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 2020 FIRST EXTRAORDINARY GENERAL MEETING, THE 2020 FIRST H SHAREHOLDERS' CLASS MEETING AND THE 2020 FIRST A SHAREHOLDERS' CLASS MEETING

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 13 July 2020 in relation to (1) the proposed Non-public Issuance of A Shares; (2) the connected transaction in relation to the proposed subscription of A Shares by the controlling shareholder; (3) the Proposed Introduction of the Strategic Investor Subscription; (4) the Specific Mandate; (5) the proposed amendments to the Articles of Association; and (6) the proposed adoption of the Shareholders' Return Plan, the announcement dated 19 August 2020 in relation to (1) the proposed amendment to the Articles of Association and (2) the proposed amendment to the Shareholders Meeting Rules (the "**Announcements**"), and the circular dated 21 August 2020 (the "**Circular**").

1. CONVENING AND ATTENDANCE OF THE MEETINGS:

The 2020 first extraordinary general meeting (the "**EGM**"), the 2020 first H shareholders' class meeting (the "**H Shareholders' Class Meeting**") and the 2020 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 at 2:00 p.m. on 7 September 2020 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 43 shareholders of the Company (the "**Shareholders**") and their proxies holding 779,701,607 Shares, representing 54.6305% of the total number of Shares with voting rights of the Company, attended the EGM. Among them, 42 Shareholders were Shareholders of A Shares and their proxies holding 733,949,393 Shares, representing 51.4248% of the total number of Shares with voting rights of the Company, while 1 Shareholder was Shareholder of H Shares and his or her proxy holding 45,752,214 Shares, representing 3.2057% of the total number of Shares with voting rights of the Company.

A total of 1 H Shareholder and his or her proxy holding 62,254,214 H Shares, representing 18.3101% of the total number of H Shares with voting rights of the Company, attended the H Shareholders' Class Meeting.

A total of 41 A Shareholders and their proxies holding 733,654,893 A Shares, representing 67.4794% 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. Mr. Liu Yujun, the Chairman of the Company, presided at the Meetings. The Company has 8 directors (the "**Directors**") and 8 Directors attended the Meetings. The Company has 6 supervisors (the "**Supervisors**") and 6 Supervisors attended the Meetings. The senior management, lawyers and internal auditors of the Company attended the Meetings.

As at the date of the Meetings, the total number of issued Shares of the Company was 1,427,228,430 Shares, which comprised 1,087,228,430 A Shares and 340,000,000 H Shares. As disclosed in the Circular, TMICL (directly holding 715,565,186 A Shares, representing approximately 50.14% of the total issued share capital of the Company) was required to abstain and has abstained from voting on special resolutions No. 1.1 to 1.10, No. 2 and No. 7, and ordinary resolution No. 3.2 at the EGM, and on special resolutions No. 1.1 to 1.10, No. 2 and No. 7 at the A Shareholders' Class Meeting. Accordingly, the total number of issued Shares, A Shares and H Shares entitling the holders to attend and vote on relevant special resolutions and ordinary resolutions at the Meetings are as follows:

- the total number of issued Shares entitling the relevant Shareholders to attend and vote on special resolutions No. 1.1 to 1.10, No. 2 and No. 7 and ordinary resolution No. 3.2 at the EGM was 711,663,244 Shares; the total number of issued Shares entitling the relevant Shareholders to attend and vote on the other resolutions at the EGM was 1,427,228,430 Shares;

- the total number of issued H Shares entitling the relevant H Shareholders to attend and vote on all the resolutions at the H Shareholders' Class Meeting was 340,000,000 Shares;

- the total number of issued A Shares entitling the relevant A Shareholders to attend and vote on special resolutions No. 1.1 to 1.10, No. 2 and No. 7 at the A Shareholders' Class Meeting was 371,663,244 Shares; the total number of issued A Shares entitling the relevant A Shareholders to attend and vote on the other resolutions at the A Shareholders' Class Meeting was 1,087,228,430 Shares.

Save as disclosed above, there were no Shares of the Company (i) entitling the holder to attend and abstain from voting on any resolutions at the EGM, A Shareholders' Class Meeting and/or H Shareholders' Class Meeting; or (ii) of which the holder is required under the Listing Rules to abstain from voting on the resolutions at the EGM, A Shareholders' Class Meeting and/or H Shareholders' Class Meeting. No Shareholders have stated their intention in the Announcements or the Circular to vote against any resolutions or to abstain from voting at the EGM, A Shareholders' Class Meeting and/or H Shareholders' Class Meeting.

