



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 2019 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 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 10 September 2019 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 21 June 2019 in relation to the guarantee for the loan granted to Jinning Company, the announcement dated 16 July 2019 in relation to (1) the proposed issuance of the Green Short-term Financing Bonds and (2) the proposed issuance of the Green Medium-term Notes, the announcements dated 24 July 2019 in relation to the guarantee for Project Companies' financing and the guarantee for the loan granted to HBGJTC (the “**Announcements**”).*

I. As special resolutions:

1. To consider and approve the application by the Company to National Association of Financial Market Institutional Investors* (中國銀行間市場交易商協會) for the registration and issuance of the Green Short-term Financing Bonds.
2. To consider and approve the proposal of issuance of Green Short-term Financing Bonds:
 - 2.1 Issue size of the Green Short-term Financing Bonds: Principal amount of not more than RMB1,000,000,000.
 - 2.2 Term of the Green Short-term Financing Bonds: One year.
 - 2.3 Method of issuance of the Green Short-term Financing Bonds: The Company's plan to issue the Green Short-term Financing Bonds in installments based on the capital needs and debt structure of the Company (including its subsidiaries) and capital market conditions.
 - 2.4 Interest rate of the Green Short-term Financing Bonds: Interest rate of the Green Short-term Financing Bonds shall be a fixed rate, and the issue rate is determined through book-building. Interest to be repaid in one lump sum upon the maturity date.
 - 2.5 Use of proceeds: To be used for repaying the corporate debts of the Company (including its subsidiaries) and replenishing their working capital.
 - 2.6 Source of funds for the repayment of principal and the payment of interests: The Company's operating income throughout the terms of the Green Short-term Financing Bonds.

3. To consider the authorization to the general manager office of the Company to be fully responsible for the matters relating to the issuance of the Green Short-term Financing Bonds:
 - (i) to the extent permitted by laws and regulations and based on market conditions and the needs of the Company, to decide on the specific plan of issuance of the Green Short-term Financing Bonds and amendments thereto, and to adjust the terms for issuance of the Green Short-term Financing Bonds, including but not limited to all matters relating to issuance size, number of tranches, time of issuance, term of the issuance, issue rate, way of underwriting, type of guarantee and use of proceeds and others;
 - (ii) to engage underwriting agencies and other intermediary agencies in respect of the application for the issuance of the Green Short-term Financing Bonds;
 - (iii) to be responsible for the revision, signing, execution and reporting of contracts, agreements and related legal documents in connection with the application for the issuance of the Green Short-term Financing Bonds, and handling with the reporting and registration procedures thereof;
 - (iv) should there be any changes to the regulatory policies or market conditions, to make corresponding adjustments to relevant matters such as the specific plan of application for the issuance of the Green Short-term Financing Bonds in accordance with the opinions of the regulatory authorities;
 - (v) to fulfill the information disclosure obligations in a timely manner;
 - (vi) to handle other matters in relation to the issuance of the Green Short-term Financing Bonds;
 - (vii) to specifically handle matters relating to the issuance of the Green Short-term Financing Bonds and execution of relevant documents; and
 - (viii) the above authorization remains valid during the effective period of the registration notice of the Green Short-term Financing Bonds.
4. To consider and approve the application by the Company to National Association of Financial Market Institutional Investors* (中國銀行間市場交易商協會) for the registration and issuance of the Green Medium-term Notes.
5. To consider and approve the proposal of issuance of Green Medium-term Notes:
 - 5.1 Issue size of the Green Medium-term Notes: Principal amount of not more than RMB1,000,000,000.
 - 5.2 Term of the Green Medium-term Notes: Not exceeding 10 years.
 - 5.3 Method of issuance of the Green Medium-term Notes: The Company's plan to issue the Green Medium-term Notes in installments based on the capital needs and debt structure of the Company (including its subsidiaries) and capital market conditions.
 - 5.4 Interest rate of the Green Medium-term Notes: Interest rate of the Green Medium-term Notes shall be a fixed rate, and the issue rate is determined through book-building. Interest is calculated on an annual basis with interest paid annually.

- 5.5 Use of proceeds: To be used for repaying the corporate debts of the Company (including its subsidiaries), project construction and replenishing their working capital.
- 5.6 Source of funds for the repayment of principal and the payment of interests: The Company's operating income throughout the terms of the Green Medium-term Notes.
6. To consider the authorization to the general manager office of the Company to be fully responsible for the matters relating to the issuance of the Green Medium-term Notes:
- (i) to the extent permitted by laws and regulations and based on market conditions and the needs of the Company, to decide on the specific plan of issuance of the Green Medium-term Notes of the Company and amendments thereto, and to adjust of the terms for the issuance of the Green Medium-term Notes, including but not limited to all matters relating to issuance size, number of tranches, time of issuance, term of the issuance, issue rate, way of underwriting, type of guarantee and use of proceeds and others;
 - (ii) to engage underwriting agencies and other intermediary agencies in respect of the application for the issuance of the Green Medium-term Notes;
 - (iii) to be responsible for the revision, signing, execution and reporting of contracts, agreements and related legal documents in connection with the application for the issuance of the Green Medium-term Notes, and handle the reporting and registration procedures thereof;
 - (iv) should there be any changes to the regulatory policies or market conditions, to make corresponding adjustments to relevant matters such as the specific plan of application for the issuance of the Green Medium-term Notes in accordance with the opinions of the regulatory authorities;
 - (v) to fulfill the information disclosure obligations in a timely manner;
 - (vi) to handle other matters related to the issuance of the Green Medium-term Notes;
 - (vii) to specifically handle matters relating to the issuance of the Green Medium-term Notes and execution of relevant documents; and
 - (viii) the above authorization remains valid during the effective period of the registration notice of the Green Medium-term Notes.

II. As ordinary resolution:

1. To consider the total guarantees of the Company for the loan granted to its subsidiaries not exceeding RMB1,107,766,400 and the matters relating to the authorization to the board and general manager of the Company:
- (i) To consider the guarantee for the loan granted to HBGTJC* (河北國津天創污水處理有限責任公司) not exceeding RMB299,720,000;
 - (ii) To consider the guarantee for the loan granted to Jieshou Company* (界首市創業水務有限公司) not exceeding RMB341,066,400;

- (iii) To consider the guarantee for the loan granted to Jiuquan Company* (酒泉創業水務有限公司) not exceeding RMB369,230,000;
- (iv) To consider the guarantee for the loan granted to Hanshou Company* (漢壽天創水務有限公司) not exceeding RMB78,750,000; and
- (v) To consider the guarantee for the loan granted to Jinning Company* (天津津寧創環水務有限公司) not exceeding RMB19,000,000.

(For details of the above resolutions, please refer to the Announcements)

By order of the Board
Liu Yujun
Chairman

Tianjin, the PRC
24 July 2019

As at the date of this notice, 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. Gao Zongze, Mr. Guo Yongqing and Mr. Wang Xiangfei.

* For identification purposes only

Notes:

- (1) The holders of shares (the “**Shareholders**”) whose names appear on the register of members at 4:30 p.m. on 9 August 2019 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 11 August 2019 to 10 September 2019, 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 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 9 August 2019. The holder of H Shares and whose name appears on the register of members of the Company’s H Shares on 9 August 2019 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 power of attorney or other authorisation documents as notarise and the form of proxy 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.
- (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 20 August 2019 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.

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