THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Tianjin Capital Environmental Protection Group Company Limited**, you should at once hand this circular to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).

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)

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; (2) PROPOSED AMENDMENTS TO THE BOARD MEETING RULES; (3) PROPOSED AMENDMENTS TO THE INTERNAL ACCOUNTABILITY SYSTEM; (4) PROPOSED FORMULATION OF THE "14TH FIVE-YEAR" DEVELOPMENT STRATEGIC PLAN OF THE COMPANY; AND (5) PROPOSED CHANGE IN THE USE OF PART OF THE PROCEEDS

The EGM of the Company will be convened and held at 2:00 p.m. on 21 September 2023 at the conference room of the Company on 5/F, TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC. A notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon to the Company's H share registrar and transfer office, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or the Company's principal office at TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC, as soon as possible and in any event not less than 24 hours before the time for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

4 September 2023

CONTENTS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

"Articles of Association"	the articles of association of the Company, as amended from time to time
"Board Meeting Rules"	the Board Meeting Rules of the Company, as amended from time to time
"Internal Accountability System"	the Internal Accountability System for Violation of Laws and Regulations on Securities of the Company, as amended from time to time
"Board"	the board of Directors of the Company
"Company"	Tianjin Capital Environmental Protection Group Company Limited, a joint stock limited company established in the PRC, whose A shares and H shares are listed on the Shanghai Stock Exchange and the Stock Exchange, respectively
"Director(s)"	the director(s) of the Company (including independent non-executive Directors)
"EGM"	the 2023 second extraordinary general meeting of the Company to be convened and held at 2:00 p.m. on 21 September 2023 for the Shareholders to consider and approve, among other things, the amendments to the Articles of Association, the amendments to the Board Meeting Rules, the amendments to the Internal Accountability System, the formulation of the "14th Five-Year" development strategic plan of the Company, and the change in the use of part of the proceeds
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Latest Practicable Date"	29 August 2023, that is the latest practicable date to confirm certain information contained in this circular before printing
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

"RMB"	Renminbi, the lawful currency of the PRC
"Shareholder(s)"	the shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent

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)

Executive Directors:
Mr. Ji Guanglin *(Chairman)*
Mr. Li Yang
Ms. Jing Wanying

Non-executive Directors:
Ms. Peng Yilin
Mr. An Pindong
Mr. Liu Tao

Independent Non-executive Directors:
Mr. Xue Tao
Mr. Wang Shanggan
Ms. Liu Fei

Registered Address:
12/F, TCEP Building,
76 Weijin South Road,
Nankai District,
Tianjin, the PRC
Postal code: 300381

4 September 2023

To the Shareholders

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; (2) PROPOSED AMENDMENTS TO THE BOARD MEETING RULES; (3) PROPOSED AMENDMENTS TO THE INTERNAL ACCOUNTABILITY SYSTEM; (4) PROPOSED FORMULATION OF THE "14TH FIVE-YEAR" DEVELOPMENT STRATEGIC PLAN OF THE COMPANY; AND (5) PROPOSED CHANGE IN THE USE OF PART OF THE PROCEEDS

I. INTRODUCTION

References are made to the Company's announcement dated 14 June 2023 in relation to (1) the proposed amendments to the Board Meeting Rules; and (2) the proposed amendments to the Internal Accountability System, the overseas regulatory announcement dated 14 June 2023, the announcement dated 7 August 2023 in relation to the proposed change in the use of part of the proceeds, and the announcement dated 25 August 2023 in relation to the proposed amendments to the Articles of Association.

The purpose of this circular is to provide you with further information relating to (1) the proposed amendments to the Articles of Association; (2) the proposed amendments to the Board Meeting Rules; (3) the proposed amendments to the Internal Accountability System; (4) the proposed formulation of the "14th Five-Year" development strategic plan of the Company; and (5) the proposed change in the use of part of the proceeds; and to give you a notice of the EGM to be convened to consider and if thought fit, approve, among other things, the resolutions in relation to the above matters.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In accordance with the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) amended by the China Securities Regulatory Commission in 2022 and the relevant requirements of the higher Party organizations to standardise the expression of the leading role played by the Company Party Committee, and taking into account the actual situation such as changes in the responsibilities and names of departments after the adjustment of the organizational structure of the Company's headquarters, it is proposed to amend the Articles of Association, and the Board has proposed to amend the relevant chapters and articles of the existing Articles of Association.

In addition, the proposed amendments will address certain textual editing errors and omissions in the Articles of Association.

The details of the proposed amendments to the Articles of Association are set out in Appendix I to this circular.

The English versions of the proposed amendments to the Articles of Association are unofficial translation of their respective Chinese versions. In the event of any inconsistency, the Chinese versions shall prevail.

The proposed amendments to the Articles of Association are subject to the approval of the Shareholders at the EGM by way of a special resolution.

III. PROPOSED AMENDMENTS TO THE BOARD MEETING RULES

In accordance with relevant requirements and based on the actual situation of the Company, the Board has proposed to amend the existing Board Meeting Rules. The proposed amendments to the Board Meeting Rules shall be subject to the approval of the Shareholders at the EGM by way of an ordinary resolution.

As the Company completed the organisational structure adjustments to the central departments of its head office in early 2023, there have been changes to the names and duties of certain central departments, and therefore the relevant internal control management systems are required to be revised accordingly as follows:

The term "Corporate Governance Centre" in the original Article 2, Article 9, Article 10, Article 26, Article 32, Article 37, Article 38 and Article 44 of the Board Meeting Rules shall be revised to "Board Office".

