

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 26 December 2025, the Board has considered and approved the signing of the Heat Supply Agreement (Lot C) between Tianjin Jiayuanshengchuang (a wholly-owned subsidiary of the Company) and Tianjin Chengzhu, pursuant to which, Tianjin Chengzhu entrusted Tianjin Jiayuanshengchuang to perform auxiliary heat supply services for Houtai Lot C (Phase I, Phase II) Project.

Within 12 months prior to entering into the Heat Supply Agreement (Lot C), on 4 December 2025, Tianjin Chengzhu and Water Recycling Company entered into the Reclaimed Water Networks Agreement (Lot C), pursuant to which, Tianjin Chengzhu has entrusted Water Recycling Company to perform construction works for auxiliary reclaimed water equipment within the planned red line of Phases I and II (Yinxi Park) of the Houtai Lot C Project.

Implications of the Listing Rules

Tianjin Chengzhu is an indirect subsidiary of Tianjin Infrastructure Construction, the ultimate controlling company of the Company. Therefore, pursuant to the Listing Rules, Tianjin Chengzhu, being an associate of Tianjin Infrastructure Construction, is a connected person of the Company. The transactions under the Heat Supply Agreement (Lot C) and the Reclaimed Water Networks Agreement (Lot C) constitute the connected transactions of the Company under the Listing Rules.

As the connected transactions under the Agreements are conducted between the Group and the same connected person of the Company (namely Tianjin Chengze or Tianjin Chengzhu), and are of a similar nature, the transactions under the Agreements shall be aggregated pursuant to Rule 14A.81 of the Listing Rules.

As all applicable percentage ratios for the transaction under the Reclaimed Water Networks Agreement (Lot C) are below 0.1%, therefore, pursuant to Chapter 14A of the Listing Rules, the transaction under the Reclaimed Water Networks Agreement (Lot C) is deemed to be fully-exempt connected transaction and is exempted from the reporting and announcement requirements.

However, one or more of the applicable percentage ratios calculated on aggregated basis for the transactions under the Agreements exceed 0.1% but are all below 5%. Therefore, pursuant to Chapter 14A of the Listing Rules, the transactions under the Agreements are only subject to the reporting and announcement requirements and are exempted from the independent Shareholders' approval requirement.

INTRODUCTION

References are made to (i) the connected transactions announcement of the Company dated 14 March 2024 in relation to the Auxiliary Heat Supply Contract for Houtai Lot G Project and Entrustment Agreement for Auxiliary Reclaimed Water Networks of New Residential and Public Housing in Tianjin; (ii) the connected transactions announcement of the Company dated 14 January 2025; and (iii) the connected transactions announcement of the Company dated 29 September 2025 (the “**Announcements**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Announcements.

The Board is pleased to announce that on 26 December 2025, the Board has considered and approved the signing of the Heat Supply Agreement (Lot C) between Tianjin Jiayuanshengchuang (a wholly-owned subsidiary of the Company) and Tianjin Chengzhu, pursuant to which, Tianjin Chengzhu entrusted Tianjin Jiayuanshengchuang to perform auxiliary heat supply services for Houtai Lot C (Phase I, Phase II) Project.

HEAT SUPPLY AGREEMENT (LOT C)

The principal terms of the Heat Supply Agreement (Lot C) are summarized as follows:

Parties

- (a) Tianjin Jiayuanshengchuang (as the entrusted party); and
- (b) Tianjin Chengzhu (as the entrusting party).

Location of Construction Works

Houtai Lot C (Phase I, Phase II) Project, Zhongbei Town, Xiqing District, Tianjin

Scope of Construction Works

According to the Heat Supply Agreement (Lot C), Tianjin Jiayuanshengchuang shall provide equipment for heat supply, primary networks and heat exchange station and the installation services of the equipment abovementioned (construction works will be provided up to the upper flange of the water distributor cut-off valve inside the heat exchange station) to the Houtai Lot C (Phase I, Phase II) Project, Zhongbei Town, Xiqing District, Tianjin.

Construction Works Fees and Payment

According to the Heat Supply Agreement (Lot C), the construction work fee for the heat supply works is RMB10,306,120 (including tax).

Tianjin Chengzhu will pay the construction work fee for the heat supply works according to the following schedule and timeline:

1. Upon the execution of the Heat Supply Agreement (Lot C), Tianjin Chengzhu will pay RMB3,091,836 within 30 working days from the date of signing the Heat Supply Agreement (Lot C), representing 30% of the total fees;

2. Within 30 days before Tianjin Jiayuanshengchuang commences the construction, Tianjin Chengzhu will pay RMB4,122,448, representing 40% of the total fees; and
3. Within 30 days after obtaining the heat supply professional supporting certificate for commercial housing access procedures, Tianjin Chengzhu will pay RMB3,091,836, representing 30% of the total fees.

