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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 company incorporated in the People's Republic of China with limited liability)

(Stock code: 1065)

**(1) PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR;
AND
(2) PROPOSED APPOINTMENTS OF
INDEPENDENT NON-EXECUTIVE DIRECTORS**

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Tianjin Capital Environmental Protection Group Company Limited (the “**Company**”) and all directors (the “**Directors**”) of the board of directors (the “**Board**”) of the Company warrant that the contents of this announcement are true, accurate and complete, and shall accept joint and several liabilities for any false information, misleading statements or material omissions contained in this announcement.

References are made to the announcement of the Company dated 27 August 2020 in relation to the resignation of Mr. Han Wei as non-executive Director and member of the Strategic Committee of the Company, the announcement dated 31 August 2021 in relation to the resignation of Mr. Di Xiaofeng as independent non-executive Director of the Company, the supplemental announcement dated 9 September 2021 in relation to the resignation of Mr. Di Xiaofeng as independent non-executive Director of the Company and the announcement dated 19 October 2021 in relation to the resignation of Mr. Wang Xiangfei as independent non-executive Director of the Company.

PROPOSED APPOINTMENT OF NON-EXECUTIVE DIRECTOR

For the purpose of filling the vacancy arising from the resignation of Mr. Han Wei as non-executive Director of the Company, and in accordance with the relevant provisions of, among others, the Articles of Association of the Company and the Rules of Procedure for Board Meetings, the Company recently received a nomination in writing from the shareholders (Ningbo Ningdian Investment Development Co., Ltd.* (寧波寧電投資發展有限公司) and its parties acting-in-concert Ningbo BSLS Trade Co., Ltd.* (寧波百思樂斯貿易有限公司) and LVNENG Investment & Development Co., Ltd.* (綠能投資發展有限公司), collectively the “**Nominating Shareholders**”)) who in aggregate held more than 3% of the shares of the Company, which proposed the nomination of Mr. Liu Tao* (劉韜) (“**Mr. Liu**”) as a candidate for appointing as a Director of the eighth session of the Board of the Company, and requested the Board to submit a proposal for consideration and approval at the 2021 third extraordinary general meeting (the “**EGM**”) to be held on 11 November 2021.

On 22 October 2021, the Board considered and passed a resolution to nominate Mr. Liu as a candidate for non-executive Director of the eighth session of the Board of the Company. The term of office of Mr. Liu would commence on the date of approval (i.e. 11 November 2021) by the EGM of the Company and would end on the date of expiration of the term of the eighth session of the Board of the Company (i.e. 17 December 2021).

The appointment of Mr. Liu as non-executive Director of the Company is subject to approval by shareholders of the Company at the EGM.

The biographical details of Mr. Liu are set out below:

Mr. Liu, aged 36, graduated from the University of Hull with a master's degree in financial management. Mr. Liu worked for Blue Source Capital Investment Management Co., Ltd.* (浙江藍源投資管理有限公司) from April 2012 to September 2013 engaging in investment management of government-guided funds. He served in the investment management department of Ningbo Energy Group Co., Ltd.* (寧波能源集團股份有限公司) ("**Ningbo Energy**") (a company listed on the Shanghai Stock Exchange, stock code: 600982) from December 2013 to July 2021, Ningbo Energy is a direct wholly-owned holding company of each of the Nominating Shareholders as at the date of this announcement. He served as deputy manager and manager of the investment department of Ningneng Investment Management Co., Ltd.* (寧能投資管理有限公司) and deputy manager of the investment management department of Ningbo Energy. Since August 2021, he has been working as deputy manager of the investment management department of Ningbo Energy until today. Mr. Liu has been engaging in investment, management and other relevant work for many years with extensive experience in investment and group operational management.

Save as stated above and to the best information of the Directors, Mr. Liu does not have any connection with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Liu did not hold any directorship in other public companies (whose securities were listed on any stock market in Hong Kong or overseas) in the last three years, nor held any other position in the Company or any of its subsidiaries. To the best information of the Directors, as at the date of this announcement, Mr. Liu does not have any interest in the shares of the Company as defined in Part XV of the Securities and Futures Ordinance (the "**SFO**"), Chapter 571 of the Laws of Hong Kong.