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.

IV. PROPOSED AMENDMENTS TO THE INTERNAL ACCOUNTABILITY SYSTEM

In accordance with relevant requirements and based on the actual situation of the Company, the Board has proposed to amend the existing Internal Accountability System. The proposed amendments to the Internal Accountability System shall be subject to the approval of the Shareholders at the EGM by way of an ordinary resolution.

As the Company completed the organisational structure adjustments to the central departments of its head office in early 2023, there have been changes to the names and duties of certain central departments, and therefore the relevant internal control management systems are required to be revised accordingly as follows:

The term "Corporate Management Centre" in the original Article 6 and Article 10 of the Internal Accountability System shall be revised to "Legal Affairs Management Department".

The English version of the proposed amendments to the Internal Accountability System is an unofficial translation of its Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

V. PROPOSED FORMULATION OF THE "14TH FIVE-YEAR" DEVELOPMENT STRATEGIC PLAN OF THE COMPANY

By combining the analysis of the external environment of the environmental protection industry and the industry landscape, the analysis of the Company's own strengths and weaknesses and the analysis of its own benchmarks and financial statements, drawing upon the experience of its development over the past five years, and taking into account the internal and external factors, the Company has formulated the "14th Five-Year" development strategic plan in concerted efforts of all levels of the Company and after multi-level discussion and argumentation, aiming to guide the Company's future development.

Details of the "14th Five-Year"development strategic plan are set out in Appendix II to this circular.

The English version of the details of the "14th Five-Year" development strategic plan is an unofficial translation of its Chinese version. In the event of any inconsistency, the Chinese version shall prevail.

The proposed formulation of the "14th Five-Year" development strategic plan shall be subject to the approval of the Shareholders at the EGM by way of an ordinary resolution.

VI. PROPOSED CHANGE IN THE USE OF PART OF THE PROCEEDS

I. Summary on the change in the use of part of the proceeds

(I) Background of the Proceeds

According to the Approval on the Non-Public Issuance of Shares of Tianjin Capital Environmental Protection Group Company Limited (Zheng Jian Xu Ke [2022] No. 1122) (《關於核准天津創業環保集團股份有限公司非公開發行股票的批覆》(證監許可[2022]1122號), the Company non-publicly issued 143,189,655 RMB-denominated ordinary shares at an issue price of RMB5.80 per Share to certain investors in September 2022, and the gross proceeds raised was RMB830,499,999.00. According to the Verification Report (PricewaterhouseCoopers Zhong Tian Yan Zi (2022) No. 0816) (普華永道中天驗字(2022)第0816號驗資報告》) issued by PricewaterhouseCoopers Zhong Tian LLP, as of 20 September 2022, the total amount of proceeds from the issuance was RMB830,499,999.00, deducting the expenses relating to the issuance of RMB19,743,434.08 (tax exclusive), the amount of net proceeds was RMB810,756,564.92.

(II) Utilization of the Proceeds

As of 31 July 2023, utilization of the proceeds from the issuance by the Company was as follows:

Unit: RMB0'000

Investment project related to the proceeds	Total amount of investment	Proposed amount of proceeds to be utilized	Actual amount of proceeds utilized	Balance of proceeds
The construction project of the sewage processing plant at the Tianying Science and Technology Park in the Jieshou Hi-Tech District of Fuyang in Anhui	18,963.75	14,800.00	11,526.70	3,273.30
The newly-built and upgrade and supporting pipeline network (phase II) PPP project of Honghu township sewage processing plant	28,465.12	21,450.00	3,310.69	18,139.31
The first batch of projects of the recycled water pipe network connection project in the main districts of Tianjin City	29,917.95	21,900.00	5,873.66	16,026.34
The repayment of interest-bearing liabilities and supplement the working capital	–	22,925.66	22,925.66	0.00
Total		**81,075.66**	**43,636.71**	**37,438.95**

As of 31 July 2023, the Company has utilized a total of RMB436,367,100 in the proceeds, the balance of which was RMB374,389,500.

(III) The Change in the Use of Part of the Proceeds

In order to enhance the efficiency of the use of proceeds, accelerate the implementation of investment projects, safeguard the long-term interests of the Company and the arrangement for the use of proceeds, the Company intends to make certain changes to the use of the proceeds abovementioned.

The Company intends to apply RMB103,000,000 out of the amount originally committed to "The newly-built and upgrade and supporting pipeline network (phase II) PPP project of Honghu township sewage processing plant" (the "**Honghu Project**") to the Karamay Nanjiao Sewage Treatment Plant Franchise Project (the "**Karamay Nanjiao Project**") instead. The project company shall be Karamay Capital Water Co., Ltd., a wholly-owned subsidiary of the Company.

The proceeds involved in such change in the amount of RMB103,000,000 represent 12.70% of the original net proceeds.

The investment project related to the change in the use of proceeds has completed its registration and filing at the local government in accordance with relevant regulations, and the Company will carry out other relevant procedures strictly in compliance with national laws and regulations.

