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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).

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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)

(1) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR; AND (2) PROPOSED CHANGE IN THE USE OF PART OF THE PROCEEDS

Unless the context otherwise requires, terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 14 of this circular. The EGM of the Company will be convened and held at 2:00 p.m. on 14 January 2025 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, Computershare Hong Kong Investor Services 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.

27 December 2024

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DEFINITIONS

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

“A Share(s)”	the ordinary share(s) issued by the Company, with a par value of RMB1.00 each, which are listed on the SSE
“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 SSE and the Stock Exchange, respectively
“Director(s)”	the director(s) of the Company (including independent non-executive Director(s))
“EGM”	the 2025 first extraordinary general meeting of the Company to be convened and held at 2:00 p.m. on 14 January 2025 for the purpose of considering and, if thought fit, approving, among other things, (1) the proposed appointment of executive director; and (2) the proposed change in the use of part of the proceeds
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the ordinary share(s) issued by the Company, with a par value of RMB1.00 each, which are listed on the Stock Exchange
“Latest Practicable Date”	19 December 2024, 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

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) with a par value of RMB1.00 each in the existing share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“SSE”	Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

* *For identification purpose only*

LETTER FROM THE BOARD



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. Tang Fusheng (*Chairman*)
Mr. Pan Guangwen
Ms. Nie Yanhong

Non-executive Directors:

Mr. Wang Yongwei
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

27 December 2024

To the Shareholders,

(1) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR; AND (2) PROPOSED CHANGE IN THE USE OF PART OF THE PROCEEDS

I. INTRODUCTION

References are made to the Company's (i) announcement dated 29 November 2024 in relation to, among other things, the proposed appointment of executive Director (the "**Proposed Appointment Announcement**"); and (ii) announcement dated 17 December 2024 in relation to the proposed change in the use of part of the proceeds (the "**Proposed Change in Use of Proceeds Announcement**").

The purpose of this circular is to provide you with further information in relation to (1) the proposed appointment of executive Director; and (2) 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.

LETTER FROM THE BOARD

II. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

As set out in the Proposed Appointment Announcement, on 29 November 2024, the Board received the written resignation of executive Director Mr. Pan Guangwen (“**Mr. Pan**”) who, due to work adjustment reason, tendered his resignation as an executive Director of the ninth session of the Board, a member of the Nomination Committee of the Company and a member of the Strategy Committee of the Company, with effect from the time when his vacancy is filled by a succeeding Director, and on the same day, the Board considered and approved the proposal on appointment of Mr. Fu Xinghai (“**Mr. Fu**”) as an executive Director of the ninth session of the Board, with his term of office commencing on the date of approval at the EGM until the expiration of the ninth session of the Board (i.e. 7 September 2025) to fill the vacancy following the resignation of Mr. Pan as an executive Director.

The appointment of Mr. Fu as an executive Director is subject to the approval by the Shareholders by way of an ordinary resolution at the EGM. An ordinary resolution in relation to the proposed appointment of Mr. Fu as an executive Director as mentioned above will be proposed to the EGM for the Shareholders’ consideration and approval.

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

Fu Xinghai (付興海), male, aged 43, graduated from Nankai University (南開大學) with a master’s degree in public administration. Mr. Fu is currently the deputy secretary of the party committee of the Company. From July 2007 to July 2016, Mr. Fu worked at Tianjin Water Recycling Co., Ltd.* (天津中水有限公司), successively serving as the assistant to the director, deputy director and director of the general office; from July 2016 to July 2017, he served as the assistant to the director of the CPC committee office; from July 2017 to October 2021, he served as the head of the organization department of the party committee (united front work department of the party committee) of Tianjin Infrastructure Construction and Investment Group Company Limited* (天津城市基礎設施建設投資集團有限公司); from October 2021 to November 2024, he served as the deputy director of the organization department of the party committee (united front work department and human resources department of the party committee) of Tianjin Infrastructure Construction and Investment Group Company Limited* (天津城市基礎設施建設投資集團有限公司). He has been the deputy secretary of the party committee of the Company since November 2024.

