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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 2020 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 second extraordinary general meeting (the “EGM”) 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 23 December 2020 (Wednesday) 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 dated 27 November 2020 in relation to the proposed adoption of A Share Option Incentive Scheme, the announcement dated 27 November 2020 in relation to the (1) proposed issuance of Green Corporate Bonds; and (2) proposed issuance Of Corporate Bonds, and the announcement dated 27 November 2020 in relation to the (1) proposed change of the Company's address; and (2) proposed amendment of the Articles of Association (the “Announcements”).

As Special Resolutions:

1. To consider and approve the 2020 Share Option Incentive Scheme (draft) of Tianjin Capital Environmental Protection Group Company Limited and its summary.
2. To consider and approve the Evaluation Methods in respect of the Implementation of the 2020 Share Option Incentive Scheme of Tianjin Capital Environmental Protection Group Company Limited.
3. To consider and approve the Administrative Measures in respect of the 2020 Share Option Incentive Scheme of Tianjin Capital Environmental Protection Group Company Limited.
4. To consider and approve the authorization to the Board for handling the matters related to the 2020 Share Option Incentive Scheme of Tianjin Capital Environmental Protection Group Company Limited.
5. To consider and approve the application by the Company for the registration in respect of the issuance of Green Corporate Bonds with the CSRC and the SSE.

6. To consider and approve the proposal of issuance of Green Corporate Bonds:
 - 6.1 Issue size of the Green Corporate Bonds: Principal amount of not more than RMB2,000,000,000.
 - 6.2 Term of the Green Corporate Bonds: No more than ten years (subject to flexible adjustment according to market and capital requirements).
 - 6.3 Interest rate of the Green Corporate Bonds: Adopt fixed rate, which shall be determined by book building.
 - 6.4 Guarantee for the Green Corporate Bonds: No guarantee.
 - 6.5 Credit rating: The credit rating of Green Corporate Bonds is expected to be AA+, and the credit rating of the issuer is expected to be AA+.
 - 6.6 Use of proceeds: To be used for repaying the Company's interest-bearing liabilities, replenishing working capital, project construction, acquisition capital and for other investable purposes (not less than 70% of the proceeds to be used for the Company's business development in the green industry).
 - 6.7 Source of funds for the repayment of principal and the payment of interests: The Company's stable operating income, future cash flow from operating activities and smooth financing channels.
7. To consider and authorize the general manager office of the Company to be fully responsible for the matters relating to the issuance of the Green Corporate 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 Corporate Bonds and amendments thereto, and to adjust the terms for issuance of the Green Corporate Bonds, including but not limited to the 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 all other relevant matters;
 - (ii) to engage underwriting agencies and other intermediary agencies in respect of the application for the issuance of the Green Corporate Bonds;
 - (iii) to be responsible for the revision, signing and reporting of contracts, agreements and related legal documents in connection with the application for the issuance of the Green Corporate Bonds, and the handling of 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 the issuance of the Green Corporate 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 Corporate Bonds;
 - (vii) to specifically handle matters relating to the issuance of the Green Corporate Bonds and execution of relevant documents; and
 - (viii) the above authorization remains valid during the effective period of the registration notice of the Green Corporate Bonds.
8. To consider and approve the application by the Company for the registration in respect of the issuance of Corporate Bonds with the CSRC and the SSE.
9. To consider and approve the proposal of issuance of the Corporate Bonds:
- 9.1 Issue size of the Corporate Bonds: Principal amount of not more than RMB2,000,000,000.
 - 9.2 Term of the Corporate Bonds: No more than ten years (subject to flexible adjustment according to market and capital requirements).
 - 9.3 Interest rate of the Corporate Bonds: Adopt fixed rate, which shall be determined by book building.
 - 9.4 Guarantee for the Corporate Bonds: No guarantee.
 - 9.5 Credit rating: The credit rating of Corporate Bonds is expected to be AA+, and the credit rating of the issuer is expected to be AA+.
 - 9.6 Use of proceeds: To be used for repaying the Company's interest-bearing liabilities, replenishing working capital, project construction, acquisition capital and for other investable purposes.
 - 9.7 Source of funds for the repayment of principal and the payment of interests: The Company's stable operating income, future cash flow from operating activities and smooth financing channels.
10. To consider and authorize the general manager office of the Company to be fully responsible for the matters relating to the issuance of the Corporate 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 Corporate Bonds and amendments thereto, and to adjust the terms for issuance of the Corporate Bonds, including but not limited to the 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 all other relevant matters;
 - (ii) to engage underwriting agencies and other intermediary agencies in respect of the application for the issuance of the Corporate Bonds;

