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 2017 SECOND EXTRAORDINARY GENERAL MEETING, THE 2017 FIRST H SHAREHOLDERS' CLASS MEETING AND THE 2017 FIRST A SHAREHOLDERS' CLASS MEETING

1. Convening and attendance of the meetings:

The 2017 Second Extraordinary General Meeting (the "**EGM**"), the 2017 first H shareholders' class meeting (the "**H Shareholders' Class Meeting**") and the 2017 first A shareholders' class meeting (the "**A Shareholders' Class Meeting**") (collectively, the "**Meetings**") of Tianjin Capital Environmental Protection Group Company Limited (the "**Company**") were held on 3 July 2017 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 4 Shareholders and their proxies holding 751,244,880 Shares, representing 52.6366% of the total number of Shares with voting rights of the Company, attended the EGM. Among them, 3 Shareholders were Shareholder of A Shares and their proxies holding 716,406,922 Shares, representing 50.1956% of the total number of Shares with voting rights of the Company, while 1 Shareholder was Shareholder of H Shares and its proxy holding 34,837,958 Shares, representing 2.4410% of the total number of Shares with voting rights of the Company.

A total of 1 H Shareholder and his or her proxy holding 34,817,958 H Shares, representing 10.2406% of the total number of H Shares with voting rights of the Company, attended the H Shareholders' Class Meeting.

A total of 3 A Shareholders and their proxies holding 716,406,922 A Shares, representing 65.8930% of the total number of A Shares with voting rights of the Company, attended the A Shareholders' Class Meeting.

The procedures for convening the Meetings and voting were in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. Tang Fusheng, one of the Directors of the Company (the "**Directors**"), was elected by all attending Directors to preside at the Meetings. The Company has 9 Directors and all of them have attended the Meetings. The Company has 6 supervisors (the "**Supervisors**") and all of them have attended the Meetings. The senior management, lawyers and auditors of the Company have attended the Meetings.

As at the date of the Meetings, the total number of issued Shares of the Company entitling the holders to attend and vote for or against the resolutions at the EGM is 1,427,228,430 Shares; the total number of issued H Shares of the Company entitling the holders to attend and vote for or against the resolutions at the H Shareholders' Class Meeting is 340,000,000 H Shares; and the total number of issued A Shares of the Company entitling the holders to attend and vote for or against the resolutions at the A Shareholders' Class Meeting is 1,087,228,430 A Shares. There were no Shares entitling the holders to attend and vote only against the resolutions at each of the Meetings.

Ms. Cheng Yuanbo, the Shareholder representative, was appointed as the chief scrutineer for the vote-taking of the poll of the EGM. Mr. Tang Fusheng, the Shareholder proxy, Ms. Wu Baolan, the Supervisor, and Ms. Wang Wen, the auditor of the Company were appointed as the scrutineers for the vote-taking of the poll at the EGM.

Ms. Cheng Yuanbo, the Shareholder representative, was appointed as the chief scrutineer for the vote-taking of the poll of the A Shareholders' Class Meeting. Ms. Lu Hongyan, the Supervisor, Ms. Wu Baolan, the Supervisor, and Ms. Wang Wen, the auditor of the Company were appointed as the scrutineers for the vote-taking of the poll at the A Shareholders' Class Meeting.

Mr. Tang Fusheng, the Shareholder proxy, was appointed as the chief scrutineer for the vote-taking of the poll of the H Shareholders' Class Meeting. Ms. Wu Baolan and Ms. Lu Hongyan, the Supervisors, and Ms. Wang Wen, the auditor of the Company were appointed as the scrutineers for the vote-taking of the poll at the H Shareholders' Class Meeting.

2. **Resolutions considered:**

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 24 April 2017, and the circular of the Company dated 16 May 2017.

THE EGM:

Special resolutions considered and passed at the EGM were as follows:

1. To consider and approve the adjustments to several terms of the proposal of the Non-public Issuance of A Shares by the Company.

   1.1. Number of shares to be issued

   751,244,880 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.

   716,406,922 A Shares in favour, 0 A Share in objection, 0 A Share in abstention;

   34,837,958 H Shares in favour, 0 H Share in objection, 0 H Share in abstention.

   1.2. Price Determination Date, Issue Price and pricing principle

   751,244,880 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.

716,406,922 A Shares in favour, 0 A Share in objection, 0 A Share in abstention;

34,837,958 H Shares in favour, 0 H Share in objection, 0 H Share in abstention.

1.3. Validity period of the resolution

751,244,880 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.

716,406,922 A Shares in favour, 0 A Share in objection, 0 A Share in abstention;

34,837,958 H Shares in favour, 0 H Share in objection, 0 H Share in abstention.

2. To consider and approve the plan of the Non-Public Issuance of A Shares by the Company (Amended).

751,224,880 Shares in favour, representing 99.9973% 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;

20,000 Shares in abstention, representing 0.0027% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

716,406,922 A Shares in favour, 0 A Share in objection, 0 A Share in abstention;

34,817,958 H Shares in favour, 0 H Share in objection, 20,000 H Shares in abstention.

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 (Amended).

   751,224,880 Shares in favour, representing 99.9973% 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;

   20,000 Shares in abstention, representing 0.0027% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

   716,406,922 A Shares in favour, 0 A Share in objection, 0 A Share in abstention;

   34,817,958 H Shares in favour, 0 H Share in objection, 20,000 H Shares in abstention.