Mr. Niu Bo, the Shareholder representative, was appointed as the chief scrutineer for the vote-taking of the poll of the EGM. Mr. Liu Yujun, the Shareholder proxy, Ms. Wu Baolan, the Supervisor, and Ms. Niu Jing, the auditor of the Company were appointed as the scrutineers for the vote-taking of the poll at the EGM.

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

Mr. Niu Bo, 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 and Ms. Wu Baolan, the Supervisors, and Ms. Niu Jing, the auditor of the Company were appointed as the scrutineers for the vote-taking of the poll at the A Shareholders' Class Meeting.

2. RESOLUTIONS CONSIDERED:

THE EGM:

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

1. To consider and approve the proposal in relation to the Non-public Issuance of A Shares (2020).

    1.1 Class and par value of shares to be issued

    48,212,249 Shares in favour, representing 75.1714% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

    15,924,172 Shares in objection, representing 24.8286% 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.

    17,537,856 A Shares in favour, 846,351 A Shares in objection, 0 A Share in abstention;

    30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

    1.2 Method and time of issuance

    48,235,749 Shares in favour, representing 75.2080% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

    15,900,672 Shares in objection, representing 24.7920% 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.

    17,561,356 A Shares in favour, 822,851 A Shares in objection, 0 A Share in abstention;

    30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

1.3 Target of issuance and method of subscription

48,235,749 Shares in favour, representing 75.2080% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

15,900,672 Shares in objection, representing 24.7920% 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.

17,561,356 A Shares in favour, 822,851 A Shares in objection, 0 A Share in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

1.4 Issue price and pricing principle

48,212,249 Shares in favour, representing 75.1714% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

15,924,172 Shares in objection, representing 24.8286% 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.

17,537,856 A Shares in favour, 846,351 A Shares in objection, 0 A Share in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

1.5 Number of shares issued, amount of funds raised and subscription

48,212,249 Shares in favour, representing 75.1714% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

15,924,172 Shares in objection, representing 24.8286% 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.

17,537,856 A Shares in favour, 846,351 A Shares in objection, 0 A Share in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

1.6 Use of proceeds

48,235,749 Shares in favour, representing 75.2080% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

15,900,672 Shares in objection, representing 24.7920% 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.

17,561,356 A Shares in favour, 822,851 A Shares in objection, 0 A Share in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

1.7 Lock-up arrangement

48,212,249 Shares in favour, representing 75.1714% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

15,924,172 Shares in objection, representing 24.8286% 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.

17,537,856 A Shares in favour, 846,351 A Shares in objection, 0 A Share in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

1.8 Place of listing

48,235,749 Shares in favour, representing 75.2080% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

15,900,672 Shares in objection, representing 24.7920% 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.

17,561,356 A Shares in favour, 822,851 A Shares in objection, 0 A Share in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

1.9 Arrangement relating to the accumulated undistributed profits

48,212,249 Shares in favour, representing 75.1714% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

15,924,172 Shares in objection, representing 24.8286% 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.

17,537,856 A Shares in favour, 846,351 A Shares in objection, 0 A Share in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

1.10 Validity period of the resolution

48,212,249 Shares in favour, representing 75.1714% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

15,924,172 Shares in objection, representing 24.8286% 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.

17,537,856 A Shares in favour, 846,351 A Shares in objection, 0 A Share in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

2. To consider and approve the proposal in relation to the proposed Non-public Issuance of A Shares (2020).

48,212,249 Shares in favour, representing 75.1714% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

15,924,172 Shares in objection, representing 24.8286% 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.

17,537,856 A Shares in favour, 846,351 A Shares in objection, 0 A Share in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

3. To consider and approve the proposal in relation to feasibility report on the use of proceeds from the Non-public Issuance of A Shares.

   763,777,435 Shares in favour, representing 97.9577% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

   15,924,172 Shares in objection, representing 2.0423% 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.

   733,103,042 A Shares in favour, 846,351 A Shares in objection, 0 A Share in abstention;

   30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

4. To consider and approve the proposal in relation to the Shareholders' Return Plan for the coming three years (2020-2022) of the Company.

   765,879,386 Shares in favour, representing 98.2273% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

   13,822,221 Shares in objection, representing 1.7727% 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.

   733,570,993 A Shares in favour, 378,400 A Shares in objection, 0 A Share in abstention;

   32,308,393 H Shares in favour, 13,443,821 H Shares in objection, 0 H Share in abstention.

