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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)

REVISED NOTICE OF 2016 SECOND EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of the 2016 second extraordinary general meeting (the “**EGM**”) of Tianjin Capital Environmental Protection Group Company Limited (the “**Company**”) dated 23 September 2016 and the announcement of the Company dated 2 November 2016 in relation to, among other things, the postponement of the EGM.

NOTICE IS HEREBY GIVEN that the EGM will be postponed to be held by the Company at the conference room of the Company on 5/F, TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the People's Republic of China (the “**PRC**”) on 30 December 2016 at 2:00 p.m. for the purpose of considering the resolutions as listed below:

Unless otherwise defined, capitalized terms used in this revised notice shall have the same meanings as those defined in the circular of the Company dated 19 October 2016 (the “**Circular**”).

AS SPECIAL RESOLUTIONS:

1. To consider and approve the proposal of the Non-public Issuance of A Shares by the Company, the main contents of which are as follows (the following are to be considered and approved as special resolutions item by item):

- 1.1 Class of shares to be issued and the nominal value

A Shares with a par value of RMB1.00 each.

- 1.2 Method and time of issuance

To target subscribers by way of non-public offering. The Company will, within the valid period as prescribed by the CSRC after obtaining the approval of CSRC, issue the A Shares to not more than 10 target subscribers when appropriate.

- 1.3 Subscribers and method of subscription

The new A Shares under the Non-public Issuance of A shares are proposed to be issued to not more than 10 investors, including securities investment fund management companies, securities companies, insurance institutional investors, trust investment companies, finance companies, asset management companies, qualified foreign institutional investors and other institutional investors, as well as other legal entity(ies), natural person(s) or legal institution(s) that meet the requirements of the CSRC.

A securities investment fund management company subscribing through over two products managed by it will be regarded as one subscriber. Trust investment companies may only pay the subscription price with their own funds. After the Non-public Issuance of A Shares is approved by the CSRC, the Board and its authorized representative(s) will, in accordance with the authorization granted by the Shareholders at the EGM, together with the sponsor (lead underwriter) decide the ultimate subscribers based on the relevant requirements of the CSRC and the price offered by the subscribers, following the price priority principle. All subscribers shall subscribe the new A Shares under the Non-public Issuance of A Shares in RMB cash.

1.4 Number of shares to be issued

The number of A Shares to be issued under the Non-public Issuance of A Shares will be not more than 250,698,499 A Shares (inclusive).

Within the scope of issuance as aforesaid, after the approval in respect of the Non-public Issuance of A Shares is obtained from the CSRC, the Board and its authorized representative(s) shall determine the ultimate number of A Shares to be issued as authorized by the Shareholders at the EGM and in accordance with the relevant requirements of the CSRC and actual situations, after consultation with the sponsor (lead underwriter).

The number of A Shares to be issued under the Non-public Issuance of A Shares will be adjusted accordingly in case that the gross proceeds to be raised thereunder have to be adjusted due to the change of regulatory policy or according to the requirements of issuance approval, etc.

The number of A Shares to be issued under the Non-public Issuance of A Shares will be adjusted accordingly in cases of occurrence of ex-rights or ex-dividend matters such as distribution of dividend and bonus shares, and conversion of capital reserve into share capital during the period from the Price Determination Date to the date of issuance.

1.5 Issue Price and pricing principle

The Price Determination Date of the Non-public Issuance of A Shares is the date of the announcement of the Board resolutions passed at the sixteenth meeting of the seventh session of the Board (i.e. 9 September 2016).

The Issue Price under the Non-public Issuance of A Shares shall be not less than RMB7.33 per A share, which is not less than 90% of the average trading price of A Shares during the 20 trading days preceding the Price Determination Date (the average trading price of A Shares over the 20 trading days preceding the Price Determination Date = the total turnover of A Shares over the 20 trading days preceding the Price Determination Date / the total trading volume of A Shares over the 20 trading days preceding the Price Determination Date) of RMB7.33 per A Share.

After obtaining the approval in respect of the Non-public Issuance of A Shares from the CSRC, the Board and its authorized representative(s) will, in accordance with the authorization granted by the Shareholders at the EGM, together with the sponsor (lead underwriter) decide the ultimate Issue Price based on the relevant requirements of the CSRC following the price priority principle.

