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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)

CONNECTED TRANSACTIONS

The Board is pleased to announce that on 29 July 2025, the Board has considered and approved the signing of the Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu'an Puyuan) between Water Recycling Company (a wholly-owned subsidiary of the Company) and Liulin Urban Renewal, pursuant to which, Liulin Urban Renewal has agreed to commission, and Water Recycling Company has agreed to be engaged for, the construction of reclaimed water ancillary facilities of the Project Land.

Within 12 months prior to the entering into of the Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu'an Puyuan), Water Recycling Company and Liulin Urban Renewal have also entered into (i) the Reclaimed Water Pump House and High Pressure Pipeline (Hanging) Project Construction Agreement (Zhihui Center Building) on 26 September 2024; (ii) the Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu'an Jinyuan) on 24 December 2024; (iii) the Reclaimed Water Ground Meter Installation Agreement (Liu'an Jinyuan) on 7 April 2025; and (iv) the Reclaimed Water Household Meter Installation Agreement (Liu'an Jinyuan) on 7 April 2025 (collectively, the "**Previous Agreements**"), pursuant to which, Liulin Urban Renewal has agreed to commission, and Water Recycling Company has agreed to be engaged for, the construction of reclaimed water pump house and high pressure pipelines (hanging), reclaimed water pipe network ancillary facilities, reclaimed water ground meter installation and reclaimed water household meter installation of the Project Land.

IMPLICATIONS OF THE LISTING RULES

As stated in the Announcement, Water Recycling Company and Liulin Urban Renewal entered into (i) the Reclaimed Water Pump House and High Pressure Pipeline (Hanging) Project Construction Agreement (Liu'an Lanyuan) on 30 August 2024; (ii) the Reclaimed Water Ground Meter Installation Agreement (Liu'an Lanyuan) on 30 August 2024; (iii) the Reclaimed Water Household Meter Installation Agreement (Liu'an Lanyuan) on 30 August 2024; (iv) the Reclaimed Water Ground Meter Installation Agreement (Zhihui Center Building) on 8 August 2024; and (v) the Reclaimed Water Ground Meter Installation Agreement (Secondary School) on 8 August 2024, respectively.

As mentioned above, as at the date of this announcement, Tianjin Infrastructure Construction is the ultimate holding company of the Company, and Liulin Urban Renewal is an indirect wholly-owned subsidiary of Tianjin Infrastructure Construction. Accordingly, Liulin Urban Renewal is an associate of Tianjin Infrastructure Construction and is regarded as a connected person of the Company under the Listing Rules. The transactions contemplated under the Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As the connected transactions contemplated under the Agreements were entered into by the same connected person of the Company (i.e. Liulin Urban Renewal) and the Group and were similar in nature, the transactions contemplated under the Agreements shall be aggregated under Rule 14A.81 of the Listing Rules.

As all applicable percentage ratios in respect of the transactions contemplated under the Previous Agreements, calculated individually and in aggregate, are less than 0.1%, the transactions contemplated under the Previous Agreements are deemed to be fully-exempt connected transactions under Chapter 14A of the Listing Rules and are exempt from the reporting and announcement requirements.

As one or more of the applicable percentage ratios in respect of the transactions contemplated under the Agreements, when aggregated, exceeds 0.1% but all of them are less than 5%, the transactions contemplated under the Agreements are only subject to the reporting and announcement requirements and are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

INTRODUCTION

Reference is made to the connected transactions announcement dated 30 August 2024 (the “**Announcement**”) in relation to the Reclaimed Water Ancillary Installation and Project Construction Agreements. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that on 29 July 2025, the Board has considered and approved the signing of the Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu'an Puyuan) between Water Recycling Company (a wholly-owned subsidiary of the Company) and Liulin Urban Renewal, pursuant to which, Liulin Urban Renewal has agreed to commission, and Water Recycling Company has agreed to be engaged for, the construction of reclaimed water ancillary facilities of the Project Land.

