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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)

**CLARIFICATION ANNOUNCEMENT
IN RELATION TO CIRCULAR, NOTICES AND
PROXY FORMS FOR USE AT
ANNUAL GENERAL MEETING AND H SHAREHOLDERS' CLASS MEETING
TO BE HELD ON 5 JUNE 2024**

Reference is made to the circular (the “**Circular**”), notice of the annual general meeting (the “**AGM Notice**”), notice of the H shareholders’ class meeting (the “**HCM Notice**”) of Tianjin Capital Environmental Protection Group Company Limited (the “**Company**”) dated 6 May 2024, and the form of proxy of the Company for the AGM (the “**Proxy Form for AGM**”) and the form of proxy of the Company for the H Shareholders’ Class Meeting (the “**Proxy Form for HCM**”), both despatched to the Shareholders on 6 May 2024. Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as those defined in the Circular.

The Company wishes to clarify that references made to the number of A Shares to be issued under the proposed grant of General Mandate under Simplified Procedures shall be no more than 20% of the total share capital of the Company prior to the issuance. As such:

1. Page 19 of the Circular shall be read as follows:

“The Company will propose a special resolution at the AGM and the Class Meetings to consider and approve the granting of a General Mandate under the Simplified Procedures to the Board to deal with matters in relation to the issuance of A Shares, the number of which shall not be more than 20% of the total share capital of the Company prior to the issuance and the amount of funds raised shall not exceed RMB300 million, as well as 20% of the net asset value as at the end of the most recent financial year in accordance with the relevant laws and regulations.”

2. Resolution item no. 9 on page 2 of the AGM Notice and page AGM-2 of the Circular shall be read as follows:

“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 20% 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.”

3. Resolution item no. 1 on page 1 of the HCM Notice and page HCM-1 of the Circular shall be read as follows:

“To consider and approve the proposed granting of a general mandate to the Board by simplified procedure to issue A Shares, the aggregate number of which shall not exceed 20% 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.”

4. Resolution item 9 of the Proxy Form for AGM shall be read as follows:

“To consider and approve the proposed grant of a general mandate to handle relevant matters in relation to the issue of A Shares to specific targets under simplified procedure (the “**General Mandate under Simplified Procedure**”) to the Board to issue A Shares, the total number of which shall not exceed 20% of the total share capital of the Company prior to the issuance, and the total proceeds of which shall not exceed RMB300 million and not exceeding 20% of the net assets at the end of the most recent year during a period from the date of passing this proposed resolution at the Meeting until the date of which the 2024 annual general meeting of the Company is held, and to authorize the Board and its delegates to approve, execute and do, or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the General Mandate under Simplified Procedure.”

5. Resolution item 1 of the Proxy Form for HCM shall be read as follows:

“To consider and approve the proposed granting of a general mandate to the Board of Directors by simplified procedure to issue A Shares (“**General Mandate by Simplified Procedure**”), the aggregate number of which shall not exceed 20% 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 by Simplified Procedure.”

Save as disclosed above, all other information contained in the Circular, the AGM Notice, the HCM Notice, the Proxy Form for AGM and the Proxy Form for HCM remains unchanged. This clarification announcement is supplemental to and should be read in conjunction with the Circular, the AGM Notice, the HCM Notice, the Proxy Form for AGM and the Proxy Form for HCM. The Proxy Form for AGM and the Proxy Form for HCM which have been despatched on 6 May 2024 for the purpose of the AGM and the H Shareholders’ Class Meeting respectively will remain valid.

By order of the Board
Tang Fusheng
Chairman

Tianjin, the PRC
13 May 2024

As at the date of this announcement, 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.