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)

PROPOSED AMENDMENTS TO THE BOARD MEETING RULES

The board of directors (the "**Board**") of Tianjin Capital Environmental Protection Group Company Limited (the "**Company**") hereby announces that, in accordance with relevant requirements and based on the actual situations of the Company, a resolution in relation to proposed amendments to certain articles of the board meeting rules of the Company (the "**Board Meeting Rules**") was considered and passed at the 75th meeting of the eighth session of the Board of the Company held on 8 July 2022.

The proposed amendments to the Board Meeting Rules are set out in the appendix to this announcement. The English version of the proposed amendments to the Board Meeting Rules is an unofficial translation of its Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

The proposed amendments to the Board Meeting Rules shall be effective upon the approval by the shareholders of the Company (the "**Shareholders**") at a general meeting by way of an ordinary resolution. A general meeting will be convened for the purpose of, among other things, seeking for the Shareholders' approval for the proposed amendments to the Board Meeting Rules. Votes at the general meeting will be taken by poll.

A notice of the general meeting and a circular containing, among other things, details of the proposed amendments to the Board Meeting Rules, will be despatched to the Shareholders as soon as practicable.

By order of the Board
Liu Yujun
Chairman

Tianjin, the PRC
8 July 2022

As at the date of this announcement, the Board comprises three executive Directors: Mr. Liu Yujun, Ms. Wang Jing and Mr. Niu Bo; three non-executive Directors: Mr. Gu Wenhui, Mr. Si Xiaolong and Mr. Liu Tao; and three independent non-executive Directors: Mr. Xu Zhiming, Mr. Guo Yongqing and Ms. Lu Yingying.

Appendix

Comparison of the Amendments to the Board Meeting Rules

Original articles of the Board Meeting Rules	Revised articles of the Board Meeting Rules
Article 2 A Board Office has been established under the Board to deal with daily affairs of the Board. The Secretary of the Board or securities affair representative shall serve concurrently as the officer in charge of the Board Office and keep the seals of the Board and the Board Office.	Article 2 A **Corporate Governance Centre** has been established under the Board to deal with daily affairs of the Board. The Secretary of the Board or securities affair representative shall serve concurrently as the officer in charge of the **Corporate Governance Centre** and keep the seals of the Board and the **Corporate Governance Centre**.
Article 4 The Board shall be responsible for the general meeting and shall exercise the following powers: (I) to be responsible for convening general meetings and report on its work to the general meetings; (II) to implement the resolutions passed at the general meetings; (III) to determine the Company's business plans and investment plans; (IV) to formulate the Company's annual budgets and final accounts; (V) to formulate the Company's profit distribution proposals and loss recovery proposals;	Article 4 **The Board is the decision-making body of the Company, which formulates strategies, makes decisions and prevents risks, and shall be responsible for the general meeting and exercise the following powers:** (I) to be responsible for convening general meetings and report on its work to the general meetings; (II) to implement the resolutions passed at the general meetings; (III) to **formulate medium-and long-term development plans for the Company, and** determine the Company's business plans and investment plans; (IV) to formulate the Company's annual budgets and final accounts; (V) to formulate the Company's profit distribution proposals and loss recovery proposals;

Original articles of the Board Meeting Rules	Revised articles of the Board Meeting Rules
(VI) to formulate the proposals for increase or reduction of the Company's registered capital, and proposals for issue of bonds, other securities and listing; (VII) to formulate proposals for material acquisitions, purchase of shares of the Company, merger, division, dissolution or transformation of the Company; (VIII) to decide on the establishment of the Company's internal management bodies; (IX) to appoint or remove the Company's general manager, secretary of the Board; to appoint or remove the Company's senior executives such as deputy general manager and chief financial officer (chief accountant) as nominated by the general manager, and determine their remunerations, rewards and punishment; (X) to formulate the Company's fundamental management system; (XI) to formulate the proposals for any amendment to the Articles of Association; (XII) to manage matters relating to information disclosure of the Company; (XIII) to propose to the general meeting to appoint or replace the accounting firm which audits the Company's accounts; (XIV) to listen to the work report of the general manager of the Company and examine the work of the general manager and the team thereof; and	(VI) to formulate the proposals for increase or reduction of the Company's registered capital, and proposals for issue of bonds, other securities and listing; (VII) to formulate proposals for material acquisitions, purchase of shares of the Company, merger, division, dissolution or transformation of the Company; (VIII) to decide on the establishment of the Company's internal management bodies, **as well as the establishment and dissolution of subsidiaries and other branches;** (IX) to appoint or remove the Company's general manager, secretary of the Board; to appoint or remove the Company's senior executives such as deputy general manager, chief accountant, chief legal advisor as nominated by the general manager; and to decide the Company's remuneration management policy and performance appraisal policy; (X) **to formulate major income distribution plans of the Company;** (XI) to formulate the proposals for any amendment to the Articles of Association;

