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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 TRANSACTION
ENGINEERING CONSULTATION SERVICE AGREEMENT FOR PHASE II
RELOCATION OF XIANYANG ROAD SEWAGE WATER TREATMENT PLANT**

ENGINEERING CONSULTATION SERVICE AGREEMENT

The Board is pleased to announce that on 26 November 2025, the Board considered and approved the signing of an engineering consulting services contract between the Company and Tianjin Infrastructure Consultant, pursuant to which, the Company has commissioned Tianjin Infrastructure Consultant to provide full-process engineering consulting services for the Phase II relocation of Xianyang Road Sewage Water Treatment Plant.

IMPLICATIONS OF THE LISTING RULES

As at the date of this announcement, Tianjin Investment Group is the ultimate controlling company of the Company, and Tianjin Infrastructure Consultant is an indirect wholly-owned subsidiary of Tianjin Investment Group. Therefore, Tianjin Infrastructure Consultant is an associate of Tianjin Investment Group and is regarded as a connected person of the Company under the Listing Rules. According to Chapter 14A of the Listing Rules, the transactions contemplated under the Engineering Consultation Service Agreement constitute continuing connected transactions of the Company.

As one or more of the applicable percentage ratios in respect of the transactions contemplated under the Engineering Consultation Service Agreement exceed 0.1% but all of them are less than 5%, the transactions contemplated under the Engineering Consultation Service Agreement are only subject to the reporting and announcement requirements and are exempted from the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

The Board is pleased to announce that on 26 November 2025, the Board considered and approved the signing of an engineering consulting services contract between the Company and Tianjin Infrastructure Consultant, pursuant to which, the Company has commissioned Tianjin Infrastructure Consultant to provide full-process engineering consulting services for the Phase II relocation of Xianyang Road Sewage Water Treatment Plant.

ENGINEERING CONSULTATION SERVICE AGREEMENT

Major terms and conditions of the Engineering Consultation Service Agreement are summarized below:

Parties:	(a) the Company (as principal); and (b) Tianjin Infrastructure Consultant (as trustee)
Project Name:	Phase II Relocation and Standard Enhancement of Xianyang Road Sewage Water Treatment Plant (the “ Project ”)
Project Location:	At the junction of Chentaizi River and Duliujian River in Xiqing District, with Chentaizi Drainage River at the east, Duliujian River at the south, the former Chentaizi Village at the west, and the existing high-voltage power grid at the north.
Service Detail:	(a) Engineering filing service for approval and construction, including assisting the principal in completing procedures for construction of the Project. (b) Engineering cost consulting, including full-process cost control during the construction phase (including settlement review upon project completion) and assisting the principal in the completion of final budgeting of the project. (c) Engineering tender and procurement consulting, including engineering supervision tender agency, engineering construction tender agency and material and equipment procurement tender agency. (d) Others: These include specific consulting works, namely the preparation of feasibility study report, the evaluation and acceptance of environmental impact, the evaluation and acceptance of rational usage of energy, the safety evaluation and acceptance, the occupational hazard evaluation and acceptance, the evaluation of social stability risk, the proposal on soil and water conservation and the monitoring and acceptance of which, the validation of water resources, the validation of sewage discharge outlet, the preparation and filing of water usage report, the validation of land parcel consolidation, the evaluation of geological hazard, the evaluation of earthquake safety, the inspection and evaluation of site, the full-process surveying, the engineering quality testing and pile foundation testing, the foundation pit monitoring (including settlement observation), the review of construction drawing (including survey report review), the inspection on fire-fighting facility, the lightning protection testing and filing.
Service Period:	From the date of signing the Engineering Consulting Service Agreement until the final settlement upon completion of the Project, and it is expected to be not later than 31 December 2029.

SERVICE FEE AND PAYMENT

The total price for the Engineering Consultation Service Agreement is RMB9,395,750 (including tax), of which:

Serial Number	Name of Specific Consulting Service	Price (RMB/Yuan)	Payment Term
1	Engineering filing service for approval and construction	0	/
2	Preparation of feasibility study report	340,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
3	Evaluation and acceptance of environmental impact	768,000	60% of the service fee will be paid within 30 days after the preliminary evaluation is completed and confirmed by the Company, and the remaining 40% will be paid within 30 days after the acceptance is completed and confirmed by the Company.
4	Evaluation of rational usage of energy	128,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
5	Safety evaluation and acceptance	160,000	60% of the service fee will be paid within 30 days after the preliminary evaluation is completed and confirmed by the Company, and the remaining 40% will be paid within 30 days after the acceptance is completed and confirmed by the Company.
6	Occupational hazard evaluation and acceptance	190,000	60% of the service fee will be paid within 30 days after the preliminary evaluation is completed and confirmed by the Company, and the remaining 40% will be paid within 30 days after the acceptance is completed and confirmed by the Company.
7	Evaluation of social stability risk	320,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
8	Proposal on soil and water conservation, and monitoring and acceptance of which	350,000	60% of the service fee will be paid within 30 days after the validation on the proposal is completed and confirmed by the Company, and the remaining 40% will be paid within 30 days after the acceptance is completed and confirmed by the Company.