Details of the changes in the use of proceeds are as follows:

Unit: RMB0'000

Investment project proposed to be changed		Investment project after the proposed change	
Name of Project	**Balance of proceeds raised**	**Name of Project**	**Proposed change to the amount of proceeds**
The newly-built and upgrade and supporting pipeline network (phase II) PPP project of Honghu township sewage processing plant	18,139.31	Karamay Nanjiao Sewage Treatment Plant Franchise Project	10,300.00

Subsequent to such changes, the intended amount applicable to the Honghu Project has been adjusted from RMB214,500,000 to RMB111,500,000.

(IV) Deliberations of the Board of Directors

The Company held a Board meeting on 7 August 2023, at which the "Proposal on Changing the Use of Part of the Proceeds" was considered and approved. The Board of Directors agreed that the Company should change the use of RMB103,000,000 of the proceeds of the Honghu Project for the investment and construction expenditure of the Karamay Nanjiao Project.

In accordance with relevant regulations such as "Guidelines for the Supervision of Listed Companies No. 2 – Regulatory Requirements for the Management and Use of Proceeds of Listed Companies", "Stock Listing Rules of Shanghai Stock Exchange" and the Company's "Management System of Raised Proceeds", the current change in the use of part of the proceeds does not constitute a related party transaction, and the matter needs to be submitted to the Shareholders' general meeting of the Company for consideration.

II. Specific reasons for change in the use of part of the proceeds

(I) The Planned Investment and Actual Investment of the Original Project

Unit: RMB0'000

Name of the project	**The newly-built and upgrade and supporting pipeline network (phase II) PPP project of Honghu township sewage processing plant**
Project company	**Honghu Tianchuang Environmental Protection Co., Ltd.**
Total original planned investment amount	28,465.12
Amount originally proposed to be invested with proceeds	21,450.00
Cumulative amount invested as at 31 July 2023	3,310.69

As at 31 July 2023, the unused balance of the proceeds from the Honghu Project was RMB181,393,100.

(II) Specific Reasons for the Change

The project is a PPP project of (phase II) Honghu township sewage processing plant operated by Honghu People's Government in PPP mode. The Company (the initiator) and CCCC Tianjin Dredging Co., Ltd. have become the social capital party of the project through winning the public bidding and the parties established a project company, Honghu Tianchuang Environmental Protection Co., Ltd. ("**Honghu Project Company**"), in Honghu City as the implementation entity for the investment and financing, construction, operation and maintenance and transfer of the project. The project consists of three sub-projects: the Honghu Laoji Town Domestic Sewage Treatment Project, the Honghu City Township and Suburban Village Group Pipeline Network Construction Project, and the Honghu City Fengkou East Domestic Sewage Treatment Plant and Supporting Pipeline Network Project, with a total scale of 4,500 m^3/day of sewage treatment in the near future.

The Company held the 14th meeting of the ninth session of the Board of Directors on 23 May 2023 to consider and approve the proposal to change and adjust the investment plan of the Honghu Project, and a supplementary project agreement was entered into between the Honghu Project Company and Honghu Municipal Housing and Construction Bureau recently, agreeing to adjust the construction content of the Honghu Project to the Honghu City Fengkou East Domestic Sewage Treatment Plant and Supporting Pipeline Network and the Honghu City Township and Suburban Village Group Pipeline Network Construction Project, with a total scale of sewage treatment in the near future of 3,000 m^3/day, and the total investment amount of the Honghu Project is adjusted to RMB148,319,900, of which the capital expenditure is approximately RMB118,253,800. After deducting the investment amount invested by the previous proceeds raising and the investment advanced by the Honghu Project Company's own funds totaling approximately RMB39,564,300, the capital expenditure to be continued to be invested subsequently was approximately RMB78,689,500.

To improve the efficiency of the use of the proceeds and to safeguard the long-term interests of the Company and the arrangement for the use of the proceeds, the Company intends to use RMB103,000,000 of the remaining proceeds of RMB181,393,100 for the construction of Karamay Nanjiao Project and the remaining funds of RMB78,393,100 will continue to be applied to the construction of Honghu Project, thereby promoting the long-term and sound development of the Company's business and protect the interests of the Company and that of its Shareholders.

III. Description of new proceeds-raising and investment project

The Company won the bidding for the Karamay Nanjiao Project in March 2023. On 25 March 2023, the Company's "Announcement in relation to Success in the Bid for Karamay Nanjiao Sewage Treatment Plant Franchising Project and Establishment of the Project Company" was published on the website of SSE and the relevant regulatory announcement was published on the Stock Exchange.

(I) Basic Information and Investment Plan of the Project

1. Name of the project: Karamay Nanjiao Sewage Treatment Plant Franchising Project

2. Project company: Karamay Capital Water Co., Ltd.

3. Place of implementation: Karamay District, Karamay City

4. Cycle of construction: August 2023 to August 2025

5. Project construction content: Nanjiao Sewage Treatment Plant and outlying facilities, technical renovation project of sludge treatment and expansion construction of Nanjiao Sewage Treatment Plant of Karamay City

6. Project sewage treatment scale: 100,000m^3/day

7. Cooperation period of the project: 30 years

8. Investment plan of the project: The total investment of the project is RMB569,366,200, currently, the proceeds of RMB103,000,000 is intended to be used and the rest is to be financed by the Company's own funds and bank loans.

(II) Project Feasibility Analysis

The Company established Karamay Capital Water Co., Ltd. (the "**Karamay Project Company**") as the project company with a capital contribution of RMB113,873,200 of its own funds to invest, finance, operate and maintain the Karamay Nanjiao Project.