5. To consider and approve the proposal in relation to the introduction of Yangtze Ecology and Three Gorges Capital as the Strategic Investors of the Company by the Company.

   5.1 The proposal in relation to the introduction of Yangtze Ecology as the Strategic Investor of the Company

       763,777,435 Shares in favour, representing 97.9577% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

       15,924,172 Shares in objection, representing 2.0423% 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.

733,103,042 A Shares in favour, 846,351 A Shares in objection, 0 A Share in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

5.2 The proposal in relation to the introduction of Three Gorges Capital as the Strategic Investor of the Company

763,777,435 Shares in favour, representing 97.9577% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

15,924,172 Shares in objection, representing 2.0423% 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.

733,103,042 A Shares in favour, 846,351 A Shares in objection, 0 A Share in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

6. To consider and approve the proposal in relation to the conditional agreement on introduction of Strategic Investors and subscription of Non-public Issuance of Shares entered into between the Company, Yangtze Ecology and Three Gorges Capital.

763,688,435 Shares in favour, representing 97.9463% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

15,924,172 Shares in objection, representing 2.0423% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

89,000 Shares in abstention, representing 0.0114% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

733,014,042 A Shares in favour, 846,351 A Shares in objection, 89,000 A Shares in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

7. To consider and approve the proposal in relation to the conditional agreement for subscription of Non-public Issuance of Shares entered into between the Company and TMICL.

   48,123,249 Shares in favour, representing 75.0326% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

   15,924,172 Shares in objection, representing 24.8286% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

   89,000 Shares in abstention, representing 0.1388% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

   17,448,856 A Shares in favour, 846,351 A Shares in objection, 89,000 A Shares in abstention;

   30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

8. To consider and approve the proposal in relation to the risk alert on the dilution of the current returns due to the Non-public Issuance of A shares and the relevant remedial measures.

   763,688,435 Shares in favour, representing 97.9463% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

   15,924,172 Shares in objection, representing 2.0423% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

   89,000 Shares in abstention, representing 0.0114% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

   733,014,042 A Shares in favour, 846,351 A Shares in objection, 89,000 A Shares in abstention;

   30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

9. To consider and approve the proposal in relation to the authorization granted to the Board and its authorized representative(s) to deal with matters related to the Non-public Issuance of A Shares.

   763,688,435 Shares in favour, representing 97.9463% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

   15,924,172 Shares in objection, representing 2.0423% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

* *For identification purpose only*

89,000 Shares in abstention, representing 0.0114% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

733,014,042 A Shares in favour, 846,351 A Shares in objection, 89,000 A Shares in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

10. To consider and approve the provision of guarantee for the loan granted to Karamay Tianchuang Water Company Limited* (克拉瑪依天創水務有限公司).

    779,589,107 Shares in favour, representing 99.9856% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

    23,500 Shares in objection, representing 0.0030% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

    89,000 Shares in abstention, representing 0.0114% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

    733,836,893 A Shares in favour, 23,500 A Shares in objection, 89,000 A Shares in abstention;

    45,752,214 H Shares in favour, 0 H Share in objection, 0 H Share in abstention.

11. To consider and approve the amendment to the Articles of Association of the Company.

    775,866,376 Shares in favour, representing 99.5081% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

    3,746,231 Shares in objection, representing 0.4805% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

    89,000 Shares in abstention, representing 0.0114% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

    733,159,342 A Shares in favour, 701,051 A Shares in objection, 89,000 A Shares in abstention;

    42,707,034 H Shares in favour, 3,045,180 H Shares in objection, 0 H Share in abstention.

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

1. To consider and approve the proposal in relation to the satisfaction of the criteria for Non-public Issuance of A Shares.

   763,777,435 Shares in favour, representing 97.9577% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

   15,924,172 Shares in objection, representing 2.0423% 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.

   733,103,042 A Shares in favour, 846,351 A Shares in objection, 0 A Share in abstention;

   30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

2. To consider and approve the proposal in relation to the undertakings of the controlling shareholders, indirect controlling shareholders, the Directors and the senior management of the Company in relation to implementation of the measures to fill the diluted current returns.

   763,688,435 Shares in favour, representing 97.9463% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

   15,924,172 Shares in objection, representing 2.0423% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

   89,000 Shares in abstention, representing 0.0114% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

   733,014,042 A Shares in favour, 846,351 A Shares in objection, 89,000 A Shares in abstention;

   30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

3. To consider and approve the proposals of the Non-public Issuance of A Shares (2020) which constitute connected transactions (as defined in Shanghai Listing Rules).