Save as disclosed above, to the best knowledge of the Directors, Mr. Fu 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. Fu did not hold any directorship in other public companies (whose securities are 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; and there is no other matter relating to Mr. Fu’s appointment that needs to be brought to the attention of the Shareholders or disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules. To the best knowledge of the Directors, as at the Latest Practicable Date, Mr. Fu does not have any interest in the Shares as defined in Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

LETTER FROM THE BOARD

Upon approval of the appointment of Mr. Fu at the EGM, the director's emoluments for him will follow the Company's remuneration standard of Directors of the ninth session of the Board as approved at the 2022 second extraordinary general meeting, being that Mr. Fu, as executive Director will not receive director's remuneration. If Mr. Fu is also appointed as a senior management officer or other positions of the Company, the remuneration for such positions will be determined pursuant to the relevant policy of the Company.

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

As set out in the Proposed Change in Use of Proceeds Announcement, on 17 December 2024, the Board considered and approved the proposal on changing the use of part of the proceeds for the investment project "The first batch of projects of the recycled water pipe network connection project in the main districts of Tianjin City" (the "**Water Recycling Batch 1 Project**") in the amount of RMB53,000,000 to the "Chibi Lushui Industrial Park sewage treatment plant and supporting pipeline network concession TOT project" (the "**Chibi Lushui Project**").

The change in the use of part of the proceeds is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM. An ordinary resolution in relation to the proposed change in the use of part of the proceeds as mentioned above will be proposed to the EGM for the Shareholders' consideration and approval.

Details of the proposed change in the use of part of the proceeds are set out below:

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)) issued by the China Securities Regulatory Commission on 30 May 2022, 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. After deducting the expenses relating to the issuance of RMB19,743,434.08 (tax exclusive), the amount of net proceeds was RMB810,756,564.92.

LETTER FROM THE BOARD

(II) Utilization of the Proceeds

As of 30 November 2024, 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	Accumulative 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	13,395.02	1,404.98
The newly-built and upgrade and supporting pipeline network (phase II) PPP project of Honghu township sewage processing plant (the “ Honghu Project ”)	28,465.12	11,150.00	7,340.59	3,809.41
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	10,629.68	11,270.32
The Karamay Nanjiao sewage treatment plant franchise project (the “ Karamay Nanjiao Project ”)	56,936.62	10,300.00	5,320.15	4,979.85
The repayment of interest-bearing liabilities and replenishment of working capital	–	22,925.66	22,925.66	0.00
Total		81,075.66	59,611.10	21,464.56

LETTER FROM THE BOARD

Note: The Company held the 14th meeting of the ninth session of the Board on 23 May 2023 to consider and approve the proposal on the adjustment of the change of the investment plan of the Honghu Project, and a supplemental project agreement was entered into between the Honghu Project Company (as defined in the 2023 Change in Use of Proceeds Announcement) and Honghu Municipal Bureau of Housing and Urban-Rural Development on (洪湖市住房和城鄉建設局) 7 August 2023, which stipulated that the scope of the Honghu Project be adjusted to the construction of the Honghu Fengkou East Domestic Sewage Treatment Plant and ancillary pipeline network and the construction of the pipeline network for the villages on the outskirts of the townships of Honghu City, with a total scale of sewage treatment in the near future of 3,000m³/day, and the total investment of the Honghu Project be adjusted to RMB148,319,900, of which the capital expenditure shall be approximately RMB118,253,800. The Company held the 18th meeting of the ninth session of the Board and the 8th meeting of the ninth session of the Supervisory Committee on 7 August 2023 as well as the 2023 second extraordinary general meeting on 21 September 2023, all of which considered and passed a resolution on the change in the use of part of the proceeds, approving the Company's change in the use of the proceeds of the Honghu Project of RMB103.00 million to the investment and construction expenditure of the Karamay Nanjiao Project. In order to improve the efficiency of the use of proceeds as well as safeguard the long-term interests of the Company and the arrangement for the use of proceeds, the Company intended to use RMB103,000,000 out of the remaining proceeds of RMB181,393,100 for the Honghu Project to the construction of the Karamay Nanjiao Project instead. The remaining proceeds of RMB78,393,100 would continue to be used for the construction of the Honghu Project, thereby promoting the long-term and steady development of the Company's business and safeguarding the interests of the Company and the Shareholders. For further details, please refer to the Company's announcement in relation to the proposed change in the use of part of the proceeds dated 7 August 2023 (the **"2023 Change in Use of Proceeds Announcement"**), the circular in relation to the proposed change in the use of part of the proceeds dated 4 September 2023 and the announcement on the resolutions passed at the 2023 second extraordinary general meeting dated 21 September 2023.