According to the franchising project agreement signed between the Company and Karamay Municipal Housing and Construction Bureau and the subsequent succession agreement of the franchising project agreement signed jointly with the Karamay Project Company, the Karamay Project Company is responsible for the investment and financing, operation and maintenance and transfer of the project, and enjoys the right to obtain the sewage treatment service fee and pipeline network operation and maintenance service fee. The project's cooperation period is 30 years, the scale of sewage treatment is 100,000m^3/day, the starting guaranteed water volume is 60,000m^3/day, and the guaranteed water volume of sewage treatment in Karamay Nanjiao Sewage Treatment Plant shall increase by 5,000m^3/day every five years within the cooperation period.

The project adopts a government-paid return mechanism. The unit price of sewage treatment services and the unit price of pipe network operation and maintenance services shall subject to a window for price adjustment every five years within the operation period, and the unit price of sewage treatment services and the unit price of pipeline network operation and maintenance services will be adjusted by Karamay Municipal Housing and Construction Bureau according to the Karamay Project Company's application, taking into account the changes in the prices of labour, chemicals, electricity, water and costs of sludge treatment at that time according to the price adjustment formula.

The Karamay Nanjiao Project is well in line with the main business of the Company's "14th Five-Year Plan" strategic planning and development goals. Its implementation will be of great significance to the Company in expanding the environmental protection business market in Xinjiang, increasing its regional influence and enhancing the scale of its main business. It is also conducive to increasing the Company's main business income and improving the level of revenue, which will further increase Shareholders'gains.

The Karamay Nanjiao Project belongs to a normal concession water project model, with the main risks being those of the government's ability to pay, technical operation and policy changes. In view of the Company's leading technical operational capability in China and good local financial position, the Karamay Project Company will maintain good cooperation with the government side in the future and actively communicate and coordinate to ensure normal revenue and operation of the project.

(III) Project Necessity Analysis

The Karamay Nanjiao Project is a franchising project obtained in the field of the Company's main business of sewage treatment business, which will assist the Company's sewage treatment business to expand its market share and increase the Company's revenue and profit. The implementation of the project will be of great significance to the Company in increasing its regional influence as well as enhancing its overall scale, which is in line with the Company's development strategy. The successful operation of the project will enable the Company to give full play to its own management and technical staff resources, creating convenient conditions for the Company to further explore its project coverage.

IV. Opinions of independent directors, the supervisory committee and the sponsor on change in the use of part of the proceeds

(I) Opinions of Independent Directors

After verification, the independent Directors are of the view that the change in the use of part of the proceeds will help improve the efficiency of the use of the Company's proceeds and at the same time meet the needs of the Company's overall business development layout and other objective circumstances, safeguard the interests of all Shareholders and meet the long-term development needs of the Company. The Board of Directors has considered this matter in a lawful and effective manner, without prejudice to the legitimate interests of the Company and the small and medium-sized Shareholders, and in compliance with the relevant regulations such as the "Guideline for the Supervision of Listed Companies No. 2 – Supervisory Requirements for the Management and Use of Funds Raised by Listed Companies". In summary, the independent Directors unanimously agree the change in the use of part of the proceeds, and agrees to submit this matter to the Shareholders' general meeting of the Company for consideration.

(II) Opinion of the Supervisory Committee

After consideration, the Supervisory Committee of the Company is of the view that the change in the use of part of the proceeds is in line with the strategic development plan of the Company and the interests of all Shareholders. The decision-making procedures for the change in the use of proceeds are in compliance with the relevant laws and regulations, and it is not detrimental to the interests of the Company and its Shareholders. Therefore, the Supervisory Committee of the Company agrees with the Company's change in the use of part of the proceeds, and agrees to submit this matter to the Shareholders' general meeting of the Company for consideration.

(III) Opinion of the Sponsor

After verification, the sponsor is of the view that the change in the use of part of the proceeds has been considered and approved by the Board of Directors and the Supervisory Committee of the Company, and the independent Directors have expressed their clear consent and the matter will be submitted to the Shareholders' general meeting for consideration. The change in the use of part of the proceeds is an arrangement made by the Company in accordance with the current market environment and future strategic development planning, and the objective needs for the implementation of the proceeds investment projects, and is not detrimental to the interests of Shareholders, and is in compliance with the relevant provisions of the "Guidelines for the Supervision of Listed Companies No. 2 – Supervisory Requirements for the Management and Use of proceeds of Listed Companies", and the Company's "Management System of Raised Proceeds". The sponsor agrees to the change in the use of part of the proceeds of the Company, which shall be subject to the approval of the Shareholders' general meeting of the Company before implementation.

The change in the use of part of the proceeds is subject to the approval of the Shareholders of the Company at the EGM by way of an ordinary resolution.

VII. EXTRAORDINARY GENERAL MEETING

The EGM of the Company will be convened and held at 2:00 p.m. on 21 September 2023 at the conference room of the Company on 5/F, TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC. A notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. At the EGM, voting by the Shareholders will be conducted by way of poll.

Whether or not you intend to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon to the Company's H share registrar and transfer office, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or the Company's principal office at TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC, as soon as possible and in any event not less than 24 hours before the time for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

VIII. RECOMMENDATIONS

The Directors consider that (1) the proposed amendments to the Articles of Association; (2) the proposed amendments to the Board Meeting Rules; (3) the proposed amendments to the Internal Accountability System; (4) the proposed formulation of the "14th Five-Year" development strategic plan of the Company; and (5) the proposed change in the use of part of the proceeds are in the interests of the Company and the Shareholders as a whole.