   3.1 The proposal in relation to the Proposed Introduction of the Strategic Investor Subscription which constitutes connected transaction (as defined in the Shanghai Listing Rules)

       763,711,935 Shares in favour, representing 97.9493% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

15,900,672 Shares in objection, representing 2.0393% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

89,000 Shares in abstention, representing 0.0114% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

733,037,542 A Shares in favour, 822,851 A Shares in objection, 89,000 A Shares in abstention;

30,674,393 H Shares in favour, 15,077,821 H Shares in objection, 0 H Share in abstention.

3.2 The proposal in relation to the Proposed TMICL Subscription which constitutes connected transaction (as defined in the Shanghai Listing Rules)

50,225,200 Shares in favour, representing 78.3100% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

13,822,221 Shares in objection, representing 21.5512% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

89,000 Shares in abstention, representing 0.1388% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

17,916,807 A Shares in favour, 378,400 A Shares in objection, 89,000 A Shares in abstention;

32,308,393 H Shares in favour, 13,443,821 H Shares in objection, 0 H Share in abstention.

4. To consider and approve the amendment to the Shareholders Meeting Rules of the Company.

775,889,876 Shares in favour, representing 99.5111% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

3,722,731 Shares in objection, representing 0.4775% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

89,000 Shares in abstention, representing 0.0114% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

733,182,842 A Shares in favour, 677,551 A Shares in objection, 89,000 A Shares in abstention;

42,707,034 H Shares in favour, 3,045,180 H Shares in objection, 0 H Share 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 proposal in relation to the Non-public Issuance of A Shares (2020).

   1.1 Class and par value of shares to be issued

   47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   15,077,821 Shares in objection, representing 24.2198% 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 Method and time of issuance

   47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   15,077,821 Shares in objection, representing 24.2198% 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 Target of issuance and method of subscription

   47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   15,077,821 Shares in objection, representing 24.2198% 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.

   1.4 Issue price and pricing principle

   47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   15,077,821 Shares in objection, representing 24.2198% 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.

1.5 Number of shares issued, amount of funds raised and subscription

47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

15,077,821 Shares in objection, representing 24.2198% 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.

1.6 Use of proceeds

47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

15,077,821 Shares in objection, representing 24.2198% 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.

1.7 Lock-up arrangement

47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

15,077,821 Shares in objection, representing 24.2198% 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.

1.8 Place of listing

47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

15,077,821 Shares in objection, representing 24.2198% 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.

1.9 Arrangement relating to the accumulated undistributed profits

47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

15,077,821 Shares in objection, representing 24.2198% 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.

1.10 Validity period of the resolution

47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

15,077,821 Shares in objection, representing 24.2198% 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 proposal in relation to the proposed Non-public Issuance of A Shares (2020).

47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

15,077,821 Shares in objection, representing 24.2198% 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 proposal in relation to feasibility report on the use of proceeds from the Non-public Issuance of A Shares.

47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

15,077,821 Shares in objection, representing 24.2198% 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 proposal in relation to the Shareholders' Return Plan for the coming three years (2020-2022) of the Company.

   48,810,393 Shares in favour, representing 78.4050% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   13,443,821 Shares in objection, representing 21.5950% 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.

5. To consider and approve the proposal in relation to the introduction of Yangtze Ecology and Three Gorges Capital as the Strategic Investors of the Company by the Company.

   5.1 The proposal in relation to the introduction of Yangtze Ecology as the Strategic Investor of the Company

   47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   15,077,821 Shares in objection, representing 24.2198% 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.

   5.2 The proposal in relation to the introduction of Three Gorges Capital as the Strategic Investor of the Company

   47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   15,077,821 Shares in objection, representing 24.2198% 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.

6. To consider and approve the proposal in relation to the conditional agreement on introduction of Strategic Investors and subscription of Non-public Issuance of Shares entered into between the Company, Yangtze Ecology and Three Gorges Capital.

   47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   15,077,821 Shares in objection, representing 24.2198% 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.

7. To consider and approve the proposal in relation to the conditional agreement for subscription of Non-public Issuance of Shares entered into between the Company and TMICL.

   47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   15,077,821 Shares in objection, representing 24.2198% 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.

8. To consider and approve the proposal in relation to the risk alert on the dilution of the current returns due to the Non-public Issuance of A Shares and the relevant remedial measures.

