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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)

NOTICE OF 2018 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2018 first extraordinary general meeting of Tianjin Capital Environmental Protection Group Company Limited (the “**Company**”) will be held 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 17 December 2018 at 2:00 p.m. for the purpose of considering the resolutions as listed below:

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 31 October 2018.

As ordinary resolutions:

1. To consider and approve the appointment of Mr. Liu Yujun as an executive Director of the eighth Board of the Company.
2. To consider and approve the appointment of Ms. Wang Jing as an executive Director of the eighth Board of the Company.
3. To consider and approve the appointment of Mr. Niu Bo as an executive Director of the eighth Board of the Company.
4. To consider and approve the appointment of Mr. Yu Zhongpeng as a non-executive Director of the eighth Board of the Company.
5. To consider and approve the appointment of Mr. Han Wei as a non-executive Director of the eighth Board of the Company.
6. To consider and approve the appointment of Mr. Si Xiaolong as a non-executive Director of the eighth Board of the Company.

7. To consider and approve the appointment of Mr. Di Xiaofeng as an independent non-executive Director of the eighth Board of the Company.
8. To consider and approve the appointment of Mr. Guo Yongqing as an independent non-executive Director of the eighth Board of the Company.
9. To consider and approve the appointment of Mr. Wang Xiangfei as an independent non-executive Director of the eighth Board of the Company.
10. To consider and approve the appointment of Ms. Lu Hongyan as a Supervisor of the eighth Supervisory Committee of the Company.
11. To consider and approve the appointment of Ms. Niu Jing as a Supervisor of the eighth Supervisory Committee of the Company.
12. To consider and approve the appointment of Ms. Shen Yue as a Supervisor of the eighth Supervisory Committee of the Company.
13. To consider and approve the appointment of Mr. Li Zongqiang as a Supervisor of the eighth Supervisory Committee of the Company.
14. To consider and approve the resolution in relation to the remuneration for the Directors of the eighth Board of the Company.
15. To consider and approve the resolution in relation to the remuneration for the Supervisors of the eighth Supervisory Committee of the Company.
16. To consider and approve the amendments to the rules of procedure of the Board of Directors.

(For details of the above resolutions, please refer to the related announcements of the Company dated 28 August 2018 and 31 October 2018 and a circular of the Company dated 31 October 2018.)

By order of the Board

Liu Yujun

Chairman

Tianjin, the PRC

31 October 2018

As at the date of this notice, the Board comprises four executive Directors: Mr. Liu Yujun, Mr. Tang Fusheng, Ms. Fu Yana and Ms. Peng Yilian; two non-executive Directors: Mr. Yu Zhongpeng and Mr. Han Wei; 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 appear on the register of members at 4:30 p.m. on 16 November 2018 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 will be closed from 17 November 2018 to 17 December 2018, both days inclusive, during the period no transfer of H Shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company’s H Share registrar and transfer office, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on 16 November 2018. The holder of H Shares and whose name appears on the register of members of the Company’s H Shares on 16 November 2018 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) The principal Shareholders shall appoint a proxy by an instrument in writing (i.e. by using the enclosed form of proxy). The form of proxy shall be signed by the principal or his attorney as authorised. In the event that the form of proxy is signed by the attorney of the principal, the power of attorney or other authorisation documents must be notarised by notary public. To be valid, the form of proxy, together with the power of attorney or other authorisation documents as notarise (if applicable) must be deposited at the Company’s H Share registrar and transfer office, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, or 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. Completion and return of the proxy form will not include shareholders from attending and voting in person at the general meeting or any adjournment thereof should you so wish.
- (4) Shareholders who intend to attend the general meeting should complete and return the completed and signed reply slip for attendance to the Company’s H Share registrar and transfer office, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, or the office of the secretary of the Board at the Company’s principal office address on or before 26 November 2018 by hand, by post or by facsimile. Please use the enclosed 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 form of proxy signed by the principal or his attorney.
- (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.

Principal office address of the Company: TCEP Building, 76 Weijin South
Road, Nankai District,
Tianjin, the PRC

Postal Code: 300381

Telephone: 86-22-23930128

Facsimile: 86-22-23930126