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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 SECOND H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2021 second H shareholders' class meeting (the **"H Shareholders' Class Meeting"**) 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 3:00 p.m. (or immediately after the 2021 second A shareholders' class meeting of the Company to be held on the same date and at the same place) 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.

(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 H shares (the “**H Shareholders**”) whose names appear on the register of members at 4:30 p.m. on 21 December 2021 will be entitled to attend the H Shareholders' Class Meeting. 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 Shares 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 H Shareholders' Class Meeting by bringing his/her own identity card or passport.
- (2) Each Shareholder having the rights to attend and vote at the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting. If more than one proxy is appointed by a Shareholder, such proxy shall only exercise his voting rights on a poll.
- (3) H 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 and the form of proxy, 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 H Shareholders' Class Meeting.

- (4) H Shareholders or their proxies shall present proofs of their identities upon attending the H Shareholders' Class Meeting. Should a proxy be appointed, the proxy shall also present the form of proxy.
- (5) The H Shareholders' Class Meeting is expected to last for about half a day. The Shareholders and their proxies attending the H Shareholders' Class Meeting 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

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