- (iii) to be responsible for the revision, signing and reporting of contracts, agreements and related legal documents in connection with the application for the issuance of the Corporate Bonds, and the handling of 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 the issuance of the Corporate 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 Corporate Bonds;
- (vii) to specifically handle matters relating to the issuance of the Corporate Bonds and signing of relevant documents; and
- (viii) the above authorization remains valid during the effective period of the registration notice of the Corporate Bonds.

11. To consider and amend the Articles of Association of the Company.

As Ordinary Resolutions:

1. To consider the change of the Company's address.

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

By order of the Board
Liu Yujun
Chairman

Tianjin, the PRC
2 December 2020

As at the date of this notice, 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.

Notes:

- (1) The holders of shares (the “**Shareholders**”) whose names appear on the register of members at 4:30 p.m. on 17 December 2020 will be entitled to attend the EGM. 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 18 December 2020 to 23 December 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 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 17 December 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 17 December 2020 or his/her proxy may attend the EGM by bringing his/her own identity card or passport.
- (2) Each Shareholder having the rights to attend and vote at the EGM is entitled to appoint in written form one or more proxies (whether a Shareholder or not) as his proxy to attend and vote on his behalf at the EGM. 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 proxy form) to attend the EGM. The proxy form shall be signed by the principal or his/her authorized person. In the event that the proxy form is signed by the attorney of the principal, the power of attorney or other authorization documents must be notarised by notary public.

Mr. Di Xiaofeng, an independent non-executive Director of the Company, has issued a proxy form for the Independent Director to solicit votes from Shareholders on the special resolutions in respect of the A Share Option Incentive Scheme and related matters at the EGM, the 2020 Second A Shareholders’ Class Meeting and the 2020 Second H Shareholders’ Class Meeting in accordance with the relevant PRC laws and regulations. If you would like to appoint Mr. Di Xiaofeng as your proxy to vote on your behalf at the EGM on the special resolutions in respect of the 2020 Share Option Incentive Scheme and related matters, please complete the proxy form of the independent non-executive Director (the “**Proxy Form of the Independent Director**”). On the contrary, if you would like to appoint any person other than Mr. Di Xiaofeng as your proxy to vote on your behalf at the EGM on the special resolutions in respect of the 2020 Share Option Incentive Scheme and related matters, you should duly fill in and return the proxy form and ignore the Proxy Form of the Independent Director. The report for seeking votes by Independent Directors prepared by Mr. Di Xiaofeng has also been published in the announcement of the Company dated 2 December 2020.

Please note that if you fill in and return the proxy form and the Proxy Form of the Independent Director at the same time, but give different voting instructions on the relevant resolutions on the proxy form and the Proxy Form of the Independent Director, the voting instructions you give on the Proxy Form of the Independent Director will be counted as your vote for or against the resolutions.

To be valid, the proxy form, Proxy Form of the Independent Director (if any) and notarised power of attorney or other authority 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 EGM.

- (4) Shareholders or their proxies shall present proofs of their identities upon attending the EGM. Should a proxy be appointed, the proxy shall also present the form of proxy signed by the principal or his attorney.
- (5) The EGM is expected to last for about half a day. The Shareholders and their proxies attending the EGM 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

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