RECLAIMED WATER PIPE NETWORK ANCILLARY ENTRUSTMENT AGREEMENT (LIU'AN PUYUAN)

The principal terms of the Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu'an Puyuan) are summarized as follows:

Parties:	(a) Liulin Urban Renewal (as the entrusting party); and (b) Water Recycling Company (as the entrusted party).
Location of the site:	Lot 68 of Tianjin Liulin Urban Renewal Phase I Project (Liu'an Puyuan) (Northeast of the intersection of Dagou South Road and Changhu Road, Hexi District)
Scope of construction:	Liulin Urban Renewal commissions Water Recycling Company to be responsible for the construction of reclaimed water ancillary facilities at the site from the reclaimed water branch pipe gate (excluding the gate) at the red line of the city road planning to the front of the buildings' entrance (1 meter from the buildings' outer eaves; including wells and gates).

Scope of ancillary facilities:	Buildings no. 1-11, ancillary facilities 1-3
Fees of ancillary facilities and payment terms:	<p>The fees of ancillary facilities (tax inclusive) shall be RMB1,319,445.37, payable by Liulin Urban Renewal to Water Recycling Company in one lump sum within 30 days upon receipt of the special VAT invoice and cross-verification by the tax authorities that such invoice is legitimate and valid.</p> <p>Water meter fees are not included in fees of ancillary facilities and will be billed separately.</p> <p>The abovementioned fees of ancillary facilities are determined by the parties on normal commercial terms after arm's length negotiation with reference to the Notice on Regulating the Construction Fee Charging Standards for Reclaimed Water Projects of New Residential and Public Buildings (Jin Jia Fang Di [2009] No. 36)* (《關於規範新建住宅及公建再生水工程建設費收費標準的通知(津價房地[2009]36號)》) and based on the relevant gross floor area.</p>

PREVIOUS AGREEMENTS

Within 12 months prior to the entering into of the Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu'an Puyuan), Water Recycling Company and Liulin Urban Renewal have also entered into (i) the Reclaimed Water Pump House and High Pressure Pipeline (Hanging) Project Construction Agreement (Zhihui Center Building) on 26 September 2024; (ii) the Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu'an Jinyuan) on 24 December 2024; (iii) the Reclaimed Water Ground Meter Installation Agreement (Liu'an Jinyuan) on 7 April 2025; and (iv) the Reclaimed Water Household Meter Installation Agreement (Liu'an Jinyuan) on 7 April 2025 (collectively, the "**Previous Agreements**"), pursuant to which, Liulin Urban Renewal has agreed to commission, and Water Recycling Company has agreed to be engaged for, the construction of reclaimed water pump house and high pressure pipelines (hanging), reclaimed water pipe network ancillary facilities, reclaimed water ground meter installation and reclaimed water household meter installation of the Project Land.

The principal terms of the Reclaimed Water Pump House and High Pressure Pipeline (Hanging) Project Construction Agreement (Zhihui Center Building) are summarized as follows:

Date:	26 September 2024
Parties:	<p>(a) Liulin Urban Renewal (as the entrusting party); and</p> <p>(b) Water Recycling Company (as the entrusted party).</p>
Location of the site:	Lot 69 of Liulin Urban Renewal Phase I Project (Zhihui Center Building) (Intersection of Taierzhuang South Road and Planned Liuying Road, Hexi District)

Scope of construction:	<p>Liulin Urban Renewal commissions Water Recycling Company to be responsible for the design, supervision and construction of the following secondary reclaimed water supply facilities at the site:</p> <p>(1) reclaimed water pump house; and</p> <p>(2) high pressure reclaimed water pipelines (hanging).</p> <p>The pump house project does not include pump house wall-crossing, waterproofing, forced drainage and equipment foundation works.</p>
Construction fees and payment terms:	<p>The construction fees (tax inclusive) shall be RMB1,969,179, payable by Liulin Urban Renewal to Water Recycling Company in one lump sum within 30 days upon receipt of the special VAT invoice and cross-verification by the tax authorities that such invoice is legitimate and valid.</p> <p>The abovementioned construction fees are determined by the parties after arm's length negotiation based on the construction budget with reference to, among others, the prevailing market price and volume of construction work of the relevant construction services.</p>
The principal terms of the Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu'an Jinyuan) are summarized as follows:	
Date:	24 December 2024
Parties:	<p>(a) Liulin Urban Renewal (as the entrusting party); and</p> <p>(b) Water Recycling Company (as the entrusted party).</p>
Location of the site:	Lot 67 of Tianjin Liulin Urban Renewal Phase I Project (Liu'an Jinyuan) (Intersection of Guosheng Road and Changhu Road, Hexi District)
Scope of construction:	Liulin Urban Renewal commissions Water Recycling Company to be responsible for the construction of reclaimed water ancillary facilities at the site from the reclaimed water branch pipe gate (excluding the gate) at the red line of the city road planning to front of the buildings' entrance (1 meter from the buildings' outer eaves; including wells and gates).
Scope of ancillary facilities:	Buildings no. 1-9, ancillary facilities 1-2

