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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 RESOLUTIONS PASSED AT THE 2014 ANNUAL GENERAL MEETING

1. Convening and attendance of the meeting:

The 2014 Annual General Meeting (the “AGM”) of Tianjin Capital Environmental Protection Group Company Limited (the “Company”) was held at 2:00 p.m. on 22 May 2015 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”). A total of 14 shareholders and their proxies holding 744,465,033 shares, representing 52.16% of the total number of shares with voting rights of the Company, attended the AGM. Among them, 13 shareholders were shareholders of A shares and their proxies holding 715,658,486 shares, representing 50.14% of the total number of shares with voting rights of the Company, while 1 shareholder was shareholder of H shares and its proxy holding 28,806,547 shares, representing 2.02% of the total number of shares with voting rights of the Company. The procedures for convening the AGM were in compliance with the requirements of the Company Law of the PRC and the Articles of Association of the Company. Mr. Liu Yujun, the Chairman of the Company, presided at the AGM.

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

Ms. Niu Jing, the internal auditor of the Company, Ms. Tang Mengzhe and Mr. Liu Yujun, the shareholder representatives, and Ms. Qi Lipin, the supervisor of the Company, were appointed as the scrutineers for the vote-taking of the poll at the AGM.

2. Resolutions considered:

Ordinary resolutions considered and passed at the AGM were as follows:

1. To consider and approve the 2014 annual report of the Company and the summary of the report announced within the PRC and overseas.

744,384,033 shares in favour, representing 99.99% of the total number of shares with voting rights held by shareholders who attended this meeting;

81,000 shares in objection, representing 0.01% of the total number of shares with voting rights held by shareholders who attended this meeting;

0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

715,577,486 A shares in favour, 81,000 A shares in objection, 0 A share in abstention;

28,806,547 H shares in favour, 0 H share in objection, 0 H share in abstention.

2. To consider and approve the working report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year 2014 and the operating strategy of the Company for the year 2015.

744,384,033 shares in favour, representing 99.99% of the total number of shares with voting rights held by shareholders who attended this meeting;

81,000 shares in objection, representing 0.01% of the total number of shares with voting rights held by shareholders who attended this meeting;

0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

715,577,486 A shares in favour, 81,000 A shares in objection, 0 A share in abstention;

28,806,547 H shares in favour, 0 H share in objection, 0 H share in abstention.

3. To consider and approve the final financial accounts of the Company for the year 2014 and the financial budget for the year 2015.

744,384,033 shares in favour, representing 99.99% of the total number of shares with voting rights held by shareholders who attended this meeting;

81,000 shares in objection, representing 0.01% of the total number of shares with voting rights held by shareholders who attended this meeting;

0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

715,577,486 A shares in favour, 81,000 A shares in objection, 0 A share in abstention;

28,806,547 H shares in favour, 0 H share in objection, 0 H share in abstention.

4. To consider and approve the proposal in respect of the profit appropriation plan of the Company for the year 2014.

744,384,033 shares in favour, representing 99.99% of the total number of shares with voting rights held by shareholders who attended this meeting;

81,000 shares in objection, representing 0.01% of the total number of shares with voting rights held by shareholders who attended this meeting;

0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

715,577,486 A shares in favour, 81,000 A shares in objection, 0 A share in abstention;

28,806,547 H shares in favour, 0 H share in objection, 0 H share in abstention.

5. To consider and approve the proposal in relation to the re-appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the PRC and international auditors of the Company respectively, and to authorize the Board to decide their remunerations.

744,384,033 shares in favour, representing 99.99% of the total number of shares with voting rights held by shareholders who attended this meeting;

81,000 shares in objection, representing 0.01% of the total number of shares with voting rights held by shareholders who attended this meeting;

0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

715,577,486 A shares in favour, 81,000 A shares in objection, 0 A share in abstention;

28,806,547 H shares in favour, 0 H share in objection, 0 H share in abstention.

6. To consider and approve the working report of the supervisory committee of the Company for the year 2014.

744,384,033 shares in favour, representing 99.99% of the total number of shares with voting rights held by shareholders who attended this meeting;

81,000 shares in objection, representing 0.01% of the total number of shares with voting rights held by shareholders who attended this meeting;

0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

715,577,486 A shares in favour, 81,000 A shares in objection, 0 A share in abstention;

28,806,547 H shares in favour, 0 H share in objection, 0 H share in abstention.

7. To consider and approve the working report of independent Directors of the Company for the year 2014.

744,384,033 shares in favour, representing 99.99% of the total number of shares with voting rights held by shareholders who attended this meeting;

81,000 shares in objection, representing 0.01% of the total number of shares with voting rights held by shareholders who attended this meeting;

0 share in abstention, representing 0% of the total number of shares with voting rights held by shareholders who attended this meeting.

715,577,486 A shares in favour, 81,000 A shares in objection, 0 A share in abstention;

28,806,547 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: Xiao Yi and Liu Xiao, Solicitors
3. Summarised opinion: Procedures for the convening and holding of the Company's AGM, qualifications of the persons attending the AGM and the convenor of the AGM, 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 all resolutions thereby passed at the AGM are legally valid.

By order of the Board
Liu Yujun
Chairman

Tianjin, the PRC
22 May 2015

As at the date of this announcement, the Board comprises four executive Directors: Mr. Liu Yujun, Mr. Lin Wenbo, Ms. Fu Yana and Ms. Cao Shuo; 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.