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If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Tianjin Capital Environmental Protection Group Company Limited**, you should at once hand this circular to the purchaser(s) or the transferee(s), or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)

2026 DIRECTORS' REMUNERATION PLAN

Unless the context otherwise requires, terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular. The EGM of the Company will be convened and held at 2:00 p.m. on 24 September 2026 at the conference room of the Company on 5/F, TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC. A notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon to the Company's H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or the Company's principal office at TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC, as soon as possible and in any event not less than 24 hours before the time for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

4 September 2026

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms shall have the following meanings:

“A Share(s)”	the ordinary share(s) issued by the Company, with a par value of RMB1.00 each, which are listed on the SSE
“Board”	the board of Directors of the Company
“Company”	Tianjin Capital Environmental Protection Group Company Limited, a joint stock limited company established in the PRC, whose A shares and H shares are listed on the SSE and the Stock Exchange, respectively
“Director(s)”	the director(s) of the Company (including independent non-executive director(s))
“EGM”	the 2026 first extraordinary general meeting of the Company to be convened and held at 2:00 p.m. on 24 September 2026 for the purpose of considering and, if thought fit, approving the 2026 Directors’ Remuneration Plan
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	the ordinary share(s) issued by the Company, with a par value of RMB1.00 each, which are listed on the Stock Exchange
“Latest Practicable Date”	1 September 2026, that is the latest practicable date to confirm certain information contained in this circular before printing
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Share(s)”	the ordinary share(s) with a par value of RMB1.00 each in the existing share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“SSE”	Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Tang Fusheng (*Chairman*)
Ms. Nie Yanhong
Mr. Fu Xinghai (*employee Director*)

Non-executive Directors:

Mr. Wang Yongwei
Mr. Li Xiaoguang
Mr. Liu Tao

Independent Non-executive Directors:

Ms. Liu Fei
Mr. Wang Shanggan
Mr. Xue Tao

Registered Address:

12/F, TCEP Building,
76 Weijin South Road,
Nankai District,
Tianjin, the PRC
Postal code: 300381

4 September 2026

To the Shareholders,

2026 DIRECTORS' REMUNERATION PLAN

I. INTRODUCTION

Reference is made to the Company's announcement dated 25 August 2026 in relation to the proposed approval of the 2026 Directors' Remuneration Plan (the "**Announcement**"). The purpose of this circular is to provide you with further information relating to the 2026 Directors' Remuneration Plan, and to give you notice of the EGM to be convened to consider and, if thought fit, approve the resolution in relation to the above matters.

LETTER FROM THE BOARD

II. 2026 DIRECTORS' REMUNERATION PLAN

As stated in the Announcement, on 25 August 2026, pursuant to the relevant provisions of the Company Law of the People's Republic of China, the Corporate Governance Code for Listed Companies and other relevant laws, regulations, departmental rules, normative documents and the Company's Articles of Association, and taking into account the actual circumstances of the Company, the Company's 2026 Directors' remuneration plan (the "**2026 Directors' Remuneration Plan**") has been considered by the Remuneration and Assessment Committee of the Board (all members having recused themselves), considered by the Board of the Company (all attending Directors having recused themselves), and is directly put to the EGM for consideration.

Details of the proposed 2026 Directors' Remuneration Plan are set out as follows:

Eligible Participants

All Directors

Applicable Period

2026

Remuneration/Allowance Standards and Payment

(i) Independent Non-executive Directors

The independent non-executive Directors of the Company are entitled to a fixed allowance system, which is determined by taking into account factors such as the location of the Company and industry levels, with an allowance standard of RMB120,000 per annum, payable on a monthly basis. The allowance for independent non-executive Directors is inclusive of tax, and their individual income tax will be withheld and paid by the Company on their behalf.

LETTER FROM THE BOARD

(ii) Executive Directors and Non-Executive Directors

The executive Directors and non-executive Directors of the Company do not receive any Director's remuneration or allowance from the Company.

The remuneration to be received by the Directors is pre-tax. The Company will withhold and pay individual income tax on their behalf in accordance with national laws and regulations and the Company's relevant provisions, and distribute the remuneration on a monthly basis.