   47,176,393 Shares in favour, representing 75.7802% of the total number of H Shares with voting rights held by H Shareholders who attended this meeting;

   15,077,821 Shares in objection, representing 24.2198% 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 proposal in relation to the Non-public Issuance of A Shares (2020).

   1.1 Class and par value of shares to be issued

   17,243,356 Shares in favour, representing 95.3214% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

   846,351 Shares in objection, representing 4.6786% 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 Method and time of issuance

17,266,856 Shares in favour, representing 95.4513% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

822,851 Shares in objection, representing 4.5487% 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 Target of issuance and method of subscription

17,266,856 Shares in favour, representing 95.4513% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

822,851 Shares in objection, representing 4.5487% 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.

1.4 Issue price and pricing principle

17,243,356 Shares in favour, representing 95.3214% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

846,351 Shares in objection, representing 4.6786% 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.

1.5 Number of shares issued, amount of funds raised and subscription

17,243,356 Shares in favour, representing 95.3214% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

846,351 Shares in objection, representing 4.6786% 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.

1.6 Use of proceeds

17,266,856 Shares in favour, representing 95.4513% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

822,851 Shares in objection, representing 4.5487% 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.

1.7 Lock-up arrangement

17,243,356 Shares in favour, representing 95.3214% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

846,351 Shares in objection, representing 4.6786% 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.

1.8 Place of listing

17,266,856 Shares in favour, representing 95.4513% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

822,851 Shares in objection, representing 4.5487% 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.

1.9 Arrangement relating to the accumulated undistributed profits

17,243,356 Shares in favour, representing 95.3214% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

846,351 Shares in objection, representing 4.6786% 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.

1.10 Validity period of the resolution

17,243,356 Shares in favour, representing 95.3214% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

846,351 Shares in objection, representing 4.6786% 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 proposal in relation to the proposed Non-public Issuance of A Shares (2020).

   17,243,356 Shares in favour, representing 95.3214% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

   846,351 Shares in objection, representing 4.6786% 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 proposal in relation to feasibility report on the use of proceeds from the Non-public Issuance of A Shares.

   732,808,542 Shares in favour, representing 99.8846% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

   846,351 Shares in objection, representing 0.1154% 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 proposal in relation to the Shareholders' Return Plan for the coming three years (2020-2022) of the Company.

   733,276,493 Shares in favour, representing 99.9484% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

   378,400 Shares in objection, representing 0.0516% 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.

5. To consider and approve the proposal in relation to the introduction of Yangtze Ecology and Three Gorges Capital as the Strategic Investors of the Company by the Company.

5.1 The proposal in relation to the introduction of Yangtze Ecology as the Strategic Investor of the Company

732,808,542 Shares in favour, representing 99.8846% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

846,531 Shares in objection, representing 0.1154% 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.

5.2 The proposal in relation to the introduction of Three Gorges Capital as the Strategic Investor of the Company

732,808,542 Shares in favour, representing 99.8846% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

846,351 Shares in objection, representing 0.1154% 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.

6. To consider and approve the proposal in relation to the conditional agreement on introduction of Strategic Investors and subscription of Non-public Issuance of Shares entered into between the Company, Yangtze Ecology and Three Gorges Capital.

732,719,542 Shares in favour, representing 99.8725% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

846,351 Shares in objection, representing 0.1154% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

89,000 Shares in abstention, representing 0.0121% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting.

7. To consider and approve the proposal in relation to the conditional agreement for subscription of Non-public Issuance of Shares entered into between the Company and TMICL.

17,154,356 Shares in favour, representing 94.8294% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

846,351 Shares in objection, representing 4.6786% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

89,000 Shares in abstention, representing 0.4920% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting.

8. To consider and approve the proposal in relation to the risk alert on the dilution of the current returns due to the Non-public Issuance of Shares and the relevant remedial measures.

   732,719,542 Shares in favour, representing 99.8725% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

   846,351 Shares in objection, representing 0.1154% of the total number of A Shares with voting rights held by A Shareholders who attended this meeting;

   89,000 Shares in abstention, representing 0.0121% 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: Zhu Min and 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
7 September 2020

As at the date of this Announcement, the Board comprises three executive Directors: Mr. Liu Yujun, Ms. Wang Jing and Mr. Niu Bo; two non-executive Directors: Mr. Gu Wenhui and Mr. Si Xiaolong; and three independent non-executive Directors: Mr. Di Xiaofeng, Mr. Guo Yongqing and Mr. Wang Xiangfei.