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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 EXECUTIVE DIRECTOR; AND (2) PROPOSED APPOINTMENT OF 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 that this announcement does not contain any false information, misleading statement or material omission, and severally and jointly accept responsibility for the authenticity, accuracy and completeness of the contents of this announcement.

THE RESIGNATION OF EXECUTIVE DIRECTOR

The Company hereby announces that on 29 November 2024, the Board received the written resignation of executive Director Mr. Pan Guangwen. Due to work adjustment reason, Mr. Pan Guangwen has tendered his resignation as an executive Director of the ninth session of the Board and a member of the Nomination Committee and the Strategic Committee of the Company. Mr. Pan Guangwen will cease to hold any position in the Company upon his resignation being effective.

The resignation of Mr. Pan Guangwen shall take effect upon his vacancy being filled by a succeeding Director, prior to which Mr. Pan Guangwen will continue to perform his duty as Director and a member of the Board committees in accordance with relevant laws and regulations. The Company will complete the election of succeeding executive Director and member of the Board committees as soon as practicable and perform its information disclosure obligations in a timely manner in accordance with the relevant laws and regulations as well as the articles of association of the Company.

As at the date of this announcement, Mr. Pan Guangwen does not hold any share of the Company, and there are no outstanding commitments that should have been fulfilled by him. Mr. Pan Guangwen 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. Pan Guangwen for his contribution to the Company during his tenure of office.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

For the purpose of filling the vacancies arising from the resignation of Mr. Pan Guangwen as executive Director of the Company, the Board is pleased to announce that the Company has proposed to appoint Mr. Fu Xinghai (付興海) (“**Mr. Fu**”) as executive Director of the Company, with his term of office commencing on the date of approval at the extraordinary general meeting of the Company (the “**EGM**”) and ending on the expiration of the ninth session of the Board of the Company (i.e. 7 September 2025).

The appointment of Mr. Fu as executive Director of the Company is subject to approval by the shareholders of the Company at the EGM.

The biographical details of Mr. Fu are set out below:

Fu Xinghai, male, aged 43, graduated from Nankai University (南開大學) with a master’s degree in public administration. Mr. Fu is currently the deputy secretary of the party committee of the Company. From July 2007 to July 2016, Mr. Fu worked at Tianjin Water Recycling Co., Ltd.* (天津中水有限公司), he successively served as the assistant to the director, deputy director and director of the general office; from July 2016 to July 2017, he served as the assistant to the director of the CPC committee office; from July 2017 to October 2021, he served as the head of the organization department of the party committee (united front work department of the party committee) of Tianjin Infrastructure Construction and Investment Group Company Limited* (天津城市基礎設施建設投資集團有限公司); from October 2021 to November 2024, he served as the deputy director of the organization department of the party committee (united front work department and human resources department of the party committee) of Tianjin Infrastructure Construction and Investment Group Company Limited* (天津城市基礎設施建設投資集團有限公司). He has been the deputy secretary of the party committee of the Company since November 2024.

Save as stated above and to the knowledge of the Directors, Mr. Fu 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; Mr. Fu did not hold any directorship in other public companies (whose securities are 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; and there is no other matter relating to Mr. Fu’s appointment that needs to be brought to the attention of the shareholders of the Company or disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules. To the best knowledge of the Directors, as at the date of this announcement, Mr. Fu does not have any interest in the shares of the Company as defined in Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Upon approval of the appointment of Mr. Fu at the EGM, the director’s emoluments for him will follow the Company’s remuneration standard of Directors of the ninth session of the Board as approved at the 2022 second extraordinary general meeting, being that Mr. Fu, as executive Director will not receive director’s remuneration. If Mr. Fu is also appointed as a senior management officer or other positions of the Company, the remuneration for these positions will be determined pursuant to the relevant policy of the Company.

EXTRAORDINARY GENERAL MEETING

Matters relating to the appointment of Mr. Fu as executive Director of the Company is subject to approval at the EGM. The Company will seek, among others, approval from shareholders of the Company for the appointment of Mr. Fu as executive Director at the EGM. At the EGM, the ordinary resolution proposed shall be voted by poll. The notice of EGM shall be despatched to the shareholders of the Company as soon as practicable.

OPINIONS OF THE BOARD

Since the Board is of the view that Mr. Fu fulfills the conditions for appointment of director of the Company, and that the aforesaid proposal on the appointment of executive Director is fair and reasonable and in the interest of the Company and its shareholders as a whole, the Board recommends the shareholders of the Company to vote in favour of the relevant ordinary resolution to be proposed at the EGM.

By order of the Board
Tang Fusheng
Chairman

Tianjin, the PRC
29 November 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.

* *For identification purpose only*