As of 30 November 2024, the Company has utilized a total of RMB596,111,000 in the proceeds, the balance of which was RMB214,645,600.

(III) 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 as well as 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 as mentioned above.

The Company intends to apply RMB53,000,000 out of the amount originally committed to the Water Recycling Batch 1 Project to the Chibi Lushui Project instead. The project company shall be Chibi Capital Environmental Protection Water Co., Ltd.* (赤壁創環水務有限公司), a wholly-owned subsidiary of the Company.

LETTER FROM THE BOARD

The proceeds involved in such change in the amount of RMB53,000,000 represent 6.54% of the original net proceeds.

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

Unit: RMB0'000

Investment project in relation to the proposed change		Investment project after the proposed change	
		Amount of proceeds of the proposed change	
Name of project	Balance of proceeds	Name of project	
The first batch of projects of the recycled water pipe network connection project in the main districts of Tianjin City	11,270.32	Chibi Lushui Industrial Park sewage treatment plant and supporting pipeline network concession TOT project	5,300.00

Subsequent to such changes, the intended amount applicable to the Water Recycling Batch 1 Project will be adjusted from RMB219,000,000 to RMB166,000,000.

(IV) Deliberations of the Board

The Company held a meeting of the Board on 17 December 2024, at which the “Proposal on Changing the Use of Part of the Proceeds” was considered and approved. The Board agreed that the Company should change the use of the proceeds of RMB53,000,000 for the Water Recycling Batch 1 Project to the investment expenditure of the Chibi Lushui Project.

In accordance with relevant regulations such as the Guidelines for the Supervision of Listed Companies No. 2 – Regulatory Requirements for the Management and Use of Proceeds of Listed Companies (《上市公司監管指引第2號—上市公司募集資金管理和使用的監管要求》), the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (《上海證券交易所股票上市規則》) 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 is required to be submitted to a general meeting of the Company for consideration.

LETTER FROM THE BOARD

II. Specific Reasons for Change in the Use of Part of the Proceeds

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

Unit: RMB0'000

Name of the project	The first batch of projects of the recycled water pipe network connection project in the main districts of Tianjin City
Project company	Tianjin Water Recycling Co., Ltd.* (天津中水有限公司)
Total original planned investment amount	29,917.95
Amount originally proposed to be invested with proceeds	21,900.00
Accumulative amount invested as of 30 November 2024	10,629.68

As of 30 November 2024, the unused balance of the proceeds for the Water Recycling Batch 1 Project was RMB112,703,200.

(II) *Specific Reasons for the Change*

With the project acceptance completed on 27 March 2024 and given the readiness of the conditions for water supply, the Water Recycling Batch 1 Project is now in the stage of project settlement. In order to improve the economic benefits of the project, reduce costs, and reasonably save project fees during the implementation of the project, the Company carried out work in the following two aspects:

1. With centralized management of project design, equipment procurement and construction through project bidding management, project processes and resource allocation have been optimised as a result, thus lowering the project construction and installation costs by approximately RMB33,000,000.