The aforesaid fees were determined by the parties after arm's length negotiations with reference to (among others) the fees of the same or similar types of auxiliary heat supply and the current prevailing market prices of the heat meters in Tianjin.

PREVIOUS AGREEMENTS

Within 12 months prior to entering into the Heat Supply Agreement (Lot C), on 4 December 2025, Tianjin Chengzhu and Water Recycling Company entered into the Reclaimed Water Networks Agreement (Lot C), pursuant to which, Tianjin Chengzhu has entrusted Water Recycling Company to perform construction works for auxiliary reclaimed water equipment within the planned red line of Phases I and II (Yinxi Park) of the Houtai Lot C Project.

The principal terms of the Reclaimed Water Networks Agreement (Lot C) are summarized as follows:

Date

4 December 2025

Parties

- (a) Water Recycling Company (as the entrusted party); and
- (b) Tianjin Chengzhu (as the entrusting party).

Location of Construction Works

Phases I and II (Yinxi Park) Low Pressure Works of the Houtai Lot C Project, intersection of Xiangze Road and Rilang Road, Xiqing District, Tianjin

Scope of Construction Works

According to the Reclaimed Water Networks Agreement (Lot C), Water Recycling Company shall be responsible for providing construction works for auxiliary reclaimed water equipment within the planned red line of Phases I and II (Yinxi Park) of the Houtai Lot C Project. The scope of construction works is from the planned red line of the city road reclaimed water branch pipe gate (excluding the gate) to the front of the building (building eaves 1 meter; including wells, gates). The specific content depends on the volume of the entrusted process. The water meter fee is not included in the construction works fee and will be charged separately. The auxiliary scope includes buildings No. 1 to 30 and auxiliary structure No. 1.

Construction Works Fees and Payment

According to the Reclaimed Water Networks Agreement (Lot C), the cost of the ancillary primary water supply facilities in the reclaimed water zone is RMB2,250,852.22 (including tax), which is to be settled by Tianjin Chengzhu to Water Recycling Company on a lump sum basis within 30 days after the execution of the Reclaimed Water Networks Agreement (Lot C).

The aforesaid fees were determined by the parties after arm's length negotiations on the basis of the gross floor area with reference to (among others) the Notice on the Regulating the Construction Works Fee Charging Standards for Reclaimed Water Projects for New Residential and Public Housing (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)》).

REASONS AND BENEFITS FOR ENTERING INTO THE AGREEMENTS

As stated in the Announcements, the execution and implementation of the Agreements are in line with the business scope of Tianjin Jiayuanakaichuang, Tianjin Jiayuanshengchuang and Water Recycling Company, can facilitate the increase in the primary business revenue, the expansion of the market share of the new energy heat supply and the reclaimed 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 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 COMPANY, TIANJIN INFRASTRUCTURE CONSTRUCTION, WATER RECYCLING COMPANY, TIANJIN JIAYUANSHENGCHUANG AND TIANJIN CHENGZHU

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; license 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 Infrastructure Construction is the ultimate controlling company of the Company and the sole shareholder of TMICL (a controlling shareholder of the Company), holding 100% equity interest in TMICL.

Tianjin Infrastructure Construction is principally engaged in the 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 consultancy; market construction development services; leasing of self-owned properties; 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.

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

Tianjin Jiayuanshengchuang is an indirect wholly-owned subsidiary of the Company. Its business scope includes licensed items: development, consultancy, services and transfer of energy-saving, environmental protection and new energy technologies; property management; cooling services, heating services. (Items subject to statutory approval may only be conducted upon obtaining approval from the relevant authorities)

Tianjin Chengzhu is an indirect subsidiary of Tianjin Infrastructure Construction, the ultimate controlling company of the Company. Its business scope includes licensed items: property development and operation; construction project execution; residential interior decoration and refurbishment; electrical installation services. (Items subject to statutory approval may only be commenced upon obtaining approval by relevant authorities. Specific operations shall be governed by official approval documents or permits issued by competent authorities) General items: marketing strategy planning; non-residential property leasing; property management; landscaping and greening project execution; project management services. (Except for items requiring statutory approval, operations may be conducted autonomously in accordance with the business license)

IMPLICATIONS OF THE LISTING RULES

As stated in the Announcements, (i) Tianjin Chengze and Tianjin Jiayuankaichuang entered into the Heat Supply Agreement (Lot H) on 22 January 2025; (ii) Tianjin Chengze and Water Recycling Company entered into the Reclaimed Water Meters Agreement (Ground Meters) (Lot H) on 11 February 2025; (iii) Tianjin Chengze and Water Recycling Company entered into the Reclaimed Water Meters Agreement (Household Meters) (Lot H) on 11 February 2025; (iv) Tianjin Chengze and Water Recycling Company entered into the Reclaimed Water Pump House Agreement (Lot H) on 24 March 2025; (v) Tianjin Chengze and Tianjin Jiayuankaichuang entered into the Heat Supply Secondary Network Agreement (Lot H) on 8 April 2025; and (vi) Tianjin Chengze and Tianjin Jiayuankaichuang entered into the Warranty Period Heat Supply and Usage Agreement (Zexi Park) on 13 November 2025 (collectively, the “**Previous Agreements**”).

