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Tianjin Capital Environmental Protection Group Company Limited  
天津創業環保集團股份有限公司

*(a joint stock company incorporated in the People's Republic of China with limited liability)*  
**(Stock Code: 1065)**

**ANNOUNCEMENT ON  
THE RESOLUTIONS PASSED AT  
2021 THIRD EXTRAORDINARY GENERAL MEETING  
AND  
CHANGES IN DIRECTORS**

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 22 October 2021 in relation to (1) proposed appointment of non-executive director and (2) proposed appointment of independent non-executive directors (the “**Announcement**”).

**1. CONVENING AND ATTENDANCE OF THE MEETING:**

The 2021 third extraordinary general meeting (the “**EGM**”) of Tianjin Capital Environmental Protection Group Company Limited (the “**Company**”) was held at 2:00 p.m. on 11 November 2021 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**”).

A total of 9 shareholders of the Company (the “**Shareholders**”) and their proxies holding 864,992,921 Shares, representing approximately 60.6065% of the total number of Shares with voting rights of the Company, attended the EGM. Among them, 8 Shareholders were A Shareholders and their proxies holding 722,799,708 Shares, representing approximately 50.6436% of the total number of Shares with voting rights of the Company, while 1 Shareholder was H Shareholder and his/her proxy holding 142,193,213 Shares, representing approximately 9.9629% of the total number of Shares with voting rights of the Company.

The procedures for convening the EGM and voting were in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. Mr. Liu Yujun, our chairman, presided at the EGM. The Company has 8 directors (the “**Directors**”) and 8 Directors attended the EGM. The Company has 6 supervisors (the “**Supervisors**”) and 6 Supervisors attended the EGM. The senior management, lawyers and internal auditors of the Company have attended the EGM.

As at the date of the EGM, the total number of issued Shares of the Company entitling the holders to attend and vote for or against the resolutions at the EGM was 1,427,228,430 Shares, which comprised 1,087,228,430 A Shares and 340,000,000 H Shares.

There were no Shares of the Company (i) entitling the holder to attend and abstain from voting on any resolutions at the EGM; or (ii) of which the holder is required under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited to abstain from voting on the resolutions at the EGM. No Shareholders have stated their intention in the Announcement to vote against any resolutions or to abstain from voting at the EGM.

PricewaterhouseCoopers Zhong Tian LLP, the auditor of the Company, was appointed as the scrutineer for the vote-taking of the poll at the EGM.

## **2. RESOLUTIONS CONSIDERED:**

Special resolutions considered and passed at the EGM were as follows:

1. To consider and confirm the remuneration for Mr. Liu Tao as a non-executive Director of the Company.

864,660,821 Shares in favour, representing 99.9616% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

332,100 Shares in objection, representing 0.0384% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

0 Share in abstention, representing 0% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

722,467,608 A Shares in favour, 332,100 A Shares in objection, 0 A Share in abstention;

142,193,213 H Shares in favour, 0 H Shares in objection, 0 H Share in abstention.

2. To consider and confirm the remuneration for Ms. Lu Yingying and Mr. Xu Zhiming as independent non-executive Directors of the Company.

864,660,821 Shares in favour, representing 99.9616% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

332,100 Shares in objection, representing 0.0384% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

0 Share in abstention, representing 0% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

722,467,608 A Shares in favour, 332,100 A Shares in objection, 0 A Share in abstention;

142,193,213 H Shares in favour, 0 H Shares in objection, 0 H Share in abstention.

3. Resolution on the election of a Director:

- 3.1 To consider and approve the appointment of Mr. Liu Tao as a non-executive Director of the Company.

864,636,723 Shares in favour, representing 99.9588% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

356,198 Share in abstention, representing 0.0412% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

722,443,510 A Shares in favour, 356,198 A Share in abstention;

142,193,213 H Shares in favour, 0 H Share in abstention.

4. Resolutions on the election of independent Directors:

- 4.1 To consider and approve the appointment of Ms. Lu Yingying as an independent non-executive Director of the Company.