LETTER FROM THE BOARD

2. The Water Recycling Batch 1 Project obtained investment subsidies of RMB20,000,000 from the central budget for the year 2023, which were used to pay for the construction and installation costs of the Water Recycling Batch 1 Project.

In summary, the Water Recycling Batch 1 Project is expected to save the use of proceeds of approximately RMB53,000,000 through measures described above. In order to improve the efficiency of utilization of the proceeds and to safeguard the Company's long-term interests and the arrangement for the use of proceeds, the Company intends to apply RMB53,000,000 out of the remaining RMB112,703,200 of the proceeds for the Water Recycling Batch 1 Project to the construction of the Chibi Lushui Project, and the remaining RMB59,703,200 will still be utilized for the Water Recycling Batch 1 Project, so as to promote the long-term and steady development of the Company's business and safeguard the interests of the Company and the Shareholders.

III. Description of the New Investment Project

On 8 November 2024, the Company published the "Announcement in relation to the Investment in Chibi Lushui Industrial Park Sewage Treatment Plant and Supporting Pipeline Network Concession TOT Project and Establishment of a Project Company" on the website of SSE and the relevant overseas regulatory announcement on the website of the Stock Exchange.

(I) Basic Information and Investment Plan of the Project

1. Name of the project: Chibi Lushui Industrial Park sewage treatment plant and supporting pipeline network concession TOT project
2. Project company: Chibi Capital Environmental Protection Water Co., Ltd.,* (赤壁創環水務有限公司)
3. Place of implementation: Chibi Lushui Industrial Park, Hubei Province
4. Sewage treatment scale of the project: 40,000m³/day
5. Cooperation period of the project: 40 years
6. Investment plan of the project: The total investment of the project is RMB301,000,000. Currently, the proceeds of RMB53,000,000 is intended to be used and the rest is to be financed by the Company's own funds and bank loans.

LETTER FROM THE BOARD

(II) Project Feasibility Analysis

The Company established Chibi Capital Environmental Protection Water Co., Ltd.,* (赤壁創環水務有限公司) (the “**Chibi Lushui Project Company**”) as the project company with a capital contribution of RMB60,200,000 with its own funds to invest, finance, operate and maintain the Chibi Lushui Project.

According to the concession project agreement entered into between the Company and Chibi Municipal Bureau of Housing and Urban-Rural Development (赤壁市住房和城鄉建設局) as well as the subsequent succession agreement in relation to the concession project agreement entered into among the Company, Municipal Bureau of Housing and Urban-Rural Development (赤壁市住房和城鄉建設局) and the Chibi Lushui Project Company, the Chibi Lushui Project Company is responsible for the investment and financing, as well as the operation and maintenance of the project, and enjoys the right to receive sewage treatment service fees and receive relevant income from lawful business operations. The project’s cooperation period is 40 years, and the sewage treatment scale is 40,000m³/day.

The project adopts a user payment approach. The source of revenue includes domestic sewage treatment service fees and industrial sewage treatment fees, of which the unit price of residential domestic sewage treatment is RMB0.95 per tonne, the unit price of non-residential domestic sewage treatment is RMB1.4 per tonne and the unit price of industrial sewage treatment is RMB5.68 per tonne. The domestic sewage treatment fee is determined in accordance with the government pricing document titled Chibi Price Control [2015] No. 18 (赤價管[2015]18號), and the water supply of all domestic sewage is commissioned by the Chibi Municipal Government. If the government adjusts the unit price of the domestic sewage treatment fee during the concession period, the domestic sewage treatment fee received by Chibi Lushui Project Company will be adjusted simultaneously in accordance with the new standard. The price of industrial sewage is adjusted every three years in accordance with changes in the economic environment and market trends with reference to inflation rates and other factors, and price adjustment will only be made when the change in the aforementioned factors exceeds $\pm 5\%$.