The Issue Price under the Non-public Issuance of A Shares will be adjusted accordingly in cases of occurrence of ex-rights or ex-dividend matters such as distribution of dividend and bonus shares, and conversion of capital reserve into share capital during the period from the Price Determination Date to the date of issuance.

1.6 Lock-up arrangement

The new A Shares to be subscribed by the subscribers shall not be transferred within 12 months from the date of completion of the issuance of the new A Shares. If the laws and regulations of the PRC govern otherwise, the lock-up arrangement will be governed by such laws and regulations.

1.7 Gross proceeds and use of proceeds

It is expected that the gross proceeds to be raised from the Non-public Issuance of A Shares will not exceed RMB1,837,620,000 (inclusive). After deducting the issuance costs, net proceeds from the Non-public Issuance of A Shares are proposed to be used in the following projects:

No.	Name of Project	Executor of the Project	Total Investment Amount in the Project (RMB0'000)	Amount of Proceeds to be Used (RMB0'000)
1)	Sewage Water Treatment Projects			
1	Project of the expansion and upgrading of the Beicang Sewage Water Treatment Plant	The Company	46,288.00	37,288.00
2	Project of the expansion and upgrading of the Jingu Sewage Water Treatment Plant	The Company	83,558.63	67,255.00
	Sub-total		129,846.63	104,543.00
2)	Energy Station Projects			
3	No. 1 energy station project in Heiniucheng Road	Tianjin Jiayuan Tianchuang New Energy Technology Company Limited, a subsidiary of the Company	14,140.19	9,425.00
4	No. 2 energy station project in Heiniucheng Road	Tianjin Jiayuan Tianchuang New Energy Technology Company Limited, a subsidiary of the Company	9,900.12	6,749.00

No.	Name of Project	Executor of the Project	Total Investment Amount in the Project (RMB0'000)	Amount of Proceeds to be Used (RMB0'000)
5	Project of energy station in Binhai New District Cultural Centre (Phase I)	Tianjin Jiayuan Binchuang New Energy Technology Company Limited, a subsidiary of the Company	12,188.07	8,045.00
	Sub-total		36,228.38	24,219.00
6	Working capital replenishment and repayment of loans obtained from financial institutions		55,000.00	55,000.00
	Total		221,075.01	183,762.00

If the amount of the actual proceeds to be raised from the Non-public Issuance of A Shares is less than the amount of the proceeds to be utilized in the aforementioned projects, the Company will make up for the shortfall through its self-funded capital. Before receiving the proceeds from the Non-public Issuance of A Shares, the Company may, depending on the market conditions and the actual progress of the projects, finance these projects by its self-funded capital, which shall be replaced in accordance with the relevant laws, regulations and rules of securities regulatory authorities once the proceeds from the Non-public Issuance of A Shares have been received. Within the scope authorized by the Shareholders at the EGM and the scope of the abovementioned projects, based on the actual capital needs, time limit and priorities of the projects, the Board may adjust the priorities of and investment amount into the projects according to the relevant laws and regulations.

1.8 Listing application

The Company will make an application to the Shanghai Stock Exchange for the granting of the listing of all the new A Shares to be issued under the Non-public Issuance of A Shares. Upon expiry of the lock-up period, the new A Shares can be traded on the Shanghai Stock Exchange.

1.9 Arrangement relating to the accumulated undistributed profits of the Company

All the existing and new Shareholders after the issuance of the new A Shares will be entitled to the accumulated but undistributed profits of the Company.

1.10 Validity period of the resolutions

The resolutions with respect to the Non-public Issuance of A Shares shall be valid for 12 months from the date of approvals at the EGM and the Class Meetings. If the laws and regulations of the PRC have new requirements in relation to non-public issuance of shares, the validity period will be governed by such new requirements.

2. To consider and approve the plan of the Non-Public Issuance of A Shares by the Company.
3. To consider and approve the feasibility report on the use of proceeds raised from the Non-Public Issuance of A Shares by the Company.
4. To consider and approve the shareholders' return plan for the coming three years (2016 - 2018) of the Company.
5. To consider and approve the risk alert on the dilutive impact of the Non-public Issuance of A Shares on the immediate returns and the relevant precautionary measures.
6. To consider and approve the amendments to the Articles of Association.

