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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 2011 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2011 first 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 17 August 2011 at 10:00 a.m. for the purpose of considering the resolution as listed below:

As special resolution:

1. To consider and approve the resolution regarding making an application to National Association of Financial Market Institutional Investors for the issuance of medium term notes in the total principal amount of not more than RMB1.4 billion.

For details in relation to the above resolution, please refer to the “Announcement on the Resolutions Passed at the 22nd Meeting of the Fifth Board” of the Company dated 30 June 2011.

By order of the Board
Zhang Wenhui
Chairman

Tianjin, the PRC
30 June 2011

As at the date of this notice, the Board comprises four executive Directors: Mr. Zhang Wenhui, Mr. Lin Wenbo, Ms. Fu Yana and Ms. Zhong Huifang; two non-executive Directors: Mr. An Pindong and Ms. Chen Yinxing; and three independent non-executive Directors: Mr. Xie Rong, Mr. Di Xiaofeng and Ms. Lee Kit Ying, Karen.

Notes:

- (1) The holders of shares (the “**Shareholders**”) whose names appear on the register of members at 4:00 p.m. on 15 July 2011 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 16 July 2011 to 16 August 2011, 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 Rooms 1712 -1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:00 p.m. on 15 July 2011. The holder of H Shares and whose name appears on the register of members of the Company’s H Shares at 4:00 p.m. on 15 July 2011 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 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 who intend to attend the EGM should complete and return the completed and signed reply slip for attendance to the office of the secretary of the Board at the Company’s principal office address on or before 27 July 2011 by hand, by post or by facsimile. Please use the enclosed reply slip or its copy for the purpose of confirmation.
- (5) 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.
- (6) 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.

Principal office address of the Company: TCEP Building, 76 Weijin South
Road, Nankai District,
Tianjin, the PRC

Postal Code: 300381

Telephone: 86-22-23930128

Facsimile: 86-22-23930126