4. 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 (Amended).

   751,224,880 Shares in favour, representing 99.9973% 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;

   20,000 Shares in abstention, representing 0.0027% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

   716,406,922 A Shares in favour, 0 A Share in objection, 0 A Share in abstention;

   34,817,958 H Shares in favour, 0 H Share in objection, 20,000 H Shares in abstention.

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

1. To consider and approve the compliance with the conditions of the Non-public Issuance of A Shares by the Company.

   751,224,880 Shares in favour, representing 99.9973% 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;

   20,000 Shares in abstention, representing 0.0027% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

   716,406,922 A Shares in favour, 0 A Share in objection, 0 A Share in abstention;

   34,817,958 H Shares in favour, 0 H Share in objection, 20,000 H Shares in abstention.

2. To consider and approve the special report on the status of the use of proceeds of the previous fund raising by the Company (Amended).

   751,224,880 Shares in favour, representing 99.9973% 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;

   20,000 Shares in abstention, representing 0.0027% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

   716,406,922 A Shares in favour, 0 A Share in objection, 0 A Share in abstention;

   34,817,958 H Shares in favour, 0 H Share in objection, 20,000 H Shares in abstention.

3. 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.

   751,224,880 Shares in favour, representing 99.9973% 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;

   20,000 Shares in abstention, representing 0.0027% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

   716,406,922 A Shares in favour, 0 A Share in objection, 0 A Share in abstention;

   34,817,958 H Shares in favour, 0 H Share in objection, 20,000 H Shares in abstention.

THE H SHAREHOLDERS' CLASS MEETING

Special resolutions considered and passed at the H Shareholders' Class Meeting were as follows:

1. To consider and approve the adjustment to several terms of the proposal of the Non-public Issuance of A Shares by the Company.

   1.1 Number of shares to be issued

   34,817,958 Shares in favour, representing 100% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   0 Share in objection, representing 0% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   0 Share in abstention, representing 0% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting.

1.2 Price Determination Date, Issue Price and pricing principle

34,817,958 Shares in favour, representing 100% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

0 Share in objection, representing 0% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

0 Share in abstention, representing 0% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting.

1.3 Validity period of the resolution

34,817,958 Shares in favour, representing 100% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

0 Share in objection, representing 0% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

0 Share in abstention, representing 0% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting.

2. To consider and approve the plan of the Non-Public Issuance of A Shares by the Company (Amended).

   34,817,958 Shares in favour, representing 100% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   0 Share in objection, representing 0% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   0 Share in abstention, representing 0% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting.

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 (Amended).

   34,817,958 Shares in favour, representing 100% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   0 Share in objection, representing 0% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   0 Share in abstention, representing 0% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting.

4. 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 (Amended).

   34,817,958 Shares in favour, representing 100% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   0 Share in objection, representing 0% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   0 Share in abstention, representing 0% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting.

THE A SHAREHOLDERS' CLASS MEETING

Special resolutions considered and passed at the A Shareholders' Class Meeting were as follows:

1. To consider and approve the adjustments to several terms of the proposal of the Non-public Issuance of A Shares by the Company.

   1.1 Number of shares to be issued

      716,406,922 Shares in favour, representing 100% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

      0 Share in objection, representing 0% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

      0 Share in abstention, representing 0% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting.

1.2 Price Determination Date, Issue Price and pricing principle

716,406,922 Shares in favour, representing 100% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

0 Share in objection, representing 0% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

0 Share in abstention, representing 0% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting.

1.3 Validity period of the resolution

716,406,922 Shares in favour, representing 100% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

0 Share in objection, representing 0% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

0 Share in abstention, representing 0% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting.

2. To consider and approve the plan of the Non-Public Issuance of A Shares by the Company (Amended).

716,406,922 Shares in favour, representing 100% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

0 Share in objection, representing 0% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

0 Share in abstention, representing 0% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting.

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 (Amended).

   716,406,922 Shares in favour, representing 100% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

   0 Share in objection, representing 0% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

   0 Share in abstention, representing 0% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting.

4. 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 (Amended).

   716,406,922 Shares in favour, representing 100% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

   0 Share in objection, representing 0% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

   0 Share in abstention, representing 0% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting.

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

   1. Name of law firm: Beijing DeHeng Law Offices

   2. Witness lawyers: Wu Lianhua, Cui Manzhang, Solicitors

   3. Summarised opinion: Procedures for the convening and holding of the Company's EGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting, qualifications of the persons attending, procedures for voting, and the voting results, were in compliance with the relevant laws, regulations, normative documents and the relevant requirements under the Articles of Association and the Rules of Procedures for Shareholders' General Meeting of the Company, and all resolutions thereby passed are legally valid.

4. **Documents available for inspection:**

   1. Resolutions of the EGM, resolutions of the H Shareholders' Class Meeting and resolutions of the A Shareholders' Class Meeting signed and confirmed by the Directors and recorder attending the meeting and affixed with the seal of the Board;

   2. Legal opinion in respect of the EGM, the H Shareholders' Class Meeting and the A Shareholders' Class Meeting issued by Beijing DeHeng Law Offices; and

   3. Other documents required by the Shanghai Stock Exchange.

By order of the Board
Liu Yujun
Chairman

Tianjin, the PRC
3 July 2017

As at the date of this announcement, the Board comprises four executive Directors: Mr. Liu Yujun, Mr. Tang Fusheng, 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.