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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 2019 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 annual general meeting (the “**AGM**”) 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 13 May 2020 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 related announcements of the Company dated 26 March 2020.

A. As ordinary resolutions:

1. To consider and approve the 2019 annual report of the Company and the summary of the report announced within the PRC and overseas;
2. To consider and approve the working report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year 2019 and the operating strategy of the Company for the year 2020;
3. To consider and approve the final financial accounts of the Company for the year 2019 and the financial budget for the year 2020;
4. To consider and approve the proposal in respect of the profit appropriation plan of the Company for the year 2019;
5. To consider and approve the working report of the supervisory committee of the Company for the year 2019;
6. To consider and approve the working report of independent Directors of the Company for the year 2019; and
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.

B. As special resolutions:

1. To consider and approve the additional Guarantees of the Company for the financing granted to its subsidiaries not exceeding the total amount of RMB2,300,000,000 and the matters relating to the authorization to the Board of the Company; and
2. To consider and approve the amendments to the articles of association of the Company.

By order of the Board
Chairman
Liu Yujun

Tianjin, the PRC
26 March 2020

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. Di Xiaofeng, 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 9 April 2020 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 13 April 2020 to 13 May 2020, 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 Shares registrar and transfer office, Hong Kong Registrars Limited at Shops 1712 -1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 9 April 2020. The holder of H Shares and whose name appears on the register of members of the Company’s H Shares at 4:30 p.m. on 9 April 2020 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 form of proxy). In order to be valid, the form of proxy and, if such 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 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 22 April 2020 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.
- (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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