Fees of ancillary facilities and payment terms:	<p>The fees of ancillary facilities (tax inclusive) shall be RMB1,844,995.14, payable by Liulin Urban Renewal to Water Recycling Company in one lump sum within 30 days upon receipt of the special VAT invoice and cross-verification by the tax authorities that such invoice is legitimate and valid.</p> <p>Water meter fees are not included in fees of ancillary facilities and will be billed separately.</p> <p>The abovementioned fees of ancillary facilities are determined by the parties on normal commercial terms after arm's length negotiation with reference to the Notice on Regulating the Construction Fee Charging Standards for Reclaimed Water Projects of New Residential and Public Buildings (Jin Jia Fang Di [2009] No. 36)* (《關於規範新建住宅及公建再生水工程建設費收費標準的通知(津價房地[2009]36號)》) and based on the relevant gross floor area.</p> <p>The principal terms of the Reclaimed Water Ground Meter Installation Agreement (Liu'an Jinyuan) are summarized as follows:</p> <p>Date: 7 April 2025</p> <p>Parties: (a) Liulin Urban Renewal (as the entrusting party); and (b) Water Recycling Company (as the entrusted party).</p> <p>Location of the site: Lot 67 of Tianjin Liulin Urban Renewal Phase I Project (Liu'an Jinyuan) (Intersection of Guosheng Road and Changhu Road, Hexi District)</p> <p>Scope of installation: Liulin Urban Renewal commissions Water Recycling Company to be responsible for the purchase, installation and daily maintenance management of reclaimed water meters (ground meters) outside construction buildings at the site.</p> <p>Installation fees and payment terms: The installation fees (tax inclusive) shall be RMB9,923, payable by Liulin Urban Renewal to Water Recycling Company in one lump sum within 30 days upon receipt of the special VAT invoice and cross-verification by the tax authorities that such invoice is legitimate and valid.</p> <p>The abovementioned installation fees are determined by the parties in accordance with the unit price charges stipulated in the Jin Zhong Shui Ban Zi [2022] No. 47 Notice on Adjusting Reclaimed Water Ground Meter Types and Prices* (《津中水辦字[2022]47號關於調整再生水地錶錶型及價格的通知》) and the project volume.</p>
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The principal terms of the Reclaimed Water Household Meter Installation Agreement (Liu'an Jinyuan) are summarized as follows:

Date:	7 April 2025
Parties:	(a) Liulin Urban Renewal (as the entrusting party); and (b) Water Recycling Company (as the entrusted party).
Location of the site:	Lot 67 of Tianjin Liulin Urban Renewal Phase I Project (Liu'an Jinyuan) (Intersection of Guosheng Road and Changhu Road, Hexi District)
Scope of installation:	Liulin Urban Renewal commissions Water Recycling Company to be responsible for the purchase, installation and daily maintenance management of reclaimed water meters (household meters) inside construction buildings at the site.
Installation fees and payment terms:	<p>The installation fees (tax inclusive) shall be RMB549,780, payable by Liulin Urban Renewal to Water Recycling Company in one lump sum within 30 days upon receipt of the special VAT invoice and cross-verification by the tax authorities that such invoice is legitimate and valid.</p> <p>The abovementioned installation fees are determined by the parties in accordance with the unit price charges stipulated in the Jin Zhong Shui Ban Zi [2016] No. 28 Notice on Regulating Reclaimed Water Meter Types and Prices* (《津中水辦字[2016]28號關於規範再生水錶錶型及價格的通知》) and the project volume.</p>

REASONS FOR AND BENEFITS OF ENTERING INTO THE AGREEMENTS

As stated in the Announcement, the execution and implementation of the Agreements are in line with the scope of operations of Water Recycling Company and the Group, which are favourable to increasing the Group's revenue derived from its principal business and expanding its market share in the construction of ancillary facilities for reclaimed water and water supply, and will have a positive impact on the development of the Company.

