



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)

PROXY FORM FOR USE AT THE 2008 ANNUAL GENERAL MEETING

The number of H Shares to which this
proxy form relates ^(Note 1)

I/We ^(note 2)

of

being the registered holders of ^(note 1) H shares (the "Shares") of nominal value of RMB1.00 each in the capital of Tianjin Capital Environmental Protection Group Company Limited (the "Company"), is/are the shareholder(s) of the Company, and HEREBY APPOINT THE CHAIRMAN OF THE 2008 ANNUAL GENERAL

MEETING or ^(note 3) as my/our proxy(ies) to attend and act for me/us and on my/our behalf at the annual general meeting (the "AGM") of the Company to be held at the conference room of the Company on 5th Floor, TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC at 10:30 a.m. on 17 June 2009 (or at any adjournment thereof) and to exercise the right of voting at such meeting or at any adjournment thereof in respect of the resolutions as hereunder indicated, or if no such indication is given, as my/our proxy(ies) thinks(s) fit. My/our proxy will also be entitled to vote on any matter properly put to the AGM in such manner as he/she thinks fit.

Resolutions		For ^(note 4)	Against ^(note 4)
Ordinary Resolutions			
1.	To consider and approve the 2008 annual report of the Company and the summary of the report announced within the PRC and overseas;		
2.	To consider and approve the financial reports of the Company for the year 2008, audited by the PRC and international auditors of the Company;		
3.	To consider and approve the working report of the board of directors of the Company for the year 2008 and the operating development plan of the Company for the year 2009;		
4.	To consider and approve the final financial accounts of the Company for the year 2008 and the financial budget for the year 2009;		
5.	To consider and approve the proposal in respect of the profit appropriation plan of the Company for the year 2008;		
6.	To consider and approve the proposal from the audit committee of the Company in relation to the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Limited Company and PricewaterhouseCoopers as the PRC and international auditors of the Company respectively, and to authorize the Board to decide their remuneration;		
7.	To consider and approve the report of the supervisory committee of the Company for the year 2008;		
8.	To consider and approve the proposal in relation to the resignation of Mr. Li Yuqing as a supervisor of the Company and the appointment of Ms. Qi Lipin as a supervisor of the fourth Supervisory committee of the Company.		
Special Resolutions			
1.	To consider and approve the proposal in relation to amendment to the Articles of Association of the Group;		
2.	To consider and approve the proposal for the application to the general meeting to authorize the Board for the allotment and issue of new shares (H shares) of the Company.		

Date: 2009

Signature(s) ^(note 5):

Notes:

- Please insert the number of shares (the "Shares") in the Company registered in your name(s) and to which this proxy form relates. If no such number is inserted, this proxy form will be deemed to relate to all Shares registered in your name(s).
- Please insert the full name(s) in Chinese and English and address(es) (as shown in the register of members of the Company) in block capital(s).
- If any proxy other than the Chairman of the AGM is preferred, strike out "the Chairman of the 2008 Annual General Meeting" and insert the name and the address of the proxy desired in the space provided. Each shareholder of the Company is entitled to appoint one or more proxies to attend and vote at the AGM. The proxy needs not be a member of the Company. Any alteration made to this proxy form must be signed by the person who signs it.
- Important:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against". Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice(s) convening the AGM.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or an institution, either under the common seal or under the hand of any director or attorney duly authorised in writing. In any event, the execution shall be made in accordance with the articles of association of such corporation or institution.
- In order to be valid, this 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 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 AGM or any adjournments thereof.
- A proxy, on behalf of the shareholder of the Company, attending the AGM shall bring along the proxy form duly completed and signed as well as the proof of identification of the proxy.
- This proxy form shall be completed in form of a set of two copies, one of which shall be lodged to the Company pursuant to Note 6; and the other copy shall be produced upon the AGM by the proxy of the shareholder of the Company pursuant to Note 7.
- Completion and delivery of this proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the AGM, either personally or by proxy, that one of the said persons so present whose name stands first on the register of member of the Company in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
- The proxy needs not be a member of the Company but must attend the AGM in person to represent you.
- The resolution set out in this proxy form is only summary. The full text is set out in the "Notice of 2008 Annual General Meeting".