AS ORDINARY RESOLUTIONS:

1. To consider and approve the compliance with the conditions of the Non-public Issuance of A Shares by the Company.
2. To consider and approve the report on the status of the use of proceeds of the previous fund raising by the Company.
3. To consider and approve the undertakings made by the controlling shareholder, the de facto controller, the Directors and the senior management of the Company in relation to realistic implementation of the measures to fill the diluted immediate returns.
4. To consider and approve the authorization to the Board and its authorized representative(s) at the shareholders' meeting to handle all matters relating to the Non-public Issuance of A Shares.
5. To consider and approve the management principles on the use of proceeds of the Company.

(For details of the above resolutions, please refer to the Circular.

By order of the Board
Liu Yujun
Chairman

Tianjin, the PRC
2 November 2016

As at the date of this notice, the Board comprises four executive Directors: Mr. Liu Yujun, Mr. Lin Wenbo, Ms. Fu Yana and Ms. Peng Yilin; two non-executive Directors: Mr. An Pindong and Ms. Chen Yinxing; and three independent non-executive Directors: Mr. Gao Zongze, Mr. Guo Yongqing and Mr. Wang Xiangfei.

Notes:

- (1) The holders of shares (the “**Shareholders**”) whose names appeared on the register of members on 8 October 2016 will be entitled to attend the general meeting. The holders of H shares of the Company (“**H Shares**”) are reminded that the register of members of the Company’s H Shares is closed from 8 October 2016 to 30 December 2016, both days inclusive, during the period no transfer of H Shares will be effected. The holder of H Shares and whose name appeared on the register of members of the Company’s H Shares on 8 October 2016 or his/her proxy may attend the general meeting by bringing his/her own identity card or passport.
- (2) Each Shareholder having the rights to attend and vote at the general meeting is entitled to appoint in written form one or more than one proxies (whether a Shareholder or not) as his proxy to attend and vote on his behalf at the general meeting. If more than one proxy is appointed by a Shareholder, such proxy shall only exercise his voting rights on a poll.
- (3) Shareholders can appoint a proxy by an instrument in writing (i.e. by using the enclosed revised form of proxy (the “**Revised Form of Proxy**”). The Revised Form of Proxy can be signed by the principal or its authorized person. In order to be valid, the Revised Form of Proxy and, if the Revised Form of Proxy is signed by a person under a power of attorney or authority on behalf of the appointer, a notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be deposited at the Company’s principal office address at TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC as soon as possible but in any event not less than 24 hours before the time scheduled for the holding of the general meeting (the “**Closing Time**”).
- (4) Shareholders or their proxies who intend to attend the general meeting should complete and return the completed and signed revised reply slip for attendance to the office of the Board at the Company’s principal office address on or before 9 December 2016 by hand, by post or by facsimile. Please use the enclosed revised reply slip or its copy for the purpose of confirmation.
- (5) Shareholders or their proxies shall present proofs of their identities upon attending the general meeting. Should a proxy be appointed, the proxy shall also present the Revised Form of Proxy.
- (6) The general meeting is expected to last for about half a day. The Shareholders and their proxies attending the general meeting shall be responsible for their own travelling and accommodation expenses.
- (7) Shareholders who have lodged the proxy form despatched on 23 September 2016 (the “**Original Proxy Form**”) with the Company prior to the date of this revised notice of EGM of this Company (i.e. 2 November 2016) should note that:
 - (i) If no Revised Form of Proxy is lodged with the principal office of the Company in the PRC prior to the Closing Time, the Original Proxy Form will be treated as a valid form of proxy lodged by him or her if correctly completed and signed and returned in accordance with the instructions printed thereon. The proxy appointed by the Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly proposed to the EGM.
 - (ii) If the Revised Form of Proxy is lodged with the principal office of the Company in the PRC prior to the Closing Time, the Revised Form of Proxy will revoke and supersede the relevant Original Proxy Form previously lodged by him or her. The Revised Form of Proxy will be treated as a valid form of proxy lodged by such Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - (iii) If the duly completed and signed Revised Form of Proxy is lodged with the principal office of the Company in the PRC after the Closing Time, the Revised Form of Proxy will be invalid. However, it will revoke the Original Proxy Form previously lodged by such Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the Revised Form of Proxy) will not be counted in any poll which will be taken on any proposed resolution.

Accordingly, Shareholders are advised not to lodge the Revised Form of Proxy after the Closing Time. In such case, if any Shareholder wishes to vote at the EGM, he or she will have to attend in person and vote at the relevant meeting himself or herself. Completion and return of the Original Proxy Form and/ or the Revised Form of Proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should he or she so wish.

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