:

Independent non-executive Director's remuneration:	RMB220,000 (Renminbi two hundred and twenty thousand) per annum (tax inclusive)
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Other Directors will not receive remuneration for being Directors.

(Directors' personal income tax will be deducted and paid by the Company.)

If the above Directors are also appointed as the senior management officers or other positions of the Company, the remuneration for these positions will be determined pursuant to the relevant policy of the Company.

Supervisors' Remuneration

The Supervisors of the seventh Supervisory Committee will not receive remuneration for being Supervisors. However, the Supervisors working at the Company will receive remuneration according to their work positions and the relevant remuneration regulations of the Company.

The above proposed Directors' and Supervisors' remunerations are subject to the approval by the Shareholders at the EGM.

EGM

The EGM will be held on 17 December 2015 for the purposes of, among other things, seeking Shareholders' approval on the appointment of the proposed Directors and Supervisors and the Directors' and Supervisors' remunerations. At the EGM, voting on the proposed ordinary resolutions will be conducted by way of poll.

GENERAL

A circular containing, among other things, details of (i) the re-election of Directors to the Seventh Board and Supervisors to the Seventh Supervisory Committee; and (ii) the Directors' and Supervisors' remunerations, will be despatched to the Shareholders as soon as practicable. The notice of the EGM will also be despatched to the Shareholders as soon as practicable.

DEFINITIONS

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

“Board”	the board of Directors;
“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, including the independent non-executive directors;
“EGM”	the extraordinary general meeting of the Company to be convened on 17 December 2015 for the purposes of considering and if thought fit, approving, among other things, the appointment of the proposed Directors and Supervisors and the Directors' and Supervisors' remunerations;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	The People’s Republic of China which, for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholder(s)”	the shareholder(s) of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Supervisors”	the supervisors of the Company;
“Supervisory Committee”	the supervisory committee of the Company;
“Tianjin Investment Group”	Tianjin City Infrastructure Construction and Investment Group Company Limited* (天津城市基礎設施建設投資集團有限公司), the ultimate controller of the Company and the sole shareholder of TMICL, holding 100% equity interest in TMICL; and
“TMICL”	Tianjin Municipal Investment Company Limited* (天津市政投資有限公司), the controlling Shareholder of the Company, holding 50.14% equity interest in the Company.

By Order of the Board
Liu Yujun
Chairman

Tianjin, the PRC

29 October 2015

As at the date of this announcement, the Board comprises four executive Directors: Mr. Liu Yujun, Mr. Lin Wenbo, Ms. Fu Yana and Ms. Cao Shuo; two non-executive Directors: Mr. An Pindong and Ms. Chen Yinxing; and three independent non-executive Directors: Ms. Lee Kit Ying, Karen, Mr. Gao Zongze and Mr. Guan Yimin.

* For identification purpose only