Upon approval of Mr. Liu's appointment at the EGM, Mr. Liu will enter into a service contract with the Company, the term of office will commence on the date of approval at the EGM and will end on 17 December 2021. The director's emoluments for Mr. Liu will follow the Company's remuneration standard of directors of the eighth session of the Board approved at the 2018 first extraordinary general meeting. Such emoluments have been determined with reference to the Company's remuneration policy of the directors, the relevant experience, duties and responsibilities, and the prevailing market standard for directors.

Save as stated above, as at the date of this announcement, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Liu as non-executive Director of the Company which are required to inform the shareholders of the Company, nor any information that is required to be disclosed according to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

For the purpose of filling the vacancies arising from the resignations of Mr. Di Xiaofeng and Mr. Wang Xiangfei as independent non-executive Directors of the Company, the Board is pleased to announce that the Company has proposed to appoint Ms. Lu Yingying* (陸穎瑩) (“**Ms. Lu**”) and Mr. Xu Zhiming* (許志明) (“**Mr. Xu**”) as independent non-executive Directors of the Company, with their term of office commencing on the date of approval at the EGM (i.e. 11 November 2021) and ending on the expiration of the eighth session of the Board of the Company (i.e. 17 December 2021).

If the shareholders of the Company approve the appointment of Ms. Lu as an independent non-executive Director of the eighth session of the Board of the Company at the EGM, the Board will appoint Ms. Lu concurrently to act as a member of the Audit Committee, a member of the Remuneration and Assessment Committee and the chairman of the Nomination Committee under the eighth session of the Board of the Company, and her term of office shall be the same as the term of the eighth session of the Board of the Company.

If the shareholders of the Company approve the appointment of Mr. Xu as an independent non-executive Director of the eighth session of the Board of the Company at the EGM, the Board will appoint Mr. Xu concurrently to act as a member of the Audit Committee, a member of the Nomination Committee and the chairman of the Remuneration and Assessment Committee under the eighth session of the Board of the Company, and his term of office shall be the same as the term of the eighth session of the Board of the Company.

The appointments of Ms. Lu and Mr. Xu as independent non-executive Directors of the Company are subject to approval by shareholders of the Company at the EGM.

The biographical details of the aforesaid proposed appointments of independent non-executive Directors are set out below:

Ms. Lu

Ms. Lu, aged 44, holder of master’s degree in Laws from the Faculty of Law of Fudan University, joined the Shanghai branch of Commerce & Finance Law Offices of Beijing in 2004. Ms. Lu was qualified as a lawyer of the People’s Republic of China (“**PRC**”) in 2005, and became a partner of the Commerce & Finance Law Offices since 2010, and she was mainly engaged in the business of legal services in the areas of corporate, securities, merger and acquisition and foreign investment laws. During the 16 years of services provided by Ms. Lu, she had (1) served as lead counsel or team head to participate in the H-share listing of Dongfeng Motor Group Company Limited (listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), stock code: 0489); the projects of H-share listing and A-share listing of Qinghuangdao Port Co., Ltd. (listed on the Main Board of the Stock Exchange, stock code: 3369; listed on the Shanghai Stock Exchange, stock code: 601326); the project of listing red chips of Sinotruk (Hong Kong) Limited in Hong Kong (listed on the Main Board of the Stock Exchange, stock code: 3808); the project of listing The United Laboratories International Holdings Limited in Hong Kong (listed on the Main Board of the Stock Exchange, stock code: 3933); the project of listing China First Chemical Holdings Limited in Hong Kong; and a number of listing projects such as the project of listing A shares of Jiangsu Phoenix Publishing & Media Corporation Limited* (江蘇鳳凰出版傳媒股份有限公司) (listed on the Shanghai Stock Exchange, stock code: 601928); (2) served as a long-term general legal counsel of various companies such as Dongfeng Motor Group Company Limited; (3) served as lead counsel or team leader to participate in the joint venture project

between China National Heavy Duty Truck Group Co., Ltd. and MAN Group of Germany; and the projects between Dongfeng Motor Group Company Limited and certain foreign companies in the establishment of joint ventures in China for the sales of whole vehicles, component parts, automobiles and financial leasing companies.

Save as stated above and to the best information of the Directors, Ms. Lu does not have any connection with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Ms. Lu did not hold any directorship in other public companies (whose securities were listed on any stock market in Hong Kong or overseas) in the past three years, nor held any other position in the Company or any of its subsidiaries. To the best information of the Directors, as at the date of this announcement, Ms. Lu does not have any interest in the shares of the Company as defined in Part XV of the SFO, Chapter 571 of the Laws of Hong Kong.