The terms of the Agreements are determined by the parties after arm's length negotiation. The Directors (including the independent non-executive Directors) are of the view that the terms of the Agreements are entered into in the ordinary and usual course of business of the Group on normal commercial terms, and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

INFORMATION OF THE PARTIES

The Company is principally engaged in the investment, construction, design, management, operation, technical consultation and auxiliary services for sewage water, tap water and other types of water treatment facilities; design, construction, management, building and operation management of municipal infrastructures; license operation, technical consultation and auxiliary services of Southeastern Half Ring Urban Road of the Middle Ring of Tianjin City; development and operation of environmental protection technology and products; leasing of self-owned properties, etc. Tianjin Infrastructure Construction is the ultimate holding company of the Company and the sole shareholder of TMICL (the controlling shareholder of the Company), holding 100% equity interest in TMICL.

Water Recycling Company is a direct wholly-owned subsidiary of the Company, its scope of business includes the construction and operation of urban water supply, drainage, sewage treatment and recycled water utilization projects.

Liulin Urban Renewal is an indirect wholly-owned subsidiary of Tianjin Infrastructure Construction, the ultimate holding company of the Company, and its scope of business includes provision of park management services, leasing of non-residential real estate, provision of housing demolition services and planning design and management. As at the date of this announcement, the ultimate holding company of Liulin Urban Renewal is Tianjin Infrastructure Construction.

Tianjin Infrastructure Construction is principally engaged in investment in river comprehensive development and renovation, metros, urban roads and bridges, underground pipeline networks and urban environment infrastructures with self-owned funds; investment planning; corporate management consultation; market construction development services; leasing of self-owned buildings; leasing of infrastructures and development and operation of utilities; construction investment consultation. As at the date of this announcement, the ultimate beneficial owner of Tianjin Infrastructure Construction is Tianjin SASAC.

IMPLICATIONS OF THE LISTING RULES

As stated in the Announcement, Water Recycling Company and Liulin Urban Renewal entered into (i) the Reclaimed Water Pump House and High Pressure Pipeline (Hanging) Project Construction Agreement (Liu'an Lanyuan) on 30 August 2024; (ii) the Reclaimed Water Ground Meter Installation Agreement (Liu'an Lanyuan) on 30 August 2024; (iii) the Reclaimed Water Household Meter Installation Agreement (Liu'an Lanyuan) on 30 August 2024; (iv) the Reclaimed Water Ground Meter Installation Agreement (Zhihui Center Building) on 8 August 2024; and (v) the Reclaimed Water Ground Meter Installation Agreement (Secondary School) on 8 August 2024, respectively.

As mentioned above, as at the date of this announcement, Tianjin Infrastructure Construction is the ultimate holding company of the Company, and Liulin Urban Renewal is an indirect wholly-owned subsidiary of Tianjin Infrastructure Construction. Accordingly, Liulin Urban Renewal is an associate of Tianjin Infrastructure Construction and is regarded as a connected person of the Company under the Listing Rules. The transactions contemplated under the Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As the connected transactions contemplated under the Agreements were entered into by the same connected person of the Company (i.e. Liulin Urban Renewal) and the Group and were similar in nature, the transactions contemplated under the Agreements shall be aggregated under Rule 14A.81 of the Listing Rules.

As all applicable percentage ratios in respect of the transactions contemplated under the Previous Agreements, calculated individually and in aggregate, are less than 0.1%, the transactions contemplated under the Previous Agreements are deemed to be fully-exempt connected transactions under Chapter 14A of the Listing Rules and are exempt from the reporting and announcement requirements.

As one or more of the applicable percentage ratios in respect of the transactions contemplated under the Agreements, when aggregated, exceeds 0.1% but all of them are less than 5%, the transactions contemplated under the Agreements are only subject to the reporting and announcement requirements and are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

GENERAL

As at the date of this announcement, executive Director Mr. Tang Fusheng and non-executive Directors Mr. Wang Yongwei and Mr. An Pindong are respectively connected with Tianjin Infrastructure Construction, and are considered unable to provide recommendations to the Board in an independent capacity. Therefore, they have abstained from voting on the board resolution approving the Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu'an Puyuan) and the transactions contemplated thereunder. Save as aforesaid, none of the Directors has a material interest in the Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu'an Puyuan) and the transactions contemplated thereunder or is required to abstain from voting on the relevant board resolutions.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Agreements”	the Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu'an Puyuan) and the Previous Agreements
“associate(s)”	have the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“China” or “PRC”	the People's Republic of China, but for the purposes of this announcement, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Company”	Tianjin Capital Environmental Protection Group Company Limited, a joint stock company incorporated in the PRC with limited liability, the A Shares and H Shares of which are listed on the Shanghai Stock Exchange and the Stock Exchange, respectively

