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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2011 annual general 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 11 May 2012 at 10:00 a.m. for the purpose of considering the resolutions as listed below:

### **1. As ordinary resolutions:**

1. To consider and approve the 2011 annual report of the Company and the summary of the report announced within the PRC and overseas;
2. To consider and approve the financial reports of the Company for the year 2011, audited by the PRC and international auditors of the Company;
3. To consider and approve the working report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year 2011 and the operating strategy of the Company for the year 2012;
4. To consider and approve the final financial accounts of the Company for the year 2011 and the financial budget for the year 2012;
5. To consider and approve the proposal in respect of the profit appropriation plan of the Company for the year 2011;

6. To consider and approve the proposal in relation to the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company and PricewaterhouseCoopers as the PRC and international auditors of the Company respectively, and to authorize the Board to decide their remunerations;
7. To consider and approve the report of the supervisory committee of the Company for the year 2011;

**2. As Special resolution:**

8. To consider and approve the amendment to the Articles of Association of the Company.

For details of the above resolutions, please refer to the 2011 annual report of the Company published on the websites of the Shanghai Stock Exchange (<http://www.sse.com>) and The Stock Exchange of Hong Kong Limited (<http://www.hkex.com.hk>), and the Company's announcements dated 22 March 2012.

By order of the Board  
**Zhang Wenhui**  
*Chairman*

Tianjin, the PRC  
22 March 2012

*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 10th April 2012 will be entitled to attend the general meeting. 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 11th April 2012 to 11th May 2012, 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 4:00pm on 10th April 2012. The holder of H Shares and whose name appears on the register of members of the Company’s H Shares on 11th April 2012 or his/her proxy may attend the general meeting by bringing his/her own identity card or passport. The final dividend will be paid on or about 10 July 2012 to Shareholders on the register of the Company on 18 May 2012.
- (2) Each Shareholder having the rights to attend and vote at the general 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 general meeting. 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 general meeting.
- (4) Shareholders who intend to attend the general meeting 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 20th April 2012 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 general meeting. Should a proxy be appointed, the proxy shall also present the form of proxy.
- (6) The general meeting is expected to last for about half a day. The Shareholders and their proxies attending the general 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,  
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Postal Code: 300381

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