The Chibi Lushui Project adopts a standard water concession project model, with the main risks being the government’s ability to pay, technical operation and policy changes. In view of the Company’s leading technical operational capability in the PRC, the Chibi Lushui Project Company will maintain a good cooperation relationship with the government in the future and actively communicate and coordinate to ensure normal earnings and operation of the project.

LETTER FROM THE BOARD

(III) Project Necessity Analysis

The Chibi Lushui Project can increase the scale of the Company's equity sewage treatment business by 40,000m³/day, which is in line with the Company's development strategy of expanding its principal business and conducive to consolidating the good cooperative relationship with the local government. Moreover, it has a positive effect on further reinforcing the Company's industry position and market share in Hubei, thereby increasing the Company's regional influence and enhancing the scale of the Company's principal business.

IV. Opinions of the Supervisory Committee and the Sponsor on Change in the Use of Part of the Proceeds

(I) 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, without prejudice to the interests of the Company and the 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 a general meeting of the Company for consideration.

(II) 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 and the Supervisory Committee of the Company, and the independent Directors have expressed their clear consent and the matter will be submitted to a 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, as well as the objective needs for the implementation of investment projects, without prejudice to the interests of the Shareholders. The change is also 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 (《上市公司監管指引第2號—上市公司募集資金管理和使用的監管要求》) and the Company's "Management System of Raised Proceeds". The sponsor has no disagreement with the change in the use of part of the proceeds of the Company, which shall be subject to the approval of a general meeting of the Company before implementation.

LETTER FROM THE BOARD

IV. EGM

The EGM will be convened and held at 2:00 p.m. on 14 January 2025 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, Computershare Hong Kong Investor Services 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.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company shall be taken by poll unless the chairman of the meeting decides in good faith to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement of the poll results will be issued by the Company in the manner specified in Rule 13.39(5) of the Listing Rules after the EGM.

Having made all reasonable enquiries, to the best of the Directors' knowledge, information and belief, no Shareholder has a material interest in the relevant resolutions regarding (1) the proposed appointment of executive Director; and (2) the proposed change in the use of part of the proceeds, and as a result, no Shareholder is required to abstain from voting at the EGM.

V. RECOMMENDATIONS

The Directors consider that (1) the proposed appointment of executive Director; and (2) 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 vote in favour of the relevant resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

VI. 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**

Tang Fusheng

Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 2025 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 first 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**”) at 2:00 p.m. on 14 January 2025 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 circular of the Company dated 27 December 2024 (the “**Circular**”).*

AS ORDINARY RESOLUTIONS:

1. To consider and approve the appointment of Mr. Fu Xinghai as an executive Director of the Company.
2. To consider and approve the change in the use of part of the proceeds.

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

By order of the Board
Tang Fusheng
Chairman

Tianjin, the PRC
27 December 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the Board comprises three executive Directors: Mr. Tang Fusheng, Mr. Pan Guangwen and Ms. Nie Yanhong; three non-executive Directors: Mr. Wang Yongwei, 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 of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company on 13 January 2025 will be entitled to attend the EGM. The holders of H shares of the Company (“**H Shares**”) are reminded that the the Company’s register of members of H Shares will be closed from 13 January 2025 to 14 January 2025, both days inclusive, during which 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, Computershare Hong Kong Investor Services 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 10 January 2025. The holder of H Shares whose name appears on the Company’s register of members of H Shares on 13 January 2025 or his/her proxy may attend the EGM by bringing his/her own identity card or passport.
- (2) Each Shareholder having the right 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/her 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 half a day. Shareholders and their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.
- (6) **Important:** As only one director will be under election pursuant to resolution 1, according to the provisions of the Articles of Association of the Company, voting on resolution 1 (i.e. the resolution on election of director) at the EGM will not be conducted by way of cumulative voting.

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