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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)

**(1) THE RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(2) PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR**

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

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

THE RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Company hereby announces that on 27 March 2023, the Board received the written resignation from our independent non-executive Director, Mr. Tian Liang. Due to the reason of personal career development, Mr. Tian Liang has tendered his resignation as the independent non-executive Director of the ninth session of the Board, a member of the Audit Committee, a member of the Nomination Committee, a member of the Remuneration and Assessment Committee of the Company. Mr. Tian Liang ceased to hold any position in the Company upon his resignation.

As the resignation of Mr. Tian Liang will result in the number of independent non-executive Directors of the Company falling below one-third of the members of the Board, and the number of independent non-executive Directors in Nomination Committee under the Board falling below the statutory quorum, the resignation of Mr. Tian Liang shall take effect upon the vacancy is filled by a succeeding independent non-executive Director in accordance with the requirements of the relevant laws and regulations as well as the articles of association of the Company. Prior to that, Mr. Tian Liang will continue to perform his duties as an independent non-executive Director and the members of the Board committees in accordance with relevant laws and regulation. The Company will complete the election of succeeding independent non-executive Director and members of the Board committees as soon as practicable and perform its obligations of information disclosure in a timely manner in accordance with the relevant laws and regulations as well as the articles of association of the Company.

As of the date of this announcement, Mr. Tian Liang has not held any share of the Company, and there are no commitments that should have been fulfilled. Mr. Tian Liang has confirmed that he does not have any disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the shareholders of the Company.

The Company would like to express its sincere gratitude to Mr. Tian Liang for his contribution to the Company during his tenure of office.

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

For the purpose of filling the vacancies arising from the resignations of Mr. Tian Liang as independent non-executive Director of the Company, the Board is pleased to announce that the Company has proposed to appoint Ms. Liu Fei* (劉飛) (“**Ms. Liu**”) as independent non-executive Director of the Company, with her term of office commencing on the date of approval at the 2022 annual general meeting of the Company (the “**AGM**”) and ending on the expiration of the ninth session of the Board of the Company (i.e. 7 September 2025).

If the shareholders of the Company approve the appointment of Ms. Liu as an independent non-executive Director of the ninth session of the Board of the Company at the AGM, the Board will appoint Ms. Liu concurrently to act as a member of the Audit Committee, a member of the Nomination Committee and a member of the Remuneration and Assessment Committee under the ninth session of the Board of the Company, and her term of office shall be the same as the term of the ninth session of the Board of the Company.

The appointment of Ms. Liu as an independent non-executive Director of the Company is subject to approval by shareholders of the Company at the AGM.

The biographical details of Ms. Liu are set out below:

Ms. Liu Fei, aged 44, is a member of the Communist Party of China. She holds a master degree in Legal Studies from East China University of Political Science and Law and is a qualified solicitor. She is now a senior partner of the AllBright Law Offices in Shanghai. Ms. Liu is one of the earliest lawyers to provide legal services for infrastructure investment finance. At the same time, she has rich experience in investment and financing of infrastructure business model, deal structuring, project financing, corporate governance, infrastructure REITs and ABS Issuance, etc. Since 2003, Ms. Liu has provided legal service for hundreds of infrastructure investment finance projects. Her clients includes various kinds of transaction parties, such as provincial governments, influential construction and real estate enterprises, well-known industry operation enterprises and large financial institutions with projects covering various infrastructure domains, such as transportation (high-speed railway, rail-transit, highway, airport), regional comprehensive development, ecological construction and environmental protection, energy, water conservancy construction, municipal engineering projects, tourism, education, medical care and culture, etc. Ms. Liu is now a legal expert of PPP expert bank of the Ministry of Finance, a expert of oriented invitations of PPP expert bank of the National Development and Reform Commission, evaluation expert of the third and fourth batch of PPP demonstration projects of the Ministry of Finance, evaluation expert of the second batch of PPP demonstration projects of NDRC and a register legal expert of the Asian Development Bank. Ms. Liu has been awarded the titles of “2020 ALB China Top 15 Female Lawyers,” “Chambers Global Guide 2022 Recommended Lawyers for Projects and Infrastructure” and “Chambers Greater China Region Guide 2023 Recommended Lawyers for Projects and Infrastructure.”

Save as stated above and to the best information of the Directors, Ms. Liu does not have any connection with any Directors, supervisors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Ms. Liu did not hold any directorship in other public companies (whose securities were listed on any stock market in Hong Kong or overseas) in the past three years, nor held any other position in the Company or any of its subsidiaries. To the best information of the Directors, as at the date of this announcement, Ms. Liu does not have any interest in the shares of the Company as defined in Part XV of the SFO, Chapter 571 of the Laws of Hong Kong.

Upon approval of Ms. Liu appointment at the AGM, Ms. Liu will enter into a service contract with the Company, the term of office will commence on the date of approval at the AGM and will end on 7 September 2025. The director's emoluments for Ms. Liu will follow the Company's remuneration standard of independent non-executive Directors of the ninth session of the Board approved at the 2022 second extraordinary general meeting (i.e. RMB120,000 per year). Such emoluments have been determined with reference to the Company's remuneration policy of the directors, the relevant experience, duties and responsibilities, and the prevailing market standard for directors.

ANNUAL GENERAL MEETING

Matters relating to the appointment of Ms. Liu as an independent non-executive Director is subject to approval at the AGM. The Company will seek, among others, approval from shareholders of the Company for the appointment of Ms. Liu as an independent non-executive Director at the AGM. At the AGM, the ordinary resolutions proposed shall be voted by poll. The notice of AGM shall be dispatched to shareholders as soon as practicable.

OPINIONS OF THE BOARD

Since the Board is of the view that Ms. Liu meets the appointment requirements of the independent non-executive Director of the Company, and that the aforesaid proposal on the appointment of independent non-executive Director is fair and reasonable and in the interest of the Company and its shareholders as a whole, the Board will recommend the shareholders of the Company to vote in favour of the relevant ordinary resolution to be proposed at the AGM.

By order of the Board
Ji Guanglin
Chairman

Tianjin, the PRC
27 March 2023

As at the date of this announcement, the Board comprises three executive Directors: Mr. Ji Guanglin, Mr. Li Yang and Ms. Jing Wanying; three non-executive Directors: Ms. Peng Yilin, Mr. An Pindong and Mr. Liu Tao; and three independent non-executive Directors: Mr. Xue Tao, Mr. Wang Shanggan and Mr. Tian Liang.

* *For identification purposes only*