Serial Number	Name of Specific Consulting Service	Price (RMB/Yuan)	Payment Term
9	Validation of water resources	240,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
10	Validation of sewage discharge outlet	239,750	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
11	Preparation and filing of water usage report	110,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
12	Validation of land parcel consolidation	300,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
13	Evaluation of geological hazard	30,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
14	Evaluation of earthquake safety	350,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
15	Inspection and evaluation of site	640,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
16	Full-process surveying	850,000	30% of the service fee will be paid within 30 days upon completion of the preliminary work; 50% will be paid upon completion of final acceptance; and the remaining 20% will be paid upon completion of procedures for property ownership certificates.
17	Tender agency service	0	/

Serial Number	Name of Specific Consulting Service	Price (RMB/Yuan)	Payment Term
18	Full-process cost consulting service	2,000,000	Cost consulting service fee will be calculated according to "Jin Jia Fang Di [2008] No. 136" and reduced by 20%. The settlement of the full-process cost control service fee during the construction phase will be calculated based on the awarded bidding price for the stage.
			Payment of the full-process cost control (including settlement audit) consulting fee during the construction phase: The Company pays 40% of the consulting fee at the end of each year (prior to 30 November) and the amount will be increased to 80% during the process. Upon completion of the final acceptance for a specific stage, the principal shall pay the remaining amount of the aforementioned 100% of the full-process cost control consulting fee for that specific stage of construction phase.
19	Engineering quality testing and pile foundation testing	1,500,000	70% will be paid upon completion of civil engineering and 30% upon final acceptance.
20	Foundation pit monitoring (including settlement observation)	250,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
21	Review of construction drawing review (including survey report review)	470,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
22	Inspection on fire-fighting facility	120,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
23	Lightning protection testing	40,000	Service fee will be paid in a lump sum within 30 days after the work is completed and confirmed by the Company.
24	Filing	0	/

The aforementioned service fees are determined based on arm's length negotiation between the parties in accordance with the Project's budget, taking into account, among others, the prevailing market price for relevant engineering consultancy services and the scope of services provided.

REASONS FOR AND BENEFITS OF ENTERING INTO THE ENGINEERING CONSULTATION SERVICE AGREEMENT

The Company has entered into an engineering consultancy service agreement, which is fair priced and procedurally compliant, with Tianjin Infrastructure Consultant. This offers significant advantages for the smooth progression of the Project, in which, the Company and Tianjin Infrastructure Consultant can achieve efficient synergies, substantially enhance communication effectiveness and reduce the initial friction costs arising from information asymmetry, ensuring seamless connection across critical phases from planning and design through cost control to schedule management. It provides a more robust guarantee for the Project's timely completion, maintaining quality and staying within budget.

The Directors (including the independent non-executive Directors) consider that the terms of the Engineering Consultation Service Agreement were entered into in the ordinary course of the Group on normal commercial terms, which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION OF PARTIES

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

Tianjin Infrastructure Consultant is an indirect wholly-owned subsidiary of Tianjin Investment Group, the Company's ultimate controlling company of the Company, and its scope of business includes investment consultation, engineering consultation services, engineering cost consultation and planning consultation for construction projects; tender agency for construction works, goods and services; general contracting for construction of municipal and public works; and general contracting for construction of housing and building works.

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

IMPLICATIONS OF THE LISTING RULES

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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 Investment Group, and are considered unable to provide recommendations to the Board in an independent capacity. Therefore, they have abstained from voting on the Board resolutions approving the Engineering Consultation Service Agreement and the transactions contemplated thereunder. Save as aforesaid, none of the Directors has a material interest in the Engineering Consultation Service Agreement 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 shall have the following meanings:

“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, for the purposes of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“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 Shanghai Stock Exchange and the Stock Exchange, respectively
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“controlling shareholder(s)”	has 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
“Engineering Consultation Service Agreement”	the “Full-process Consultation Service Agreement for the Building Construction and Municipal Infrastructure Projects” entered into between Tianjin Infrastructure Consultant (as trustee) and the Company (as principal)
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“percentage ratio(s)”	has the meaning as ascribed to it under the Listing Rules
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) with a 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 Investment Group”	Tianjin City Infrastructure Construction and Investment Group Co., Ltd.* (天津城市基礎設施建設投資集團有限公司), the ultimate controlling company of the Company and the sole shareholder of TMICL, holding 100% equity interest in TMICL
“Tianjin SASAC”	the State-owned Assets Supervision and Administration Commission of Tianjin People’s Government, the PRC Government Body as defined in Article 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
“Tianjin Infrastructure Consultant”	Tianjin Investment Group Infrastructure Management and Consultant Co., Ltd.* (天津城投建設工程管理諮詢有限公司), a limited liability company incorporated in the PRC and an indirect wholly-owned subsidiary of Tianjin Investment Group
“%”	per cent

By order of the Board
Tang Fusheng
Chairman

Tianjin, the PRC
26 November 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