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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 2021 FOURTH EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 fourth 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 24 December 2021 at 2:00 p.m. 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 announcement in relation to (1) the Proposed Non-public Issuance of A Shares; (2) the Specific Mandate; and (3) the proposed adoption of the Shareholders' Return Plan dated 22 November 2021 (the “Announcement”) of the Company.

I. As special resolutions:

1. To consider and approve the proposal in relation to the plan for the Non-public Issuance of A Shares (2021), the major details of which are as follows (each to be considered and approved by way of separate special resolution):
 - 1.1 Class and par value of shares to be issued;
 - 1.2 Method and time of issuance;
 - 1.3 Target of issuance and method of subscription;
 - 1.4 Issue price and pricing principle;
 - 1.5 Number of shares issued;
 - 1.6 Use of proceeds;
 - 1.7 Lock-up arrangement;
 - 1.8 Place of listing;
 - 1.9 Arrangement relating to the accumulated undistributed profits; and
 - 1.10 Validity period of the resolution.

2. To consider and approve the proposal in relation to the proposed Non-public Issuance of A Shares (2021).
3. To consider and approve the proposal in relation to Feasibility Analysis Report on the Use of Proceeds from the Non-public Issuance of A Shares.
4. To consider and approve the proposal in relation to the Shareholders' Return Plan for the Next Three Years (2021-2023) of the Company.
5. To consider and approve the proposal in relation to the risk alert on the dilution of the current returns due to the Non-public Issuance of A shares and the relevant remedial measures.
6. To consider and approve the proposal in relation to the authorization granted to the Board and its authorized representative(s) to deal with matters related to the Non-public Issuance of A Shares:

“THAT

the Board and its authorized representative(s) be and are hereby granted the authorization to handle all matters relating to the Non-public Issuance of A Shares, including but not limited to:

- (i) To formulate and implement the detailed proposal of the Non-public Issuance of A Shares according to the issuance proposal approved by the EGM and the actual circumstances, including the time of issuance, number of shares to be issued, issue period, issue price, method of issuance, choice of subscribers, specific methods of subscription, proportion of subscription and other matters related to the issuance;
- (ii) To handle the tasks with respect to the filing, approval, etc. for the projects funded by the proceeds raised from the Non-public Issuance of A Shares, and to sign major contracts in the operational process of the investment projects for the Non-public Issuance of A Shares;
- (iii) To appoint the sponsor and other intermediary institutions and to handle the reporting matters in relation to the Non-public Issuance of A Shares, and to produce, amend and submit the relevant reporting materials in relation to the Non-public Issuance of A Shares and listing pursuant to the requirements of regulatory authorities;
- (iv) To determine to sign, supplement, amend, submit, report, execute, change, terminate and cancel all agreements and documents arising in the process of the Non-public Issuance of A Shares, including but not limited to underwriting agreement, sponsor agreement, engagement letters with intermediary institutions, share subscription agreements and other legal document;

- (v) To open a special bank account designated for the proceeds raised and to sign the relevant agreements in respect of the management and use of the proceeds raised;
- (vi) To adjust the specific arrangements of the investment projects within the scope of the laws and regulations and the resolutions of the EGM and according to the requirements of the competent authorities and the actual market circumstance;
- (vii) Upon the occurrence of force majeure or change of market conditions, or if there is new requirements of the laws and regulations or as required by the securities regulatory authorities in relation to the policy of non-public issuance of shares or the scale of proceeds to be raised from the Non-public Issuance of A Shares, to make adjustments to the detailed proposal of the Non-public Issuance of A Shares accordingly and continue to handle the issuance matters (other than the matters which are subject to the approval(s) at the shareholders' meeting according to the relevant laws, regulations and the Articles of Association);
- (viii) To handle the registration, locking and listing matters with the Shanghai Branch of China Securities Depository and Clearing Company Limited and the Shanghai Stock Exchange upon completion of the Non-public Issuance of A Shares;
- (ix) To handle the related matters including increasing the registered capital of the Company, amending the relevant articles in the Articles of Association and handling the registration in the industrial and commercial departments and the relevant filing procedures according to the actual issuance results of the Non-public Issuance of A Shares;
- (x) To submit the application to the China Securities Regulatory Commission (CSRC) to terminate the Non-public Issuance of A Shares and withdraw the application documents pursuant to the laws and regulations, or changes in the policies and market conditions in relation to the non-public issuance of shares of relevant regulatory authorities; and
- (xi) To handle other matters related to the Non-public Issuance of A Shares within the scope permitted by the laws, regulations and the Articles of Association.

The above authorization shall be valid for 12 months from the date of passing the resolution at the EGM.”

II. As ordinary resolutions:

1. To consider and approve the proposal in relation to the satisfaction of the criteria for Non-public Issuance of A Shares.

2. To consider and approve the proposal in relation to the undertakings of the controlling shareholders, indirect controlling shareholders, the Directors and the senior management of the Company in relation to implementation of the measures to fill the diluted current returns.

(For details of the above resolutions, please refer to the Announcement and the relevant overseas regulatory announcements of the Company dated 22 November 2021.)

By order of the Board
Liu Yujun
Chairman

Tianjin, the PRC
8 December 2021

As at the date of this notice, 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.

Notes:

- (1) The holders of shares (the “**Shareholders**”) whose names appear on the register of members at 4:30 p.m. on 21 December 2021 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 22 December 2021 to 24 December 2021, 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 21 December 2021. 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 21 December 2021 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 proxy to attend and vote on his behalf at the EGM. If more than one proxy is appointed by a Shareholder, such proxy shall only exercise his voting rights on a poll.
- (3) Shareholders can appoint a proxy by an instrument in writing (i.e. by using the enclosed form of proxy). In order to be valid, the form of proxy and, if such form of proxy 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 form of proxy.
- (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.

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