In the event that a Director leaves office due to change of term, re-election, resignation during the term of office or otherwise, and their actual term of office is less than one year, their remuneration or allowances shall be paid in proportion to their actual term of service.

Matters not covered in the 2026 Directors' Remuneration Plan shall be implemented in accordance with the relevant provisions of applicable laws, regulations, normative documents and the Company's Articles of Association.

III. EGM

The EGM will be convened and held at 2:00 p.m. on 24 September 2026 at the conference room of the Company on 5/F, TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC. A notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. At the EGM, voting by the Shareholders will be conducted by way of poll.

Whether or not you intend to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed thereon to the Company's H share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or the Company's principal office at TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC, as soon as possible and in any event not less than 24 hours before the time for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company shall be taken by poll unless the chairman of the meeting decides in good faith to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement of the poll results will be issued by the Company in the manner specified in Rule 13.39(5) of the Listing Rules after the EGM.

LETTER FROM THE BOARD

Having made all reasonable enquiries, to the best of the Directors' knowledge, information and belief, no Shareholder has a material interest in the resolutions relating to the 2026 Directors' Remuneration Plan, and, as a result, no Shareholder is required to abstain from voting at the EGM.

IV. RECOMMENDATIONS

The Directors are of the view that the proposed approval of the 2026 Directors' Remuneration Plan is in the interests of the Company and the Shareholders as a whole.

In view of the above, the Board recommends that the Shareholders vote in favour of the relevant resolution to be proposed at the EGM.

V. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

Yours faithfully

By order of the Board of

**TIANJIN CAPITAL ENVIRONMENTAL
PROTECTION GROUP COMPANY LIMITED**

Tang Fusheng

Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

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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

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(Stock Code: 1065)

NOTICE OF 2026 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2026 first extraordinary general meeting (the “**EGM**”) 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**”) at 2:00 p.m. on 24 September 2026 for the purpose of considering the resolution as listed below:

*Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 4 September 2026 (the “**Circular**”).*

AS ORDINARY RESOLUTION:

1. To consider and approve the proposal regarding the 2026 directors' remuneration plan.

(For details of the above resolution, please refer to the Circular.)

By order of the Board
Tang Fusheng
Chairman

Tianjin, the PRC
4 September 2026

As at the date of this notice, the Board comprises three executive Directors: Mr. Tang Fusheng, Mr. Fu Xinghai (employee Director) and Ms. Nie Yanhong; three non-executive Directors: Mr. Wang Yongwei, Mr. Li Xiaoguang and Mr. Liu Tao; and three independent non-executive Directors: Ms. Liu Fei, Mr. Wang Shanggan and Mr. Xue Tao.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) The holders of shares of the Company (the “**Shareholders**”) whose names appear on the register of members of the Company on 21 September 2026 will be entitled to attend the EGM. The holders of H shares of the Company (“**H Shares**”) are reminded that the the Company’s register of members of H Shares will be closed from 19 September 2026 to 24 September 2026, both days inclusive, during which 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 share registrar and transfer office, Computershare Hong Kong Investor Services 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 18 September 2026. The holder of H Shares whose name appears on the Company’s register of members of H Shares on 21 September 2026 or his/her proxy may attend the EGM by bringing his/her own identity card or passport.
- (2) Each Shareholder having the right to attend and vote at the EGM is entitled to appoint in written form one or more than one proxies (whether a Shareholder or not) as his/her proxy to attend and vote on his/her behalf at the EGM. If more than one proxies are appointed by a Shareholder, such proxies shall only exercise his/her voting rights on a poll.
- (3) Shareholders can appoint a proxy by an instrument in writing (i.e. by using the enclosed proxy form). In order to be valid, the proxy form and, if such proxy form 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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 EGM.
- (4) Shareholders or their proxies shall present proofs of their identities upon attending the EGM. Should a proxy be appointed, the proxy shall also present the proxy form duly completed and signed.
- (5) The EGM is expected to last for half a day. Shareholders and their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.

Principal office address of the Company: TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC

Postal Code: 300381

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