

股東大會情況簡介 Shareholders' General Meetings

(一) 年度股東大會情況

本公司於2006年6月30日召開2005年年度股東大會，股東大會決議公告刊登在2006年7月3日的《上海證券報》、香港《文匯報》及《The Standard》，並以郵資已付的郵件送達H股股東。

本公司於2006年6月30日在天津市南開區衛津南路76號天津創業環保大廈五樓會議室召開2005年年度股東大會。出席本次會議的股東及股東代理人代表股份819,338,337股，佔本公司有表決權股份總數的61.57%。鑒於董事長馬白玉女士因故無法出席本次會議，經本公司第三屆董事會第三十一次會議於2006年6月14日審議，同意本公司董事、總經理顧啟峰先生出任公司2005年年度股東大會主席。本公司部分董事、監事和高級管理人員出席了本次會議，本公司律師列席了本次會議。本次會議召開程序符合《公司法》及《公司章程》的有關規定。

經本次會議審議通過的普通決議如下：

- (1) 同意本公司在境內外公佈的2005年年度報告和2005年年度報告摘要
- (2) 審議通過了經境內外會計師審計的本公司2005年度財務會計報告
- (3) 審議通過了本公司2005年度董事會工作報告及2006年度經營發展計劃

(1) Annual general meetings

The Company convened 2005 annual general meeting on 30 June 2006. Notice of the resolutions of the general meeting was published on Shanghai Securities, Hong Kong Wen Wei Po and The Standard on 3 July 2006 and has been sent to H Share shareholders by post with postage paid.

The 2005 annual general meeting was convened on 30 June 2006 at the Conference Room of the Company at 5th Floor, TCEP Building, 76 Weijin South Road, Tianjin. Shareholders and their proxies holding 819,338,337 Shares, representing 61.57% of the total voting Shares of the Company, attended the meeting. As Ms. Ma Baiyu, the Chairman was unable to attend the meeting due to her personal accord, and having been considered in the 31st Meeting of the Third Board held on 14 June 2006, it was agreed that the meeting to be chaired by Mr. Gu Qifeng, Director and general manager of the Company. The meeting was attended by certain Directors, Supervisors and senior management. The solicitor of the Company was present. The procedures for convening the meeting were in compliance with the requirements of the Company Law and the Articles of Association.

Ordinary resolutions considered and passed in the Meeting were as follows:

- (1) to agree with the 2005 Annual Report and Summary of the 2005 Annual Report to be announced by the Company overseas
- (2) to consider and pass the 2005 financial accounting report of the Company audited by overseas and domestic accountants
- (3) to consider and pass the 2005 Board Working Report and 2006 operation development plan of the Company

(一) 年度股東大會情況 (續)

- (4) 審議通過了本公司 2005 年度財務決算及 2006 年度財務預算報告
- (5) 審議通過了本公司 2005 年度利潤分配預案
- (6) 審議通過了關於繼續聘任普華永道中天會計師事務所有限公司和羅兵咸永道會計師事務所分別為本公司境內外審計師並提請股東大會授權董事會決定其酬金的建議
- (7) 審議通過了本公司 2005 年度監事會工作報告

經本次股東大會通過的特別決議案如下：

- (1) 審議通過了關於向股東大會申請授權配發及發行新股 (H 股) 的建議
- (2) 審議通過了關於本公司向中國人民銀行申請發行本金總額不超過人民幣 9 億元的短期融資券的議案
- (3) 審議通過了關於修訂本公司《公司章程》的議案

(1) Annual general meetings (Continued)

- (4) to consider and pass the 2005 financial final report and 2006 financial budget report
- (5) to consider and pass the 2005 profit distribution plan
- (6) to consider and pass the proposal regarding the reappointment of PricewaterhouseCoopers Zhong Tian CPAs Limited Company and PricewaterhouseCoopers as the Company's domestic and overseas auditors, and to submit to the general meeting the proposal authorising the Board to decide their remuneration
- (7) to consider and pass the 2005 working report of the Supervisory Committee

Special resolutions passed at the Meeting were as follows:

- (1) to consider and pass the proposal regarding application to the general meeting for authorization to allot and issue new Shares (H Shares)
- (2) to consider and pass the resolution regarding application to the People's Bank of China for the issue of short-term financial bonds with total principal amount of not exceeding RMB900 million by the Company
- (3) to consider and pass the resolution regarding amendments to the Articles of Association of the Company

(二) 臨時股東大會情況

1、2006年A股相關股東大會

本公司於2006年3月20日召開2006年A股相關股東大會，股東大會決議公告刊登在2006年3月21日的《上海證券報》、《中國證券報》、香港《文匯報》及《The Standard》，並以郵資已付的郵件送達H股股東。

本公司於2006年3月20日在天津市南開區衛津南路76號天津創業環保大廈五樓會議室召開2006年A股相關股東大會。會議的舉行採取現場投票、委託董事會投票與網絡投票相結合的方式。會議通過上交所交易系統向流通A股股東提供網絡形式的投票平台，流通A股股東可以在網絡投票時間內通過上交所的交易系統行使表決權。參加會議現場投票、委託董事會投票和通過網絡投票表決的本公司內資股股東（包括代理人）代表股份868,110,433股，佔本公司內資股股份總數的87.63%。現場會議由本公司董事長馬白玉女士主持，本公司部分董事、監事、高級管理人員、保薦機構相關人員、見證律師出席或列席了會議。會議的召集、召開符合《中華人民共和國公司法》、《上市公司股東大會規範意見》、《關於上市公司股權分置改革的指導意見》、《上市公司股權分置改革管理辦法》等法律、法規及規範性文件和本公司章程的規定。

(2) Extraordinary general meetings

1. A Shares related general meetings in 2006

The Company convened 2006 A Shares related general meeting on 20 March 2006. Notice of the resolutions of the general meeting was published on Shanghai Securities, China Securities Journal, Hong Kong Wen Wei Po and The Standard on 21 March 2006 and has been sent to H Share shareholders by post with postage paid.

The 2006 A Share related general meeting was convened on 20 March 2006 at the conference room of the Company at 5th Floor, TCEP Building, 76 Weijin South Road, Tianjin. The meeting adopted a combination of on-site voting, assigned voting by the Board and online voting. The meeting provided an online voting platform to the holders of circulating A Shares through the transaction system of the SSE, and holders of circulating A Shares can exercise their voting rights through the transaction system of the SSE within the time for online voting. There were Shareholders holding 868,110,433 Domestic Shares, representing 87.63% of the total Domestic Shares in the Company, participated in the on-site voting, assigned voting by the Board and online voting. The on-site meeting was chaired by Ms. Ma Baiyu, the Chairman, and the meeting was attended by certain Directors, Supervisors, senior management, related personnel of the sponsor, evidencing solicitor. The procedures for convening the meeting were in compliance with the requirements of the Company Law of the PRC, Regulated Opinions on General Meetings of Listed Companies, Guideline Opinions regarding Share Segregation Reform of Listed Companies, Administration Method on the Share Segregation Reform of Listed Companies and the Articles of Association of the Company.

(二) 臨時股東大會情況 (續)**1、2006年A股相關股東大會 (續)**

該會議審議通過了《天津創業環保股份有限公司股權分置改革方案》，其詳情請參閱本公司於2006年3月3日在上交所網站 <http://www.sse.com.cn> 上發佈的《天津創業環保股份有限公司股權分置改革說明書》(修訂稿)。

2、2006年第一次臨時股東大會

本公司於2006年5月29日召開2006年第一次臨時股東大會，股東大會決議公告刊登在2006年5月30日的《上海證券報》、香港《文匯報》及《The Standard》，並以郵資已付的郵件送達H股股東。

本公司於2006年5月29日在天津市南開區衛津南路76號天津創業環保大廈五樓會議室召開2006年第一次臨時股東大會。出席會議的股東及股東代理人代表股份824,024,337股。因會議審議的議案之交易為關聯交易，本公司控股股東市政投資回避表決，故出席本次會議有表決權的股東及股東代理人共代表股份26,871,728股，佔本公司有表決權股份總數的5.037%。由於董事長馬白玉女士因故無法出席，會議經本次臨時股東大會現場推舉由董事顧啟峰先生主持，本公司部分董事、監事和高級管理人員出席了會議，公司律師列席了會議。會議召開程序符合《公司法》及《公司章程》的規定。

(2) Extraordinary general meetings (Continued)**1. A Shares related general meetings in 2006 (Continued)**

The Meeting considered and passed the "Share Segregation Reform of Tianjin Capital Environmental Protection Company Limited". For details please see "Explanation on the Share Segregation Reform of Tianjin Capital Environmental Protection Company Limited" (amendment) announced by the Company on the website of the SSE <http://www.sse.com.cn> on 3 March 2006.

