



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Tianjin Capital Environmental Protection Group Company Limited

Date Submitted: 02 January 2024

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	H	Listed on SEHK (Note 1)	Yes	
Stock code	01065	Description	H Shares			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		340,000,000	RMB	1	RMB	340,000,000
Increase / decrease (-)		0			RMB	0
Balance at close of the month		340,000,000	RMB	1	RMB	340,000,000

2. Class of shares	Ordinary shares	Type of shares	A	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	A Shares			
		Number of authorised/registered shares	Par value		Authorised/registered share capital	
Balance at close of preceding month		1,230,418,085	RMB	1	RMB	1,230,418,085
Increase / decrease (-)		0			RMB	0
Balance at close of the month		1,230,418,085	RMB	1	RMB	1,230,418,085

Total authorised/registered share capital at the end of the month: RMB 1,570,418,085

II. Movements in Issued Shares

1. Class of shares	Ordinary shares	Type of shares	H	Listed on SEHK (Note 1)	Yes	
Stock code	01065	Description	H Shares			
Balance at close of preceding month			340,000,000			
Increase / decrease (-)			0			
Balance at close of the month			340,000,000			

2. Class of shares	Ordinary shares	Type of shares	A	Listed on SEHK (Note 1)	No	
Stock code	N/A	Description	A Shares			
Balance at close of preceding month			1,230,418,085			
Increase / decrease (-)			0			
Balance at close of the month			1,230,418,085			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable		Ordinary shares	Type of shares	A	Shares issuable to be listed on SEHK (Note 1)	No	
Stock code of shares issuable (if listed on SEHK) (Note 1)							
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). A Share Option Incentive Scheme Exercise Price RMB6.58 (after adjustment)	11,352,500			11,352,500		11,352,500	11,352,500
General Meeting approval date (if applicable)		23 December 2020					

Total A (Ordinary shares A): _____

Total funds raised during the month from exercise of options: RMB _____ 0

Remarks:

(1) A total of 12,170,000 share options (the "First Grant Share Options") could be granted by the Company for the first grant of share options under the A Share Option Incentive Scheme as approved by the shareholders on 23 December 2020 (the "Scheme"). The date of First Grant of Share Options under the Scheme is 21 January 2021.

(2) A total of 1,348,000 reserved share options (the "Reserved Share Options") could be granted by the Company upon fulfillment of the reserved grant conditions under the Scheme. The date of grant of the Reserved Share Options under the Scheme is 21 December 2021.

(3) The Vesting Period of the First Grant Share Options and Reserved Share Options granted to the Participants under the Scheme (i.e. the interval between the Date of Grant and the first Exercise Date) is 24 months, and the exercise of options is not allowed during the Vesting Period.

(4) The Board approved the adjustments to the Exercise Price of the Share Options and the cancellation of part of the Share Options on 22 February 2023. As a result, the Exercise Price of the First Grant Share Options after adjustments was adjusted to RMB6.72 per Share and a total of 2,165,500 First Grant Share Options was cancelled.

(5) The Company has completed the approval procedures of the voluntary exercise during the First Exercise Period with Shanghai Branch of the China Securities Depository and Clearing Corporation Limited, the First Exercise Period for the First Grant Share Options is from 31 May 2023 to 20 January 2024.

(6) The Board approved the adjustments to the Exercise Price of the Share Options on 29 June 2023 for the purpose of the implementation of the profit distribution plan completed on 3 July 2023. As a result, the Exercise Price for the First Grant Share Options after adjustments was adjusted to RMB6.58 per Share.

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed) Not applicable

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares A during the month (i.e. Total of A to E) _____

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Jing Wanying

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "class of shares issuable" should be construed as "class of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"