In view of the above, the Board recommends that the Shareholders shall vote in favour of the relevant resolutions to be proposed at the EGM.

IX. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

Yours faithfully
By order of the Board of
TIANJIN CAPITAL ENVIRONMENTAL PROTECTION GROUP COMPANY LIMITED
Ji Guanglin
Chairman

The details of the proposed amendments to the Articles of Association are set out as below:

Article 65

Original article:

The following external guarantee by the Company shall be considered and approved by the general meeting:

(1) the total amount of the external guarantee provided by the Company and its controlling subsidiary beyond 50% of the net assets in the latest audited financial statement;

(2) the total amount of the external guarantee provided by the Company beyond 30% of the total assets in the latest audited financial statement;

(3) guarantee offered to person whose debt ratio has exceed 70%;

(4) the amount of a single guarantee exceed 10% of the net assets in the latest audited financial statement;

(5) guarantee offered to shareholders, Actual Controllers and their connected parties.

Whereas the Rules Governing the Listing of Securities on the SEHK and other applicable laws, regulations and rules of Hong Kong provides more stringent requirement, they shall be complied with.

Article after amendment:

The following external guarantee by the Company shall be considered and approved by the general meeting:

(1) the total amount of the external guarantee provided by the Company and its controlling subsidiary beyond 50% of the net assets in the latest audited financial statement;

(2) the total amount of the external guarantee provided by the Company beyond 30% of the total assets in the latest audited financial statement;

(3) guarantee offered to person whose debt ratio has exceed 70%;

(4) the amount of a single guarantee exceed 10% of the net assets in the latest audited financial statement;

(5) guarantee offered to shareholders, Actual Controllers and their connected parties**;**

(6) the amount guaranteed by the Company within one year exceeding 30% of the total assets in the latest audited financial statement.

Whereas the Rules Governing the Listing of Securities on the SEHK and other applicable laws, regulations and rules of Hong Kong provides more stringent requirement, they shall be complied with.

Article 80

Original article:

The Board of Directors, independent non-executive Directors ("Independent Directors") and shareholders that meet the relevant requirements may solicit voting rights from shareholders. No payment shall be made to the shareholders for such solicitation, and information shall be fully disclosed to the shareholders to be solicited. If they publicly solicit voting rights form shareholders of listed companies, they shall do it according to relevant implementation measures. The Company and the conveners of the general meeting shall not impose any limitation related to minimum shareholding on the collection of voting rights.

Where material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.

Article after amendment:	The Board of Directors, independent non-executive Directors ("Independent Directors")**, shareholders holding more than 1% of the total voting shares or investor protection corporation established in accordance with laws, administrative rules or the provisions of the CSRC may publicly solicit voting rights from shareholders**. No payment shall be made to the shareholders for such solicitation, and information shall be fully disclosed to the shareholders to be solicited. If they publicly solicit voting rights form shareholders of listed companies, they shall do it according to relevant implementation measures. The Company and the conveners of the general meeting shall not impose any limitation related to minimum shareholding on the collection of voting rights. Where material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes by small and medium investors shall be counted separately. The separate counting results shall be publicly disclosed in a timely manner.

Article 86

Original article:	A shareholder (including his/her/its proxy) when voting at a general meeting, may exercise such voting rights as attached to the number of voting shares which he represents, in which case one vote is attached to each share. However, the Company's shares held by the Company itself have no voting right and the shares are not calculated into the total number of voting shares at the meeting. When a vote is cast, it may be cast by only one of the following methods, in person, online or by other voting means. If one vote is cast by more than one method, the first vote shall prevail. Shareholders of the Company or their proxies who cast their votes online or by other means shall have the right to check the results of their votes by way of the pertinent voting system.

Shareholders present at the meeting shall provide one of following comments on motions to be voted: for, against or abstain. Except for the securities registration and settlement institutions which, being the nominal holders of shares subject to the interconnection mechanism of the Mainland and Hong Kong stock market transactions, shall make declaration according to the intentions of actual holders.

Unfilled, wrongly filled or illegible votes are regarded as the voters giving up their voting rights and the voting results of their shares shall be "abstain".

Except for the cumulative voting system, the general meeting will vote all motions one by one. If there are different motions on the same issue, the motion will be voted in chronological order according to the time they are proposed. Except for the reason of force majeure or other special reason causing the general meeting to be adjourned or no resolutions can be made, the general meeting will not shelve or refuse to vote the motions.

When the motion is being considered at the general meeting, no amendment to the motion shall be made, otherwise such amendment shall be considered as a new motion which cannot be voted at the general meeting of this time.

For any issue which shareholders shall abstain from voting or can only vote either in favor of or against pursuant to Rules Governing the Listing of Securities on the SEHK, the shareholders shall abstain from voting according to such regulations. Any votes in violation of the relevant regulations or restrictions casted by the shareholders or his/her/its proxy will not be calculated into the voting results.

Article after amendment: A shareholder (including his/her/its proxy) when voting at a general meeting, may exercise such voting rights as attached to the number of voting shares which he represents, in which case one vote is attached to each share. However, the Company's shares held by the Company itself have no voting right and the shares are not calculated into the total number of voting shares at the meeting.

