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 2018 ANNUAL GENERAL MEETING

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

    The 2018 Annual General Meeting (the "**AGM**") of Tianjin Capital Environmental Protection Group Company Limited (the "**Company**") was held at 2:00 p.m. on 14 May 2019 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**"). A total of 9 shareholders and their proxies holding 755,032,001 shares, representing 52.9020% of the total number of shares with voting rights of the Company, attended the AGM. Among them, 7 shareholders were shareholders of A shares and their proxies holding 718,546,333 shares, representing 50.3456% of the total number of shares with voting rights of the Company, while 2 shareholders were shareholders of H shares and its proxy holding 36,485,668 shares, representing 2.5564% 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. Liu Yujun, the Chairman of the Company, presided at 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 were no shares of the Company (i) entitling the holder to attend and abstain from voting in favour of; or (ii) of which the holder is required under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to abstain from voting on the resolutions at the AGM. No shareholders have stated their intention in the circular of the Company dated 23 April 2019 to vote against the resolutions or to abstain from voting at the AGM.

Ms. Niu Jing, the internal auditor of the Company, Ms. Cui Yan and Mr. Liu Yujun, the shareholder representatives, and Ms. Wu Baolan, the supervisor of the Company, were appointed as the scrutineers for the vote-taking of the poll at the AGM.

2. **Resolutions considered:**

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcements of the Company dated 27 March 2019 and the announcement in relation to the Provision of Guarantee on the Loan of Deqing Chuanghuan Water Co, Ltd. dated 11 March 2019.

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

1. To consider and approve the 2018 annual report of the Company and the summary of the report announced within the PRC and overseas.

   755,032,001 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.

   718,546,333 A shares in favour, 0 A share in objection, 0 A share in abstention;

   36,485,668 H shares in favour, 0 H share in objection, 0 H share in abstention.

2. To consider and approve the working report of the board (the "**Board**") of directors (the "**Directors**") of the Company for the year 2018 and the operating strategy of the Company for the year 2019.

   755,032,001 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.

718,546,333 A shares in favour, 0 A share in objection, 0 A share in abstention;

36,485,668 H shares in favour, 0 H share in objection, 0 H share in abstention.

3. To consider and approve the final financial accounts of the Company for the year 2018 and the financial budget for the year 2019.

   755,032,001 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 shares in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

   718,546,333 A shares in favour, 0 A share in objection, 0 A share in abstention;

   36,485,668 H shares in favour, 0 H share in objection, 0 H share in abstention.

4. To consider and approve the proposal in respect of the profit appropriation plan of the Company for the year 2018.

   755,032,001 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 shares in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

   718,546,333 A shares in favour, 0 A share in objection, 0 A share in abstention;

   36,485,668 H shares in favour, 0 H share in objection, 0 H shares in abstention.

5. To consider and approve the working report of the supervisory committee of the Company for the year 2018.

   755,032,001 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.

   718,546,333 A shares in favour, 0 A share in objection, 0 A share in abstention;

   36,485,668 H shares in favour, 0 H share in objection, 0 H share in abstention.

6. To consider and approve the working report of independent Directors of the Company for the year 2018.

   755,032,001 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.

   718,546,333 A shares in favour, 0 A share in objection, 0 A share in abstention;

   36,485,668 H shares in favour, 0 H share in objection, 0 H share in abstention.

7. To consider and approve the proposal in relation to the re-appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the PRC and international auditors of the Company, respectively, and to authorize the Board to decide their remunerations.

   752,148,996 shares in favour, representing 99.6182% of the total number of shares with voting rights held by shareholders who attended this meeting;

   2,883,005 share in objection, representing 0.3818% 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.

   718,546,333 A shares in favour, 0 A share in objection, 0 A share in abstention;

   33,602,663 H shares in favour, 2,883,005 H share in objection, 0 H share in abstention.

8. To consider and approve the provision of Guarantee on the Loan of Deqing Chuanghuan Water Co, Ltd* (德清創環水務有限公司).

   755,032,001 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.

   718,546,333 A shares in favour, 0 A share in objection, 0 A share in abstention;

   36,485,668 H shares in favour, 0 H share in objection, 0 H share in abstention.

Special resolution considered and passed at the AGM was as follows:

9. To consider and approve the amendments to the articles of association of the Company.

   723,243,783 shares in favour, representing 95.7898% of the total number of shares with voting rights held by shareholders who attended this meeting;

   31,788,218 shares in objection, representing 4.2102% of the total number of shares with voting rights hald 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;

   717,921,897 A shares in favour, 624,436 A shares in objection, 0 A share in abstention;

   5,321,886 H shares in favour, 31,163,782 H share in objection, 0 H share in abstention.

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

   1. Name of law firm: Beijing Deheng (Tianjin) Law Offices

   2. Witness lawyers: Liu Haijing and Sun Yuanyuan, Solicitors

   3. Summarised opinion: Procedures for the convening and holding of the Company's AGM, qualifications of the persons attending the AGM on site 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.

By order of the Board
Liu Yujun
Chairman

Tianjin, the PRC
14 May 2019

As at the date of this announcement, the Board comprises three executive Directors: Mr. Liu Yujun, Ms. Wang Jing and Mr. Niu Bo; three non-executive Directors: Mr. Yu Zhongpeng, Mr. Han Wei and Mr. Si Xiaolong; and three independent non-executive Directors: Mr. Di Xiaofeng, Mr. Guo Yongqing and Mr. Wang Xiangfei.

* *For identification purposes only*