As mentioned above, as at the date of this announcement, Tianjin Chengzhu is an indirect subsidiary of Tianjin Infrastructure Construction, the ultimate controlling company of the Company. Therefore, pursuant to the Listing Rules, Tianjin Chengzhu, being an associate of Tianjin Infrastructure Construction, is a connected person of the Company. The transactions under the Heat Supply Agreement (Lot C) and the Reclaimed Water Networks Agreement (Lot C) constitute the connected transactions of the Company under the Listing Rules.

As the connected transactions under the Agreements are conducted between the Group and the same connected person of the Company (namely Tianjin Chengze or Tianjin Chengzhu), and are of a similar nature, the transactions under the Agreements shall be aggregated pursuant to Rule 14A.81 of the Listing Rules.

As all applicable percentage ratios for the transaction under the Reclaimed Water Networks Agreement (Lot C) are below 0.1%, therefore, pursuant to Chapter 14A of the Listing Rules, the transaction under the Reclaimed Water Networks Agreement (Lot C) is deemed to be fully-exempt connected transaction and is exempted from the reporting and announcement requirements.

However, one or more of the applicable percentage ratios calculated on aggregated basis for the transactions under the Agreements exceed 0.1% but are all below 5%. Therefore, pursuant to Chapter 14A of the Listing Rules, the transactions under the Agreements are only subject to the reporting and announcement requirements and are exempted from the independent Shareholders' approval requirement.

GENERAL MATTERS

As at the date of this announcement, Mr. Tang Fusheng, an executive Director, and Mr. Wang Yongwei and Mr. An Pindong, the non-executive Directors, are connected with Tianjin Infrastructure Construction and are deemed to be unable to provide recommendation opinion to the Board in an independent capacity, and as such, they have abstained from voting on the board resolution approving the Heat Supply Agreement (Lot C) and the transaction contemplated thereunder. Save as aforesaid, none of the Directors has a material interest in the Heat Supply Agreement (Lot C) and the transaction contemplated thereunder or is required to abstain from voting on the relevant board resolution.

DEFINITIONS

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

“Agreements”	Heat Supply Agreement (Lot C), Reclaimed Water Networks Agreement (Lot C) and Prior Agreements
“Board”	the board of Directors of the Company
“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)” and “controlling shareholder(s)” and “associate(s)”	have the same meaning as ascribed to them under the Listing Rules
“Director(s)”	the director(s) of the Company (including independent non-executive directors)
“Group”	the Company and its subsidiaries
“Heat Supply Agreement (Lot C)”	the Auxiliary Heat Supply Contract to be entered into between Tianjin Jiayuanshengchuang (as the entrusted party) and Tianjin Chengzhu (as the entrusting party) for Houtai Lot C (Phase I, Phase II) Project

“Hong Kong”	the 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 same meaning as ascribed to it under the Listing Rules (as applicable to a transaction)
“Reclaimed Water Networks Agreement (Lot C)”	the Entrustment Agreement for Auxiliary Reclaimed Water Networks of New Residential and Public Housing in Tianjin entered into between Water Recycling Company (as the entrusted party) and Tianjin Chengzhu (as the entrusting party) on 4 December 2025 for Phases I and II (Yinxi Park) of the Houtai Lot C Project
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) of the Company with a nominal value of RMB1.00 each
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tianjin Chengzhu”	Tianjin Chengzhu Real Estate Development Co., Ltd.* (天津市城築房地產開發有限公司), a company incorporated in the PRC with limited liability and an indirect subsidiary of Tianjin Infrastructure Construction, the ultimate holding company of the Company
“Tianjin Infrastructure Construction”	Tianjin City 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), an ultimate holding company of the Company and the sole shareholder of TMICL, is interested as to 100% equity interest of TMICL
“Tianjin Jiayuanshengchuang”	Tianjin Jiayuanshengchuang New Energy Technology Co., Ltd.* (天津佳源盛創新能源科技有限公司), a company incorporated in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Tianjin SASAC”	the State-owned Assets Supervision and Administration Commission of Tianjin Municipal People’s Government (天津市人民政府國有資產監督管理委員會), the PRC government body as defined in Rule 19A.04 of the Listing Rules
“TMICL”	Tianjin Municipal Investment Company Limited* (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 incorporated 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 December 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*