If a shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Law, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be calculated into the total number of voting shares at the general meeting.

When a vote is cast, it may be cast by only one of the following methods, in person, online or by other voting means. If one vote is cast by more than one method, the first vote shall prevail. Shareholders of the Company or their proxies who cast their votes online or by other means shall have the right to check the results of their votes by way of the pertinent voting system.

Shareholders present at the meeting shall provide one of following comments on motions to be voted: for, against or abstain. Except for the securities registration and settlement institutions which, being the nominal holders of shares subject to the interconnection mechanism of the Mainland and Hong Kong stock market transactions, shall make declaration according to the intentions of actual holders.

Unfilled, wrongly filled or illegible votes are regarded as the voters giving up their voting rights and the voting results of their shares shall be "abstain".

Except for the cumulative voting system, the general meeting will vote all motions one by one. If there are different motions on the same issue, the motion will be voted in chronological order according to the time they are proposed. Except for the reason of force majeure or other special reason causing the general meeting to be adjourned or no resolutions can be made, the general meeting will not shelve or refuse to vote the motions.

When the motion is being considered at the general meeting, no amendment to the motion shall be made, otherwise such amendment shall be considered as a new motion which cannot be voted at the general meeting of this time.

For any issue which shareholders shall abstain from voting or can only vote either in favor of or against pursuant to Rules Governing the Listing of Securities on the SEHK, the shareholders shall abstain from voting according to such regulations. Any votes in violation of the relevant regulations or restrictions casted by the shareholders or his/her/its proxy will not be calculated into the voting results.

Article 122

Original article:

The manner and time limit of notice of regular and special Board meeting:

(I) If the time and venue of regular Board meeting has been determined by the Board of Directors in advance, notice of meeting is not required.

(II) Where the time and venue of regular Board meetings have not been specified in advance by the Board of Directors, the chairman of the Board shall give notice of the time and venue of Board meeting to all Directors and supervisors not less than 14 days but not more than 30 days before the date of proposed meeting; the Corporate Governance Center shall give notice of the time and venue of special Board meeting to all Directors and supervisors 5 days before the date of proposed meeting, in case of emergency, it shall not be subject to the limitation of the time; the aforesaid notice of the Board meeting shall be given to all Directors and supervisors by means of telex, telegram, facsimile, e-mail, registered post or by hand.

(III) The notice shall be in Chinese with English translation if necessary, including the duration of meeting, agenda, reasons and topics as well as the date of giving such notice. Any Director has the right of to waive to request for receiving the notice of Board meeting.

(IV) Where a Director, who is present at the meeting, has not raised any objection that he/she has not been notified of the meeting before or at the meeting, such Director shall be deemed to have notified of the meeting.

(V) The regular Board meeting or special meeting may be held in the form of telephone conference or by means of similar communication facilities. So long as the Directors attending the meeting are able to hear the speech of other Directors clearly and communicate, all the Directors attending the meeting shall be deemed to have attended the meeting in person. If the meeting is held by such mean, the way of participation shall be clearly specified on the notice of meeting.

(VI) The Board of Directors may accept Board meetings in the form of written communications over the resolutions to replace meetings on site. However, draft motions of the meeting must be delivered to all Directors by hand, mail, e-mail, telegraph or fax. After the Board of Directors has delivered the motion to all Directors and that the number of Directors giving consent and signature to the motion has reached the quorum, such motion, if delivered to the secretary to the Board of Directors by means of methods referred to above, shall become a Board resolution and no convening of a Board meeting shall be required.

Article after amendment: The manner and time limit of notice of regular and special Board meeting:

(I) If the time and venue of regular Board meeting has been determined by the Board of Directors in advance, notice of meeting is not required.

(II) Where the time and venue of regular Board meetings have not been specified in advance by the Board of Directors, the chairman of the Board shall give notice of the time and venue of Board meeting to all Directors and supervisors not less than 14 days but not more than 30 days before the date of proposed meeting; **the Office of the Board of Directors** shall give notice of the time and venue of special Board meeting to all Directors and supervisors 5 days before the date of proposed meeting, in case of emergency, it shall not be subject to the limitation of the time; the aforesaid notice of the Board meeting shall be given to all Directors and supervisors by means of telex, telegram, facsimile, e-mail, registered post or by hand.

(III) The notice shall be in Chinese with English translation if necessary, including the duration of meeting, agenda, reasons and topics as well as the date of giving such notice. Any Director has the right of to waive to request for receiving the notice of Board meeting.

(IV) Where a Director, who is present at the meeting, has not raised any objection that he/she has not been notified of the meeting before or at the meeting, such Director shall be deemed to have notified of the meeting.

(V) The regular Board meeting or special meeting may be held in the form of telephone conference or by means of similar communication facilities. So long as the Directors attending the meeting are able to hear the speech of other Directors clearly and communicate, all the Directors attending the meeting shall be deemed to have attended the meeting in person. If the meeting is held by such mean, the way of participation shall be clearly specified on the notice of meeting.

(VI) The Board of Directors may accept Board meetings in the form of written communications over the resolutions to replace meetings on site. However, draft motions of the meeting must be delivered to all Directors by hand, mail, e-mail, telegraph or fax. After the Board of Directors has delivered the motion to all Directors and that the number of Directors giving consent and signature to the motion has reached the quorum, such motion, if delivered to the secretary to the Board of Directors by means of methods referred to above, shall become a Board resolution and no convening of a Board meeting shall be required.