2. First extraordinary general meeting in 2006

The Company convened the First extraordinary general meeting on 29 May 2006. Notice of the resolutions of the general meeting was published on Shanghai Securities, Hong Kong Wen Wei Po and The Standard on 30 May 2006 and has been sent to H Share shareholders by post with postage paid.

The First extraordinary general meeting in 2006 was convened on 29 May 2006 at the Conference Room of the Company at 5th Floor, TCEP Building, 76 Weijin South Road, Tianjin. There were Shareholders holding 824,024,337 Shares present in person or by proxy. As the transaction to be considered in the meeting was a connected transaction, TMICL, the controlling Shareholder of the Company, abstained from voting, and therefore there were Shareholders holding 26,871,728 Shares with voting rights present in person or by proxy, representing 5.037% of the total Shares with voting rights in the Company. As Ms. Ma Baiyu, the Chairman was unable to attend the meeting due to her personal accord, the meeting was chaired by the Director, Mr. Gu Qifeng (being elected at the meeting). The meeting was attended by certain Directors, Supervisors and senior management. The solicitor of the Company was present. The procedures for convening the meeting were in compliance with the requirements of the Company Law and the Articles of Association.

(二) 臨時股東大會情況 (續)

2、2006年第一次臨時股東大會 (續)

經股東大會審議通過的普通決議如下：

審議通過了關於天津市排水公司與本公司於2006年3月20日訂立的《污水處理臨時服務協議》以及上限金額的議案。

3、2006年第二次臨時股東大會

本公司於2006年12月19日召開2006年第二次臨時股東大會，股東大會決議公告刊登在2006年12月20日的《上海證券報》、香港《文匯報》及《The Standard》，並以郵資已付的郵件送達H股股東。

本公司於2006年12月19日在天津市南開區衛津南路76號天津創業環保大廈五樓會議室召開2006年第二次臨時股東大會。出席會議的股東及股東代理人共代表股份812,542,609股，佔本公司有表決權股份總數的61.06%。會議由董事長馬白玉女士主持，本公司部分董事、監事和高級管理人員出席了會議，公司律師列席了會議。會議召開程序符合《公司法》及《公司章程》的規定。

(2) Extraordinary general meetings (Continued)

2. First extraordinary general meeting in 2006 (Continued)

Ordinary resolutions considered and passed at the general meeting were as follows:

To consider and pass the resolution regarding the "Sewage Water Processing Interim Service Agreement" entered into between Tianjin Sewage Company and the Company on 20 March 2006 and the cap amount

3. Second extraordinary general meeting in 2006

The Company convened the Second extraordinary general meeting on 19 December 2006. Notice of the resolutions of the general meeting was published on Shanghai Securities, Hong Kong Wen Wei Po and The Standard on 20 December 2006 and has been sent to H Share shareholders by post with postage paid.

The Second extraordinary general meeting in 2006 was convened on 19 December 2006 at the Conference Room of the Company at 5th Floor, TCEP Building, 76 Weijin South Road, Tianjin. There were Shareholders holding 812,542,609 Shares present in person or by proxy, representing 61.06% of the total Shares with voting rights of the Company. The meeting was chaired by Ms. Ma Baiyu, the Chairman. The meeting was attended by certain Directors, Supervisors and senior management. The solicitor of the Company was present. The procedures for convening the meeting were in compliance with the requirements of the Company Law and the Articles of Association.