Upon approval of Ms. Lu's appointment at the EGM, Ms. Lu will enter into a service contract with the Company, the term of office will commence on the date of approval at the EGM and will end on 17 December 2021. The director's emoluments for Ms. Lu will follow the Company's remuneration standard of independent Directors of the eighth session of the Board approved at the 2018 first extraordinary general meeting. Such emoluments have been determined with reference to the Company's remuneration policy of the directors, the relevant experience, duties and responsibilities, and the prevailing market standard for directors.

Mr. Xu

Mr. Xu, aged 59, doctor of philosophy in economics. He is currently an independent non-executive director of Orient Securities Company Limited (東方證券股份有限公司) (listed on the Main Board of the Stock Exchange, stock code: 3958) and the founding partner of China Broadband Capital. He served as a research analyst of Institute for International Studies in China International Trust and Investment Corporation, the co-director of corporate finance department and co-director of capital market department of Nomura International (Hong Kong) Limited, a director and the director of investment banking division in the Great China Region of National Westminster Bank of Britain, a director and the director of corporate financing division in the Great China Region of Bank of Boston of the US from December 1986 to August 1999, an executive director of China Resources Enterprise, Limited, an executive director of China Resources (Beijing) Land Limited, the managing director and chief operating officer of China Resources Logic Limited from August 1999 to December 2001, as well as a senior consultant of TOM Group Limited, and an executive director and chief operating officer of TOM Online Inc from January 2002 to May 2005, and has been a founding partner of China Broadband Capital since March 2006. Mr. Xu has been an independent non-executive Director of Orient Securities Company Limited since July 2016.

Save as stated above and to the best information of the Directors, Mr. Xu does not have any connection with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Xu did not hold any directorship in other public companies (whose securities were listed on any stock market in Hong Kong or overseas) in the last three years, nor held any other position in the Company or any of its subsidiaries. To the best information of the Directors, as at the date of this announcement, Mr. Xu does not have any interest in the shares of the Company as defined in Part XV of the SFO, Chapter 571 of the Laws of Hong Kong.

Upon approval of Mr. Xu's appointment at the EGM, Mr. Xu will enter into a service contract with the Company, the term of office will commence on the date of approval at the EGM and will end on 17 December 2021. The director's emoluments for Mr. Xu will follow the Company's remuneration standard of independent Directors of the eighth session of the Board approved at the 2018 first extraordinary general meeting. Such emoluments have been determined with reference to the Company's remuneration policy of the directors, the relevant experience, duties and responsibilities, and the prevailing market standard for directors.

Ms. Lu and Mr. Xu have confirmed with the Company on their independence pursuant to the requirement of Rule 3.13 of the Listing Rules. The Board is also of the view that Ms. Lu and Mr. Xu have complied with the guidelines of independence of Rule 3.13 of the Listing Rules and are independent in accordance with the guidelines.

Save as stated above, as at the date of this announcement, the Board is not aware of any other matters in relation to the proposed appointments of Ms. Lu and Mr. Xu as independent non-executive Directors of the Company which are required to inform the shareholders of the Company, nor any information that is required to be disclosed according to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

EGM

Matters relating to the appointment of Mr. Liu as non-executive Director and the appointments of Ms. Lu and Mr. Xu as independent non-executive Directors are subject to approval at the EGM. The Company will convene an EGM to seek, among others, approval from shareholders of the Company for the appointment of Mr. Liu as non-executive Director and the appointments of Ms. Lu and Mr. Xu as independent non-executive Directors. At the EGM, the ordinary resolutions proposed shall be voted by poll. The notice of EGM shall be dispatched to shareholders as soon as practicable.

Opinions of the Board

Since the Board is of the view that Mr. Liu meets the appointment requirements of the Director of the Company, that Ms. Lu and Mr. Xu meet the appointment requirements of the independent Directors of the Company, and that the aforesaid proposals on the appointment of non-executive Director and the appointments of independent non-executive Directors are fair and reasonable and in the interest of the Company and its shareholders as a whole, the Board will recommend the shareholders of the Company to vote in favour of the relevant ordinary resolutions to be proposed at the EGM.

By Order of the Board
Liu Yujun
Chairman

Tianjin, the PRC
22 October 2021

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.

* For identification purposes only