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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 HAZARDOUS WASTE DISPOSAL AGREEMENT**

### **HAZARDOUS WASTE DISPOSAL AGREEMENT**

The Board is pleased to announce that on 25 October 2024, Shandong Company (a non-wholly owned subsidiary of the Company) and Tianjin Eco-city entered into the Hazardous Waste Disposal Agreement, pursuant to which, Tianjin Eco-city has agreed to commission, and Shandong Company has agreed to be engaged for, the disposal of hazardous waste from the Project.

### **IMPLICATIONS OF THE LISTING RULES**

As at the date of this announcement, Tianjin Infrastructure Construction is the ultimate holding company of the Company, and Tianjin Eco-city is an indirect subsidiary of Tianjin Infrastructure Construction. Accordingly, Tianjin Eco-city is an associate of Tianjin Infrastructure Construction and is regarded as a connected person of the Company under the Listing Rules. The transaction contemplated under the Hazardous Waste Disposal Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

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

## INTRODUCTION

The Board is pleased to announce that on 25 October 2024, Shandong Company (a non-wholly owned subsidiary of the Company) and Tianjin Eco-city entered into the Hazardous Waste Disposal Agreement, pursuant to which, Tianjin Eco-city has agreed to commission, and Shandong Company has agreed to be engaged for, the disposal of hazardous waste from the Project.

## HAZARDOUS WASTE DISPOSAL AGREEMENT

The principal terms of the Hazardous Waste Disposal Agreement are summarized as follows:

Parties:	(a) Tianjin Eco-city (as entrusting party); and  (b) Shandong Company (as entrusted party).
Location of the Project:	General Contract Project Management Department of the Solid Waste Disposal Project located at the upstream of the Urban and Rural Water Quality Improvement Project (Jin Jiu), Shikou Industrial Park, Dongying District, Dongying City, Shandong Province
Scope of services:	Shandong Company shall collect hazardous waste provided by Tianjin Eco-city at the site of the Project, the type of hazardous waste being hazardous chemicals and waste generated during environmental events and the treatment process thereof, with a total weight of 10,000 tons; treat such hazardous waste in accordance with the requirements of treatment technology, government regulations and industry standards, and regularly provide hazardous waste disposal reports.
Service fees and payment terms:	<p>The service fees (tax inclusive) shall be RMB8,000,000, payable by Tianjin Eco-city in the form of cash, bank transfer or bank acceptance bill within six months upon receipt of valid bills such as a special VAT invoice issued by Shandong Company.</p> <p>The abovementioned service fees are determined by the parties by way of open bidding with reference to, among others, the volume of work of the relevant services.</p>
Term of services:	Shandong Company shall complete all disposal work of the hazardous waste within the scope of services by 30 June 2025.

On the same day, Shandong Company and Tianjin Eco-city entered into the Supplemental Agreement with Dongying branch of Tianjin Eco-city to stipulate that the rights and obligations of Tianjin Eco-city under the Hazardous Waste Disposal Agreement shall be assumed by Dongying branch of Tianjin Eco-city. Save as aforesaid, all other rights and obligations under the Hazardous Waste Disposal Agreement remain unchanged.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE HAZARDOUS WASTE DISPOSAL AGREEMENT**

The Hazardous Waste Disposal Agreement and the transaction contemplated thereunder are in line with the scope of operations of Shandong 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 treatment and disposal of solid waste and hazardous waste, and will have a positive impact on the development of the Company.

The Directors (including the independent non-executive Directors) are of the view that the terms of the Hazardous Waste Disposal Agreement are entered into in the ordinary and usual course of business of the Group on normal commercial terms, 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.

Shandong Company is a direct non-wholly owned subsidiary of the Company, with 55% equity interest held by the Company. Its scope of business includes the collection, transportation, storage and disposal of hazardous waste.

Tianjin Eco-city is an indirect non-wholly owned subsidiary of Tianjin Infrastructure Construction, the ultimate holding company of the Company, and its scope of business includes soil pollution control and restoration services, water pollution control, machinery and equipment leasing, environmental protection consulting services, solid waste management, water environmental pollution control services and soil environmental pollution control services. As at the date of this announcement, Tianjin Infrastructure Construction indirectly holds 70% equity interest in Tianjin Eco-city, and is the ultimate holding company of Tianjin Eco-city.

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 at the date of this announcement, Tianjin Infrastructure Construction is the ultimate holding company of the Company, and Tianjin Eco-city is an indirect subsidiary of Tianjin Infrastructure Construction. Accordingly, Tianjin Eco-city is an associate of Tianjin Infrastructure Construction and is regarded as a connected person of the Company under the Listing Rules. The transaction contemplated under the Hazardous Waste Disposal Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the transaction contemplated under the Hazardous Waste Disposal Agreement exceeds 0.1% but all of them are less than 5%, the transaction contemplated under the Hazardous Waste Disposal Agreement is only subject to the reporting and announcement requirements and is 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 resolutions approving the Hazardous Waste Disposal Agreement and the transaction contemplated thereunder. Save as aforesaid, none of the Directors has a material interest in the Hazardous Waste Disposal Agreement and the transaction 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:

“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
“Hazardous Waste Disposal Agreement”	the Agreement for the Disposal of Hazardous Waste from the Environmental Pollution Treatment Project of Industrial Solid Waste Sources dated 25 October 2024 entered into between Shandong Company (as the entrusted party) and Tianjin Eco-city (as the entrusting party) in relation to the Project (as amended and supplemented by the Supplemental Agreement)
“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)”	have the same meaning as ascribed to it under the Listing Rules
“Project”	Industrial Solid Waste Source Environmental Pollution Control – Hazardous Waste Disposal (DY-WGPSY) Phase II Project
“RMB”	Renminbi, the lawful currency of the PRC
“Shandong Company”	Shandong Capital Environmental Protection Technology Co., Ltd.* (山東創業環保科技發展有限公司), a company established in the PRC with limited liability and a direct non-wholly owned subsidiary of the Company
“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
“Supplemental Agreement”	the Supplemental Agreement to the Agreement for the Disposal of Hazardous Waste from the Environmental Pollution Treatment Project of Industrial Solid Waste Sources dated 25 October 2024 entered into between Shandong Company, Tianjin Eco-city and Dongying branch of Tianjin Eco-city in relation to the amendment and supplementation of the Hazardous Waste Disposal Agreement

“Tianjin Eco-city”	Tianjin Eco-city Environmental Protection Co., Ltd.* (天津生態城環保有限公司), a company established in the PRC with limited liability and an indirect non-wholly owned subsidiary of Tianjin Infrastructure Construction
“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
“%”	per cent

By order of the Board  
**Tang Fusheng**  
*Chairman*

Tianjin, the PRC  
25 October 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