(二) 臨時股東大會情況 (續)

3、2006年第二次臨時股東大會
(續)

經股東大會審議通過的普通決議如下：

- (1) 審議通過了選舉馬白玉女士為本公司第四屆董事會董事的議案
- (2) 審議通過了選舉顧啟峰先生為本公司第四屆董事會董事的議案
- (3) 審議通過了選舉安品東先生為本公司第四屆董事會董事的議案
- (4) 審議通過了選舉王占英先生為本公司第四屆董事會董事的議案
- (5) 審議通過了選舉譚兆甫先生為本公司第四屆董事會董事的議案
- (6) 審議通過了選舉付亞娜女士為本公司第四屆董事會董事的議案
- (7) 審議通過了選舉高寶明先生為本公司第四屆董事會獨立非執行董事的議案
- (8) 審議通過了選舉高宗澤先生為本公司第四屆董事會獨立非執行董事的議案
- (9) 審議通過了選舉王翔飛先生為本公司第四屆董事會獨立非執行董事的議案

(2) Extraordinary general meetings (Continued)

3. Second extraordinary general meeting in 2006 (Continued)

Ordinary resolutions considered and passed at the general meeting were as follows:

- (1) to consider and pass the resolution to elect Ms. Ma Baiyu as a Director of the Fourth Board
- (2) to consider and pass the resolution to elect Mr. Gu Qifeng as a Director of the Fourth Board
- (3) to consider and pass the resolution to elect Mr. An Pindong as a Director of the Fourth Board
- (4) to consider and pass the resolution to elect Mr. Wang Zhanying as a Director of the Fourth Board
- (5) to consider and pass the resolution to elect Mr. Tan Zhaofu as a Director of the Fourth Board
- (6) to consider and pass the resolution to elect Ms. Fu Yana as a Director of the Fourth Board
- (7) to consider and pass the resolution to elect Mr. Ko Poming as an independent non-executive Director of the Fourth Board
- (8) to consider and pass the resolution to elect Mr. Gao Zongze as an independent non-executive Director of the Fourth Board
- (9) to consider and pass the resolution to elect Mr. Wang Xiangfei as an independent non-executive Director of the Fourth Board

(二) 臨時股東大會情況 (續)

3、2006年第二次臨時股東大會
(續)

- (10) 審議通過了選舉張文輝先生為本公司第四屆監事會監事的議案
- (11) 審議通過了選舉聶有壯先生為本公司第四屆監事會監事的議案
- (12) 審議通過了選舉王豔敏女士為本公司第四屆監事會監事的議案
- (13) 審議通過了選舉張寶祥先生為本公司第四屆監事會監事的議案
- (14) 審議通過了關於本公司第四屆董事會董事薪酬的議案
- (15) 審議通過了關於公司對杭州天創水務有限公司貸款進行擔保的議案

經本次股東大會通過的特別決議案如下：

- (1) 審議通過了關於修訂本公司《股東大會議事規則》的議案
- (2) 審議通過了關於修訂本公司《董事會議事規則》的議案
- (3) 審議通過了關於修訂本公司《監事會議事規則》的議案

(2) Extraordinary general meetings (Continued)

3. Second extraordinary general meeting in 2006 (Continued)

- (10) to consider and pass the resolution to elect Mr. Zhang Wenhui as a Supervisor of the Fourth Supervisory Committee
- (11) to consider and pass the resolution to elect Mr. Nie Youzhuang as a Supervisor of the Fourth Supervisory Committee
- (12) to consider and pass the resolution to elect Ms. Wang Yanmin as a Supervisor of the Fourth Supervisory Committee
- (13) to consider and pass the resolution to elect Mr. Zhang Baoxiang as a Supervisor of the Fourth Supervisory Committee
- (14) to consider and pass the resolution regarding the remunerations for the Directors of the Fourth Board
- (15) to consider and pass the resolution regarding the guarantee provided by the Company on the loan to Hangzhou Tianjin Capital Water Company Limited

Special resolutions considered and passed at the general meeting were as follows:

- (1) to consider and pass the resolution regarding amendment of the "Rules of the Procedures of General Meetings"
- (2) to consider and pass the resolution regarding amendment of the "Rules of the Procedures of Board Meetings"
- (3) to consider and pass the resolution regarding amendment of the "Rules of the Procedures of Supervisory Committee Meetings"