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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)

ANNOUNCEMENT ON THE RESOLUTION PASSED AT THE 2014 SECOND EXTRAORDINARY GENERAL MEETING

1. Convening and attendance of the meeting:

The 2014 Second Extraordinary General Meeting (the “**EGM**”) of Tianjin Capital Environmental Protection Group Company Limited (the “**Company**”) was held at 2:00 p.m. on 28 November 2014 at the conference room of the Company on 5th Floor, TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the People’s Republic of China (the “**PRC**”). A total of 9 shareholders and their proxies holding 749,092,480 shares, representing 52.49% of the total number of shares with voting rights of the Company, attended the EGM. Among them, 8 shareholders were shareholders of A shares and their proxies holding 720,190,634 shares, representing 50.46% of the total number of shares with voting rights of the Company, while 1 shareholder was shareholder of H shares and its proxy holding 28,901,846 shares, representing 2.03% of the total number of shares with voting rights of the Company. The procedures for convening the EGM and voting were in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. Mr. Zhang Wenhui, the Chairman of the Company, presided at the EGM.

As at the date of the EGM, the total number of issued shares of the Company entitling the holders to attend and vote for or against the resolution at the EGM is 1,427,228,430 shares.

Ms. Niu Jing, the internal auditor of the Company, Ms. Cheng Yuanbo and Mr. Zhang Wenhui, the shareholder representatives, and Ms. Wu Baolan, the supervisor of the Company, were appointed as the scrutineers for the vote-taking of the poll of the EGM.

2. Resolution considered:

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the announcement of the Company dated 10 October 2014.

Ordinary resolution considered and passed at the EGM was as follows:

1. To consider and approve the formation of the “Internal Accountability System for Violation of Laws and Regulations on Securities” of the Company.

748,855,680 shares in favour, representing 99.9684% of the total number of shares with voting rights held by shareholders who attended this meeting;

235,400 share in objection, representing 0.0314% of the total number of shares with voting rights held by shareholders who attended this meeting;

1,400 share in abstention, representing 0.0002% of the total number of shares with voting rights held by shareholders who attended this meeting.

719,953,834 A shares in favour, 235,400 A shares in objection, 1,400 A shares in abstention;

28,901,846 H shares in favour, 0 H share in objection, 0 H share in abstention.

3. Legal opinions issued by the Lawyers:

1. Name of law firm: Beijing Jun He Law Offices
2. Witness lawyers: Zhang Yaping and Liu Xiao, Solicitors
3. Summarised opinion: Procedures for the convening and holding of the Company’s EGM, qualifications of the persons attending the EGM and the convenor of the EGM, and the procedures for voting were in compliance with the laws and regulations and the relevant requirements under the Articles of Association of the Company, and the resolution thereby passed at the EGM is legally valid.

By order of the Board
Zhang Wenhui
Chairman

Tianjin, the PRC
28 November 2014

As at the date of this announcement, the Board comprises four executive Directors: Mr. Zhang Wenhui, Mr. Lin Wenbo, Ms. Fu Yana and Ms. Shi Zhenjuan; two non-executive Directors: Mr. An Pindong and Ms. Chen Yinxing; and three independent non-executive Directors: Ms. Lee Kit Ying, Karen, Mr. Gao Zongze and Mr. Guan Yimin.