864,636,722 Shares in favour, representing 99.9588% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

356,199 Share in abstention, representing 0.0412% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

722,443,509 A Shares in favour, 356,199 A Share in abstention;

142,193,213 H Shares in favour, 0 H Share in abstention.

- 4.2 To consider and approve the appointment of Mr. Xu Zhiming as an independent non-executive Director of the Company.

864,636,732 Shares in favour, representing 99.9588% of the total number of Shares with voting rights held by Shareholders who attended this meeting;

356,189 Share in abstention, representing 0.0412% of the total number of Shares with voting rights held by Shareholders who attended this meeting.

722,443,519 A Shares in favour, 356,189 A Share in abstention;

142,193,213 H Shares in favour, 0 H Share in abstention.

**3. LEGAL OPINIONS ISSUED BY THE LAWYERS:**

1. Name of law firm: Grandall Legal Group, Tianjin Office
2. Witness lawyers: Wang Min and Zhao Shaoke, Solicitors
3. Summarised opinion: Procedures for the convening and holding of the Company's EGM, qualifications of the persons attending, procedures for voting, and the voting results, were in compliance with the relevant laws, regulations, the Rules for the General Meetings of shareholders of Listed Companies and the relevant requirements under the Articles of Association and the Rules of Procedures for Shareholders' General Meeting of the Company, and all resolutions thereby passed are legally valid.

#### **4. DOCUMENTS AVAILABLE FOR INSPECTION:**

1. Resolutions of the EGM signed and confirmed by the Directors and recorder attending the Meetings and affixed with the seal of the Board;
2. Legal opinion in respect of the EGM issued by Grandall Legal Group, Tianjin Office; and
3. Other documents required by the Shanghai Stock Exchange.

#### **5. CHANGES IN DIRECTORS:**

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

As stated in the Announcements, since the resignations of Mr. Di Xiaofeng and Mr. Wang Xiangfei will result in the number of independent non-executive Directors of the Company being less than one-third of the members of the Board and the number of independent non-executive Directors in the Nomination Committee under the Board of the Company falling below the quorum, according to relevant laws and regulations and the Articles of Association of the Company, the resignation reports of Mr. Di Xiaofeng and Mr. Wang Xiangfei shall become effective after the vacancies are filled by the newly elected independent non-executive Directors. Prior to this, Mr. Di Xiaofeng and Mr. Wang Xiangfei will continue to perform their duties as independent non-executive Directors and members of the committees under the Board in accordance with relevant laws and regulations.

As approved by the Shareholders of the Company at the EGM, Mr. Liu Tao was elected as a non-executive Director of the eighth session of the Board of the Company, and Ms. Lu Yingying and Mr. Xu Zhiming were elected as independent non-executive Directors of the eighth session of the Board of the Company. Since the appointments of Ms. Lu Yingying and Mr. Xu Zhiming take effect on 11 November 2021, Mr. Di Xiaofeng and Mr. Wang Xiangfei cease to perform their duties as independent non-executive Directors and members of the committees under the Board of the Company. Mr. Di Xiaofeng and Mr. Wang Xiangfei have confirmed that they have no disagreement with the Board of the Company and there are no matters relating to their resignation that need to be brought to the attention of the Shareholders of the Company. The Company would like to take this opportunity to express its gratitude to Mr. Di Xiaofeng and Mr. Wang Xiangfei for their contributions to the development of the Company during their tenures of service.

As stated in the Announcement, if the Shareholders of the Company at the EGM approve the appointment of Ms. Lu Yingying and Mr. Xu Zhiming as independent non-executive Directors of the eighth session of the Board of the Company, the Board will agree that Ms. Lu Yingying will also serve as a member of the Audit Committee, a member of the Remuneration and Assessment Committee and the chairman of the Nomination Committee under the eighth session of the Board of the Company, and that Mr. Xu Zhiming will also serve as a member of the Audit Committee, a member of the Nomination Committee and the chairman of the Remuneration and Assessment Committee under the eighth session of the Board of the Company. The biographical details of Ms. Lu Yingying and Mr. Xu Zhiming are set out in the Announcement.

By Order of the Board

**Liu Yujun**

*Chairman*

Tianjin, the PRC  
11 November 2021

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