Article 153

Original article:

The supervisors may be present at the Board meeting and make inquiries or suggestions to the agenda of the Board meeting. The Board of Supervisors may require the Directors, senior management members, internal and external auditors to be present at the meeting of the Board of Supervisors and answer the questions concerned.

The supervisors shall ensure the truth, accuracy and completeness of the information the Company disclosed.

The supervisors shall not make use of their connection relationship to impair the interests of the Company. The supervisors shall be liable for compensation for the loss caused to the Company.

Article after amendment:

The supervisors may be present at the Board meeting and make inquiries or suggestions to the agenda of the Board meeting. The Board of Supervisors may require the Directors, senior management members, internal and external auditors to be present at the meeting of the Board of Supervisors and answer the questions concerned.

The supervisors shall ensure the truth, accuracy and completeness of the information the Company disclosed**, and sign written confirmations of the regular reports**.

The supervisors shall not make use of their connection relationship to impair the interests of the Company. The supervisors shall be liable for compensation for the loss caused to the Company.

Article 164

Original article:

The Party Committee of the Company shall play a leading role, supervising the Company's direction of development, monitoring the whole picture and promoting implementation, discussing and making decisions on significant matters of the Company in accordance with the regulations. The main responsibilities are:

(I) to enhance the political construction of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all the Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;

(II) to thoroughly study and implement Xi Jinping's Socialism Ideology with Chinese characteristics in the new era, learn and propagate the Party's theory, thoroughly implement the Party's line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organization at a higher level in the Company;

(III) to investigate and discuss the significant operation and management matters of the Company and support the Board of Directors and the management to exercise their rights and perform their duties in accordance with the laws;

(IV) to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre and talents team of the Company;

(V) to undertake the main responsibility in improving the Party's conduct and upholding integrity, lead and support discipline inspection institutions to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules and promote the Party's self-governance fully and with rigor into the grassroots level;

(VI) to strengthen the building of grassroot Party organizations and teams of Party members, unite and lead officials and employees to devote themselves into the reform and development of the Company;

(VII) to lead the Company's ideological and political work, the spirit and civilization progress, the united front work and lead mass organizations such as the Labour Union, Communist Youth League and Women's Organization of the Company.

Article after amendment:

The Party Committee of the Company shall play a leading role, supervising the Company's direction of development, monitoring the whole picture and **ensuring** implementation, discussing and making decisions on significant matters of the Company in accordance with the regulations. The main responsibilities are:

(I) to enhance the political construction of the Party in the Company, adhere to and implement the fundamental system, basic system and important system of socialism with Chinese characteristics as well as educate and guide all the Party members to maintain a high degree of consistency with the Party Central Committee with Comrade Xi Jinping as the core in the political stance, political direction, political principles and political path;

(II) to thoroughly study and implement Xi Jinping's Socialism Ideology with Chinese characteristics in the new era, learn and propagate the Party's theory, thoroughly implement the Party's line, principles and policies as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee as well as the resolutions of the Party organization at a higher level in the Company;

(III) to investigate and discuss the significant operation and management matters of the Company and support the Board of Directors and the management to exercise their rights and perform their duties in accordance with the laws;

(IV) to strengthen the leadership and gatekeeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, cadre and talents team of the Company;

(V) to undertake the main responsibility in improving the Party's conduct and upholding integrity, lead and support discipline inspection institutions to fulfil their supervisory and disciplining responsibilities as well as exercise strict administrative discipline and political rules and promote the Party's self-governance fully and with rigor into the grassroots level;

(VI) to strengthen the building of grassroot Party organizations and teams of Party members, unite and lead officials and employees to devote themselves into the reform and development of the Company;

(VII) to lead the Company's ideological and political work, the spirit and civilization progress, the united front work and lead mass organizations such as the Labour Union, Communist Youth League and Women's Organization of the Company.

Article 168

Original article:	In accordance with the principles of strengthening the work of the Party and lean and efficient coordination, the Company Party Committee has set up the Party and Group Work Department, the Organization Department of the Party Committee and other working organizations, and the Organization Department of the Party Committee is responsible for the management of leaders and the construction of grass-roots Party organizations. A certain number of party affairs staff will be allocated, and same rank and treatment policy shall be strictly implemented, and two-way exchange between party affairs staff and other operation and management staff will be promoted.
Article after amendment:	In accordance with the principles of strengthening the work of the Party and lean and efficient coordination, the Company Party Committee has set up **the Office of the Party Committee, the Publicity Department of the Party Committee**, the Organization Department of the Party Committee and other working organizations, and the Organization Department of the Party Committee is responsible for the management of leaders and the construction of grass-roots Party organizations. A certain number of party affairs staff will be allocated, and same rank and treatment policy shall be strictly implemented, and two-way exchange between party affairs staff and other operation and management staff will be promoted.

Details of the "14th Five-Year" development strategic plan are set out below:

I. VISION, MISSION AND CORE VALUES

Vision – Returning clean water to the world, delivering freshness to the earth

Mission – Purify the ecological environment, enhance living quality

Core values – Provide professional and effective environmental services, establish a harmonious environment for staff development, and maximize value for shareholders

II. STRATEGIC GOALS

Accelerates to build ourselves as a first-class professional service providers in domestic water treatment and water resources utilization, and strives to become a leading domestic and internationally renowned professional system environmental services provider

III. DEVELOPMENT MODEL AND BUSINESS LAYOUT

Based on the strategic goals of the Company, combined with our cultural traditions and future trends, we have adopted a development model characterized by "operational leadership + technology driven + investment promotion" to shape the core competitiveness of investment, construction and operation in environmental protection as a core business. We have divided the business involved in the "14th Five-Year" period into two categories, namely basic business and strategic new business.

