



Tianjin Capital Environmental Protection Company Limited
天津創業環保股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock code: 1065)

**Announcement in relation to the resolutions passed at
the 18th Meeting of the Fourth Board
and
Resignation and Appointment of Company Secretary**

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Hong Kong Stock Exchange**”).

Tianjin Capital Environmental Protection Company Limited (the “**Company**”) and all members of the board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby warrant the truth, accuracy and completeness of the contents in this announcement, and accept joint responsibilities for any false information, misleading statements or material omission in this announcement.

The 18th Meeting of the Fourth Board of the Company was held on 29th April 2008 at 10:30 a.m. at the conference room of the Company at 5/F, TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the People's Republic of China (the “**PRC**”). The meeting was chaired by Ms. Ma Baiyu, the Chairman of the Company. There should be nine Directors to attend the meeting and eight Directors were present in the meeting. Because of business reasons, the independent non-executive Director, Mr. Xie Rong, was unable to attend the Board meeting and entrusted independent non-executive Director, Mr. Ko Poming, to vote on his behalf. Members of the supervisory committee and the senior management of the Company, and auditors of the Company have attended the meeting.

The procedures for convening this meeting have complied with the relevant provisions of the Company Law of the PRC and the Articles of Association of the Company. All Directors attended the meeting approved the following resolutions:

1. The 2007 annual report and its summary published by the Company in the PRC and overseas were considered and approved;
2. The financial statements of the Company for the year 2007, as respectively audited by the PRC and international auditors of the Company were considered and approved;
3. The working report of the Board for 2007 and the operating development plan of the Company for the year 2008 (details of which are set out in the section headed “Directors’ Report” in the 2007 annual report) were considered and approved;
4. The final financial accounts of the Company for the year 2007 and the financial budget of the Company for the year 2008 were considered and approved;

5. The proposal in respect of the profit appropriation plan of the Company for the year 2007 was considered and approved:

As audited by PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company and PricewaterhouseCoopers respectively, net profit attributable to the Company in 2007 was RMB183.81 million. Pursuant to the relevant requirements of the Company Law of the PRC and the Articles of Association of the Company, a Statutory Common Reserve in the amount of RMB15.58 million was taken, adding the undistributed profit of RMB740.61 million at the beginning of the year, and less 2006 cash dividends of RMB56.11 million distributed in 2007, the actual distributable profits attributable to shareholders for this year was RMB852.73 million. Pursuant to the profit distribution policy for 2007, a cash dividend of RMB 0.40 (inclusive of tax) per 10 shares will be paid to all shareholders. The distribution proposal shall be implemented after being submitted to the 2007 annual general meeting for consideration and approval.

No transfer from the capital reserve fund to share capital was made for 2007.

6. The proposals for the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company and PricewaterhouseCoopers as the PRC and international auditors of the Company respectively, by the audit committee of the Company and the submission to the general meeting to authorize the Board to decide their remuneration were considered and approved;
7. The proposal for the application to the general meeting to authorise the Board for the allotment and issue of new shares (“H shares”) of the Company were considered and approved:
 - (a) Subject to paragraphs (c) and (d), and pursuant to the Listing Rules (as amended from time to time) and the Company Law of the PRC, the Directors are generally and unconditionally authorized to exercise all the rights of the Company, to allot and issue new shares individually and collectively during the Relevant Period (as defined below) and the terms and conditions for the Directors to exercise their authority to determine the allotment and issue of new shares include, inter alia:
 - (1) the number of new shares to be issued;
 - (2) the issue price of the new shares;
 - (3) the date for the commencement and closing of the issue;
 - (4) the number of new shares to be issued to the existing shareholders of the Company; and
 - (5) to make or grant offer proposals, agreements and options as may be necessary in the exercise of such powers.
 - (b) To make or grant offer proposals, agreements and options to the Directors of the Company as required or may be required in the exercise of such powers during the Relevant Period (as defined below) as referred to in paragraph (a) or after the expiry of the Relevant Period (as defined below).

