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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 First Meeting of the Sixth Board of Directors

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

The first meeting of the sixth Board of the Company was held on 18 December 2012 by way of facsimile. Nine Directors should attend the meeting and nine Directors have attended. The following matters were considered and approved at the meeting:

1. The election of Mr. Zhang Wenhui as the chairman of the sixth Board of the Company.

Mr. Zhang Wenhui's term of office shall take effect from 18 December 2012 to 17 December 2015. For details of Mr. Zhang's biography, please refer to the circular of the Company dated 31 October 2012.

2. The resolution in relation to the election of members and chairman of the Audit Committee.

The Board agreed that the Audit Committee of the sixth Board of the Company was established comprising three independent non-executive Directors of the sixth Board of the Company, namely, Mr. Xie Rong, Mr. Di Xiaofeng and Ms. Lee Kit Ying, Karen, and Mr. Xie Rong was elected as the chairman of the Audit Committee in charge of the work of the Audit Committee. The term of office of the Audit Committee members shall be same as their term of office for being the Directors of the sixth Board. For details of the above persons' biographies, please refer to the circular of the Company dated 31 October 2012.

3. The resolution in relation to the election of members and chairman of the Remuneration and Assessment Committee.

The Board agreed that the Remuneration and Assessment Committee of the sixth Board of the Company was established comprising three independent non-executive Directors of the sixth Board of the Company, namely, Mr. Xie Rong, Mr. Di Xiaofeng and Ms. Lee Kit Ying, Karen, and Ms. Lee Kit Ying, Karen was elected as the chairman of the Remuneration and Assessment Committee in charge of the work of the Remuneration and Assessment Committee. The term of office of the Remuneration and Assessment Committee members shall be same as their term of office for being the Directors of the sixth Board.

4. The resolution in relation to the election of members and chairman of the Nomination Committee.

The Board agreed that the Nomination Committee of the sixth Board of the Company was established comprising three independent non-executive Directors of the sixth Board of the Company, namely, Mr. Xie Rong, Mr. Di Xiaofeng and Ms. Lee Kit Ying, Karen, as well as Mr. Zhang Wenhui, the chairman of the Company, and Mr. Lin Wenbo, the executive Director. Mr. Di Xiaofeng was elected as the chairman of the Nomination Committee in charge of the work of the Nomination Committee. The term of office of the Nomination Committee members shall be same as their term of office for being the Directors of the sixth Board.

5. The resolution in relation to the election of members and chairman of the Strategic Committee.

The Board agreed that the Strategic Committee of the sixth Board of the Company was established comprising Mr. Zhang Wenhui, the chairman of the Company, Mr. Lin Wenbo and Ms. Fu Yana, the executive Directors, Mr. An Pindong, the non-executive Director, and Mr. Xie Rong, the independent non-executive Director. Mr. Zhang Wenhui was elected as the chairman of the Strategic Committee in charge of the work of the Strategic Committee. The term of office of the Strategic Committee members shall be same as their term of office for being the Directors of the sixth Board. For details of the above persons' biographies, please refer to the circular of the Company dated 31 October 2012.

6. The appointment of Mr. Lin Wenbo as the general manager of the Company.

The Board has agreed to the appointment of Mr. Lin Wenbo as the general manager of the Company, with a term of office from 18 December 2012 to 17 December 2015. For details of Mr. Lin Wenbo's biography, please refer to the circular of the Company dated 31 October 2012.

7. The appointment of ten persons, including Ms. Fu Yana, as the deputy general managers, chief engineer and chief accountant of the Company.

The Board has agreed to the appointment of Ms. Fu Yana, Mr. Deng Biao, Mr. Yang Guang, Mr. Zhao Yi, Mr. Wang Hong, Mr. Zhang Qiang, Mr. Tang Fusheng and Mr. Zhang Jian as the deputy general managers of the Company; and the appointment of Mr. Li Yuqing and Ms. Shi Zhenjuan as the chief engineer and chief accountant of the Company respectively. The term of office of the above persons shall take effect from 18 December 2012 to 17 December 2015. For details of their biographies, please refer to the 2011 annual report and the circular of the Company dated 31 October 2012.

8. The appointment of Ms. Fu Yana as the secretary to the sixth Board of the Company.

The Board has agreed to the appointment of Ms. Fu Yana as the secretary to the sixth Board of the Company to assist the Board in performing its various duties, with a term of office from 18 December 2012 to 17 December 2015.

9. The appointment of Ms. Guo Fengxian as the securities affairs representative of the Company.

The Board has agreed to the appointment of Ms. Guo Fengxian as the securities affairs representative of the Company to assist the secretary to the Board in performing various duties, with a term of office from 18 December 2012 to 17 December 2015.

10. The appointment of Mr. Lo Wai Keung, Eric as the company secretary of the Company (Hong Kong).

The Board has agreed to the appointment of Mr. Lo Wai Keung, Eric as the company secretary of the Company (Hong Kong), to assist in handling the affairs of the Company in Hong Kong, with a term of office from 18 December 2012 to 17 December 2015. For details of Mr. Lo's biography, please refer to the 2011 annual report of the Company.

11. The resolution in relation to the determination of the remuneration and assessment plans for senior management officers.

Key points of the remuneration and assessment plans for the newly appointed senior management officers of the Company are as follows:

Annual remuneration includes standard annual salary and performance annual salary, in which performance annual salary reflects the assessment of the accomplishment of objectives in accordance with the operation plan and accomplishment of objectives by the Company, while additional bonus are rewards for over accomplishment of objectives in accordance with the operation plan and accomplishment of objectives by the Company.

The Company will set an annual operation plan and objectives, and will sign a letter of objectives and responsibilities with senior management officers, which will be submitted for the Board's approval. The Board will assess the operation plan and accomplishment of objectives by the Company at the end of the year and determine the amounts of performance annual salary and additional bonus.

Mr. Xie Rong, Mr. Di Xiaofeng and Ms. Lee Kit Ying, Karen, the independent non-executive Directors of the Company, are of the opinion that the procedures for the appointment of the senior management officers at the first meeting of the sixth Board of the Company are in compliance with the Company Law of the PRC, the Articles of Association of the Company and relevant laws and regulations, and that the educational background and working experience of relevant appointees can satisfy the job requirements of the relevant positions.

By Order of the Board
Zhang Wenhui
Chairman

Tianjin, the PRC
18 December 2012

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: Mr. Xie Rong, Mr. Di Xiaofeng and Ms. Lee Kit Ying, Karen.