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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)

NOTICE OF 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 annual general meeting (the “**AGM**”) of Tianjin Capital Environmental Protection Group Company Limited (the “**Company**”) will be held 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**”) on 5 June 2024 at 2:00 p.m. for the purpose of considering the resolutions as listed below:

Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the related announcements of the Company dated 22 March 2024 and the circular dated 6 May 2024.

I. As ordinary resolutions:

1. To consider and approve the 2023 annual report of the Company and the summary of the report announced within the PRC and overseas.
2. To consider and approve the working report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year 2023.
3. To consider and approve the final financial accounts of the Company for the year 2023 and the financial budget of the Company for the year 2024.
4. To consider and approve the proposal in respect of the profit appropriation plan of the Company for the year 2023.
5. To consider and approve the working report of the supervisory committee of the Company for the year 2023.
6. To consider and approve the working report of independent non-executive directors of the Company for the year 2023.
7. To consider and approve the proposal in relation to the appointment of WUYIGE Certified Public Accountants LLP as the external auditor of the Company, and to propose to authorize the Board to determine its remuneration.

II. As special resolutions:

8. To consider and approve the provision of additional Guarantees by the Company for the financing of its Subsidiaries not exceeding the total amount of RMB3,746,400,000 and the matters relating to the authorization to the Board of the Company.
9. To consider and approve the proposed granting of a general mandate to the Board of Directors by simplified procedure to issue A Shares, the aggregate number of which shall not exceed 30% of the total share capital of the Company prior to the issuance, and the gross proceeds from which shall not exceed RMB300 million and shall not exceed 20% of the net assets as at the end of the most recent year for a period commencing from the date on which this resolution is approved at the AGM to the date of the 2024 annual general meeting of the Company, and to authorize the Board and its authorized persons to approve, execute and carry out, or cause to be executed and carried out, all such documents, deeds and matters as they consider necessary for the purposes of the general mandate under the simplified procedures.
10. To consider and approve the registration and issuance of technology and innovation green corporate bonds of the Company and the proposal of issuance.
11. To consider authorizing the Chairman of the Company and his authorized persons to be responsible for matters in relation to the issuance of technology and innovation green corporate bonds on a fully authorized basis:
 - (i) Within the scope permitted by laws and regulations, to decide on the specific issuance plan for the issuance of green corporate bonds by the Company and to amend or adjust the terms of the application for the issuance of corporate bonds in accordance with the market conditions and the Company's needs, including but not limited to the issuance quota, the number of issuance tranches, the timing of issuance, the term of issuance, the interest rate of the issuance, the underwriting method, the guarantee method, the use of the proceeds of issuance, and all other matters relating thereto;
 - (ii) To be responsible for amending, signing and filing contracts, agreements and relevant legal documents relating to the registration of the issuance of green corporate bonds, and to handle the filing and registration procedures for the issuance of green corporate bonds;
 - (iii) In the event of changes in regulatory policies or market conditions, adjustments may be made to the specific proposal for the issuance of green corporate bonds and other related matters accordingly in accordance with the advice of the regulatory authorities;
 - (iv) To fulfil information disclosure obligations in a timely manner;
 - (v) To deal with other matters in relation to the issuance of green corporate bonds;
 - (vi) To deal with specific matters in relation to the issuance of the green corporate bonds and to sign on the relevant documents; and

- (vii) The above authorizations shall continue to be valid during the validity period of the registration approval documents for the issuance of the green corporate bonds.

By order of the Board
Tang Fusheng
Chairman

Tianjin, the PRC
6 May 2024

As at the date of this notice, the Board comprises three executive Directors: Mr. Tang Fusheng, Mr. Pan Guangwen and Ms. Nie Yanhong; three non-executive Directors: Mr. Wang Yongwei, Mr. An Pindong and Mr. Liu Tao; and three independent non-executive Directors: Mr. Xue Tao, Mr. Wang Shanggan and Ms. Liu Fei.

Notes:

- (1) The holders of shares (the “Shareholders”) whose names appear on the register of members at 4:30 p.m. on 31 May 2024 will be entitled to attend the AGM. The holders of H shares of the Company (“H Shares”) are reminded that the register of members of the Company’s H Shares will be closed from 1 June 2024 to 5 June 2024, both days inclusive, during the period no transfer of H Shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company’s H Shares registrar and transfer office, Hong Kong Registrars Limited at Shops 1712 –1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 31 May 2024. The holder of H Shares and whose name appears on the register of members of the Company’s H Shares at 4:30 p.m. on 31 May 2024 or his/her proxy may attend the general meeting by bringing his/her own identity card or passport.
- (2) Each Shareholder having the rights to attend and vote at the AGM is entitled to appoint in written form one or more than one person (whether a Shareholder or not) as his proxy to attend and vote on his behalf at the AGM. If more than one proxy is appointed by a Shareholder, such proxy shall only exercise his voting rights on a poll.
- (3) Shareholders can appoint a proxy by an instrument in writing (i.e. by using the enclosed form of proxy). In order to be valid, the form of proxy and, if such form of proxy is signed by a person under a power of attorney or authority on behalf of the appointer, a notarially certified power of attorney (if any) or other authority (if any) under which it is signed, must be deposited at the Company’s H Share registrar and transfer office, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, or the Company’s principal office address at TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC as soon as possible but in any event not less than 24 hours before the time scheduled for the holding of the AGM.
- (4) Shareholders or their proxies shall present proofs of their identities upon attending the AGM. Should a proxy be appointed, the proxy shall also present the form of proxy.
- (5) The AGM is expected to last for about half a day. The Shareholders and their proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.

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