- (c) The total nominal amount of overseas listed foreign shares (other than those issued under the Company Law of the PRC and the Articles of Association of the Company by the capitalisation of the statutory capital reserve fund) agreed to allot or conditionally or unconditionally agreed to allot by the Directors pursuant to paragraph (a) (whether pursuant to the exercise of options or otherwise) shall not exceed 20% of the overseas listed foreign shares of the Company existing in issue.
 - (d) Upon the exercise of the powers pursuant to paragraph (a) above, the Directors shall:
 - (1) comply with the Company Law of the PRC and the Listing Rules (as amended from time to time); and
 - (2) obtain the approval from the China Securities Regulatory Commission.
 - (e) For the purpose of this resolution:

“Relevant Period” refers to the period from the date of the passing of this resolution to the earliest of following:

 - (1) twelve months after the passing of this resolution;
 - (2) conclusion of the forthcoming annual general meeting of the Company; and
 - (3) the date of the passing of a special resolution to revoke or amend this general mandate as referred to in this resolution by shareholders at the general meeting of the Company.
 - (f) Subject to the approval by the relevant authorities of the PRC and pursuant to the Company Law of the PRC, when exercising the powers under paragraph (a) above, the Directors are authorized:
 - (1) to increase the registered capital of the Company to the required amount respectively;
 - (2) to perform the relevant procedure pursuant to the relevant requirements of the China Securities Regulatory Commission; and
 - (3) subject to the approval by the relevant authorities of the PRC, to authorize the Board to make appropriate and necessary amendments to the Articles of Association of the Company, so as to reflect the changes in the registered capital of the Company that may have arisen under this general mandate.
8. The proposal regarding the convening of 2007 annual general meeting was considered and passed;

9. The proposal for adjustments to the remuneration of the Company's senior management was considered and approved;

I. Annual remuneration standard adjustment plan:

Positions	Annual remuneration standard after adjustments			Total annual salary (RMB)
	Basic annual salary (RMB)	Annual salary in respect of duties (RMB)	Annual salary in respect of performance (RMB)	
General Manager	60,000	203,200	150,400	413,600
Deputy general manager (operations)	60,000	153,600	122,000	335,600
Deputy general manager (management)	60,000	153,600	91,500	305,100

II. Explanation of additional annual reward

The Company has established a highly effective performance appraisal system. Senior management of the Company has to enter into a letter of objectives and responsibilities with the Company each year and has to be assessed at the end of the year. Rewards for over accomplishment of objectives are given in accordance with the performance appraisal system of the Company and subject to the final approval of the general manager.

10. The resolution regarding the application for loan facilities was considered and approved;

According to the operation plans and annual budget of the Company, in order to satisfy the Company's production needs, for the obtaining of the new credit facilities of not more than RMB1.4 billion (including replacement loans) during the year, the Board authorized the management of the Company to negotiate with the bank under reasonable control of capital costs.

11. The resolution regarding the resignation of Mr. Kwan Man Fai as the Company Secretary in Hong Kong and the appointment of Mr. Lo Wai Keung, Eric as the new Company Secretary in Hong Kong were considered and approved;

The Company Secretary in Hong Kong, Mr. Kwan Man Fai, resigned as the Company Secretary in Hong Kong due to job transfer and the Board of the Company has approved the resignation of Mr. Kwan Man Fai, which came into effect on 30th April 2008. Pursuant to the relevant requirements and our needs in the Hong Kong capital market, the Company has appointed Mr. Lo Wai Keung, Eric as the new Company Secretary in Hong Kong from 30th April 2008 until 28th December 2009.

Biography of Mr. Lo Wai Keung, Eric:

Mr. Lo Wai Keung, Eric, aged 32, was graduated from the Chinese University of Hong Kong with a bachelor degree in business administration. Mr. Lo obtained a postgraduate diploma in laws from the Manchester Metropolitan University and a postgraduate certificate in laws from the University of Hong Kong. Mr. Lo is a solicitor admitted in Hong Kong and has extensive experience in handling compliance related matters for listed companies.

12. The 2008 first quarterly report and its summary published by the Company in the PRC and overseas were considered and approved.

(Items 1 to 7 above are required to be submitted to the 2007 annual general meeting for consideration.)

By Order of the Board
Ma Baiyu
Chairman

Tianjin, the PRC
29th April 2008

As at the date of this announcement, the Board comprises executive Directors: Ms. Ma Baiyu, Mr. An Pindong, Mr. Gu Qifeng, Mr. Wang Zhanying, Mr. Tan Zhaofu and Ms. Fu Yana and independent non-executive Directors: Mr. Ko Poming, Mr. Xie Rong and Mr. Di Xiaofeng.