

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the ninth Annual General Meeting (“AGM”) of members of Tianjin Capital Environmental Protection Company Limited (the “Company”) will be held at 2/F., Buckingham Palace Room, Tianjin Lizunde Hotel, 33 Taiyehuan Road, He Ping District, Tianjin, the People’s Republic of China (the “PRC”) on 8th May 2001 at 9:00 am for the purpose of passing the resolutions as listed below:

I. As ordinary resolutions

1. To consider and approve the Report of the Director of the Company for the year ended 31st December 2000;
2. To consider and approve the Report of the Supervisory Committee 2000;
3. To review the Auditors’ Reports as submitted by PricewaterhouseCoopers Zhong Tian Certified Public Accountants Co., Ltd., Certified Public Accountants, PRC and PricewaterhouseCoopers, Certified Public Accountants, Hong Kong on the Accounts of the Company for 2000, and to consider and approve the Accounts of the Company, as respectively audited by the PRC and international certified public accountants;
4. To consider and approve the proposed distribution of profits of the Company for the year ended 31st December 2000;
5. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Co., Ltd., Certified Public Accountants, PRC and PricewaterhouseCoopers, Certified Public Accountants, Hong Kong as the auditors of the Company for the year ending 31st December 2001 and to authorize the Chairman to determine the terms for such appointment; and
6. To consider and approve the 2001 development plan of the Company.

II. As special resolution

To consider and approve the amendment of the Articles of Association of the Company. To amend Article 10 as follows:

Existing Article 10: The scope of operation of the Company shall be the description as approved by the companies registration authorities.

Scope of operation of : The scope of operation of the Company includes the development, the Company construction and management of urban infrastructural facilities; the development and operation of auxiliary urban infrastructural facilities; the importation of urban construction work technology; the financing, project development, construction and management of urban public road infrastructural facilities; the development and provision of environmental protection related products, facilities and technologies.

To approve the proposed amendment of the Articles of Association of the Company with details as follows:

Proposed Article 10: The scope of operation of the Company shall be the description as approved by the companies registration authorities.

Scope of operation of : The scope of operation of the Company includes the construction, the Company design, management, operation, technological consultation and auxiliary services of Dongjiao sewage water treatment plant and Jizhuangzi sewage water treatment plant in Tianjin and their respective auxiliary facilities; the construction, design, toll collection, maintenance and repair, management, operation, technological consultation and auxiliary services of Southeastern Half Ring of the middle ring of Tianjin; and the development and operation of environmental protection products.

III. Other business

By order of the Board

Fu Yana Ip Pui Sum

Company Secretaries

Tianjin, the PRC, 16th March 2001

Notes:

1. The register of members of the Company's H Shares will be closed from 7th April 2001 to 8th May 2001, both days inclusive, for the purpose of determining a Shareholder's List for the AGM. The last lodgement for share transfer must be made on 6th April 2001 at Hong Kong Registrars Limited by or before 4:00 pm;
2. Each Shareholder having the rights to attend and vote at the AGM is entitled to appoint one or more proxies (whether a Shareholder or not) to attend and vote on his behalf. Should more than one proxy be appointed by one 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 Proxy Form enclosed). The Proxy Form shall be signed by the person appointing the proxy or an attorney authorised by such person in writing. If the Proxy Form is signed by an attorney, the power of attorney or other documents of authorisation shall be notarially certified. To be valid, the Proxy Form and the notarially certified power of attorney or other documents of authorisation must be delivered to the above legal address of the Company in not less than 24 hours before the time scheduled for the holding of the AGM.
4. Shareholders or proxies who intend to attend the AGM are asked to send the reply slip for attendance duly completed and signed to the Secretarial Office on or before 18th April 2001 in person, by post or by fax. Please use the Proxy Form or its duplicate in writing.
5. Shareholders or their proxies shall present proofs of their identities upon attending the AGM. Should a proxy be appointed, the proxy shall also present the Proxy Form.
6. The AGM is expected to last for about half a day. The shareholders and proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.

The Company's registered address: No. 18 Jinlong Apartment, Shuishang Park North Road, Nankai District, Tianjin, the PRC.

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