Basic business: sewage treatment is the core basic business of the Company, which together with the sub-segment of water supply and recycled water, forms the backbone of our basic business services and offers a range of system services under the horizontal industrial chain in the water field. Basic business forms an integral part of the Company's principal business and is a main source of revenue and profit. Leveraging its economies of scale, it provides opportunities and platforms for the development of new businesses.

Strategic new business: including new energy and "double carbon" business, resource recycling utilization, environmental protection technology, hazardous waste treatment, organic waste treatment (including sludge, food waste, kitchen waste, livestock and poultry manure, etc.), sanitation, waste treatment, high-end equipment and smart operation and other asset-light business, industrial wastewater, village sewage, pipe network management, watershed management, environmental restoration and others. The strategic new business corresponds to the strategic goals of the "14th Five-Year Plan" period, complements with the basic business and optimizes the overall business structure.

Based on our "One Body with Two Wings" business layout, with water treatment and water resource recycling as "one body", we continue to step up our efforts in project development to consolidate the basic business. Development and utilization of new energy, collaborative disposal of sludge and organic solid waste, as the "two wings", will be the major direction of the Company's strategic new business.

IV. DEVELOPMENT STRATEGY

1. Reform of Systems and Mechanisms

Aligns with advanced and market requirements and standards, continuously improves the relevant systems involving remunerations and assessment, and turns performance-oriented remuneration distribution and performance appraisal system and mechanism reform into reality.

2. Financial Capital

Continues with best effort on capital control, combined with the needs of our business development planning, gives play to the function of the capital operation platform as a listed company, and expands financing channels.

3. Technological Development

Reconstructs its technological innovation system and research and development focus with technology-driven development as the guideline, invests more in scientific research, and enhances the Company's technology level. Reconstructs our business and management with technologies, comprehensively takes fine management to another level and improves the standardized, digital and intelligent capabilities of our operations.

4. Human Resources

Combined with internal exploration and external introduction, cultivates and builds a talent team in various business directions, selects leading figures, and promotes the overall business ability of each team.

5. Comprehensive Risk Management

Under the guidance of comprehensive risk management, incorporates strategy, market, business, law, compliance, internal control, etc. into the digital management system to improve the system’s risk prevention and mitigation capabilities.

V. PROTECTIVE MEASURES

1. Politics

Prioritizes political construction as always, gives play to the role of a Party organization in gatekeeping and orientation, deepens the implementation of the overall responsibility as a Party organization, and deepens the mode of supervision to safeguard the development of the Company.

2. Strategic Implementation

The Company takes the preparation, implementation and evaluation of strategic planning as the main theme, and continuously makes dynamic adjustments according to the changes in the internal and external environment based on the annual strategic implementation and evaluation, and immediately guides the development of the Company.

3. Organization and Resources

Based on the overall logic of strategic control, optimizes the organizational system by “strengthening the headquarters, solidifying the regional/professional platforms, and streamlining project workflow”, clarifies the terms of reference of the management and the division of work at the executive level, and promotes the implementation of the strategy through the combination of strengthened control and sufficient authorization.

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 2023 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 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 21 September 2023 at 2:00 p.m. for the purpose of considering the resolution as listed below:

*Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcements of the Company dated 14 June 2023, 7 August 2023 and 25 August 2023 (the "**Announcements**").*

I. AS ORDINARY RESOLUTIONS:

1. To consider and approve the amendments to the Board Meeting Rules of the Company.

2. To consider and approve the amendments to the Internal Accountability System of the Company.

3. To consider and approve the formulation of the "14th Five-Year" development strategic plan of the Company.

4. To consider and approve the change in the use of part of the proceeds.

II. AS SPECIAL RESOLUTION:

5. To consider and approve the amendments to the Articles of Association of the Company.

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

By order of the Board
Ji Guanglin
Chairman

Tianjin, the PRC
4 September 2023

As at the date of this notice, the Board comprises three executive Directors: Mr. Ji Guanglin, Mr. Li Yang and Ms. Jing Wanying; three non-executive Directors: Ms. Peng Yilin, Mr. An Pindong and Mr. Liu Tao; and three independent non-executive Directors: Mr. Xue Tao, Mr. Wang Shanggan and Ms. Liu Fei.

Notes:

(1) The holders of shares (the "**Shareholders**") whose names appear on the register of members at 4:30 p.m. on 18 September 2023 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 19 September 2023 to 21 September 2023, 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, Wanchai, Hong Kong, not later than 4:30 p.m. on 18 September 2023. 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 18 September 2023 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 than one proxies (whether a Shareholder or not) as his/her proxy to attend and vote on his behalf at the EGM. If more than one proxies is appointed by a Shareholder, such proxies shall only exercise his/her voting rights on a poll.

(3) Shareholders can appoint a proxy by an instrument in writing (i.e. by using the enclosed proxy form). In order to be valid, the proxy form and, if such proxy form 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 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 proxy form.

(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

Postal Code: 300381
Telephone: 86-22-23930128
Facsimile: 86-22-23930126