“connected person(s)”	have the same meaning as ascribed to it under the Listing Rules
“controlling shareholder(s)”	have the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Liulin Urban Renewal”	Tianjin Liulin Street and District Urban Renewal Industry Operation Company Limited* (天津柳林街區城市更新產業運營有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of Tianjin Infrastructure Construction
“percentage ratio(s)”	have the same meaning as ascribed to it under the Listing Rules
“Project Land”	Tianjin Liulin Urban Renewal Phase I Project
“Reclaimed Water Ground Meter Installation Agreement (Liu’an Jinyuan)”	the Reclaimed Water Meter Agreement (Ground Meters) dated 7 April 2025 entered into between Water Recycling Company (as the entrusted party) and Liulin Urban Renewal (as the entrusting party) in relation to the ground meter installation project of Lot 67 of Tianjin Liulin Urban Renewal Phase I Project (Liu’an Jinyuan)
“Reclaimed Water Household Meter Installation Agreement (Liu’an Jinyuan)”	the Reclaimed Water Meter Agreement (Household Meter) dated 7 April 2025 entered into between Water Recycling Company (as the entrusted party) and Liulin Urban Renewal (as the entrusting party) in relation to the household meter installation project of Lot 67 of Tianjin Liulin Urban Renewal Phase I Project (Liu’an Jinyuan)
“Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu’an Jinyuan)”	the Reclaimed Water Pipe Network Ancillary Entrustment Agreement for New Residential and Public Buildings in Tianjin dated 24 December 2024 entered into between Water Recycling Company (as the entrusted party) and Liulin Urban Renewal (as the entrusting party) in relation to the low pressure project of Lot 67 of Tianjin Liulin Urban Renewal Phase I Project (Liu’an Jinyuan)
“Reclaimed Water Pipe Network Ancillary Entrustment Agreement (Liu’an Puyuan)”	the Reclaimed Water Pipe Network Ancillary Entrustment Agreement for New Residential and Public Buildings in Tianjin dated 29 July 2025 entered into between Water Recycling Company (as the entrusted party) and Liulin Urban Renewal (as the entrusting party) in relation to the low pressure project of Lot 68 of Tianjin Liulin Urban Renewal Phase I Project (Liu’an Puyuan)

“Reclaimed Water Pump House and High Pressure Pipeline (Hanging) Project Construction Agreement (Zhihui Center Building)”	the Reclaimed Water Pump House and High Pressure Pipeline (Hanging) Project Construction Agreement for New Residential and Public Buildings in Tianjin dated 26 September 2024 entered into between Water Recycling Company (as the entrusted party) and Liulin Urban Renewal (as the entrusting party) in relation to the pump house and high pressure pipeline (hanging) project of Lot 69 of Tianjin Liulin Urban Renewal Phase I Project (Zhihui Center Building)
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) of nominal value of RMB1.00 each in the existing share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tianjin Infrastructure Construction”	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), the ultimate holding company of the Company and the sole shareholder of TMICL, holding 100% equity interest in TMICL
“Tianjin SASAC”	State-owned Assets Supervision and Administration Commission of the People’s Government of Tianjin Municipality, a PRC Governmental Body as defined in Rule 19A.04 of the Listing Rules
“TMICL”	Tianjin Municipal Investment Co., Ltd.* (天津市政投資有限公司), a controlling shareholder of the Company, holding approximately 45.57% equity interest in the Company
“Water Recycling Company”	Tianjin Water Recycling Co., Ltd.* (天津中水有限公司), a company established in the PRC with limited liability and a direct wholly-owned subsidiary of the Company
“%”	per cent

By Order of the Board
Tang Fusheng
Chairman

Tianjin, the PRC
29 July 2025

As at the date of this announcement, the Board comprises three Executive Directors: Mr. Tang Fusheng, Ms. Nie Yanhong and Mr. Fu Xinghai (employee Director); 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