Original articles of the Board Meeting Rules	Revised articles of the Board Meeting Rules
(XV) within the scope authorized by the general meeting, to decide on the Company's external investment, acquisition and disposal of assets, charge of assets, external guarantee, entrusted financial management and connected transactions; (XVI) to make resolutions on matters which are beyond the scope of general meeting pursuant to relevant laws and regulations and the Articles of Associations; (XVII) to exercise other functions and powers as granted by laws, regulations, the Articles of Association, these Rules, and general meetings.	(XII) **to determine the risk management system, the internal control system, the system for accountability for non-compliant operation and investment, and legal compliance management system of the Company, and to monitor and assess operation thereof; to direct, inspect and assess the Company's internal audit work, determine the person in charge of the Company's internal audit department, establish a mechanism under which the audit department is accountable to the Board of Directors, and approve the annual audit plan and important audit reports in accordance with the law; to determine the upper limit of the Company's gearing ratio;** (XIII) to formulate the Company's fundamental management system; (XIV) to manage matters relating to information disclosure of the Company; (XV) to propose to the general meeting to appoint or replace the accounting firm which audits the Company's accounts; (XVI) **to establish a management system for the authorization to the senior management, to receive reports of the general manager of the Company on his/her work, to inspect the implementation of the resolutions and authorizations of the Board by the general manager and other senior management members, and to establish and perfect the accountability mechanism for the general manager and other senior management members;**

Original articles of the Board Meeting Rules	Revised articles of the Board Meeting Rules
	(XVII) within the scope authorized by the general meeting, to decide on the Company's external investment, acquisition and disposal of assets, charge of assets, external guarantee, entrusted financial management, connected transactions, **external donations**, etc.; (XVIII) **to decide on the matters related to the exercise of the Company's rights as a shareholder of its invested enterprises;** (XIX) to make resolutions on matters which are beyond the scope of general meeting pursuant to relevant laws and regulations and the Articles of Associations; (XX) to exercise other functions and powers as granted by laws, regulations, the Articles of Association, these Rules, and general meetings.
Article 5 Other rights and authorization of the Board include: (I) Consideration and approval of transaction activities with standards above those of disclosable transactions according to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Rules of Shanghai Stock Exchange for the Listing of Stocks (including their revised versions from time to time) (determined on the principles of strictly complying with both of the above-mentioned listing rules); consideration and approval of external guarantees other than those requiring the approval of Shareholders' General Meeting according to Article 64 of the Company's Articles of Association shall be subject to approval by resolutions of more than a half of all the directors and two third of the directors attending the meeting, while those of other matters shall be subject to approval by resolutions of half of the attending directors.	Article 5 Other rights and authorization of the Board include: (I) Consideration and approval of transaction activities with standards above those of disclosable transactions according to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and the Rules of Shanghai Stock Exchange for the Listing of Stocks (including their revised versions from time to time) (determined on the principles of strictly complying with both of the above-mentioned listing rules); consideration and approval of external guarantees other than those requiring the approval of Shareholders' General Meeting according to Article **65** of the Company's Articles of Association shall be subject to approval by resolutions of more than a half of all the directors and two third of the directors attending the meeting, while those of other matters shall be subject to approval by resolutions of half of the attending directors.

Original articles of the Board Meeting Rules	Revised articles of the Board Meeting Rules
Article 12 When the Company intends to convene regular board meeting or special board meeting, the secretary to the Board of Directors shall send notice of Board meeting to all the directors, supervisors and the general manager by hand, fax, telegram, email or other means 14 days and 10 days respectively before the proposed date of a regular board meeting and a special board meeting.	Article 12 When the Company intends to convene regular board meeting or special board meeting, the secretary to the Board of Directors shall send notice of Board meeting to all the directors, supervisors and the general manager by hand, fax, telegram, email or other means 14 days and **5** days respectively before the proposed date of a regular board meeting and a special board meeting.
All the words "**Board Office**" in the original Article 9, Article 10, Article 26, Article 32, Article 37, Article 38 and Article 44 of the Board Meeting Rules shall be changed to "**Corporate Governance Centre**".	