



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)

**REVISED PROXY FORM FOR USE AT THE
2016 SECOND EXTRAORDINARY GENERAL MEETING**

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

I/We ^(Note 2) _____
of _____

being the registered holders of ^(Note 1) _____ 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 2016 SECOND EXTRAORDINARY GENERAL MEETING or ^(Note 3) _____ as my/our proxy(ies) to attend and act for me/us and on my/our behalf at the 2016 second extraordinary general meeting (the "EGM") of the Company to be postponed 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 2:00 p.m. on 30 December 2016 (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.

RESOLUTIONS		FOR (Note 4)	AGAINST (Note 4)	ABSTENTION (Note 4)
SPECIAL RESOLUTIONS				
1.	To consider and approve the proposal of the Non-public Issuance of A Shares by the Company.			
1.1	Class of shares to be issued and the nominal value			
1.2	Method and time of issuance			
1.3	Subscribers and method of subscription			
1.4	Number of shares to be issued			
1.5	Issue Price and pricing principle			
1.6	Lock-up arrangement			
1.7	Gross proceeds and use of proceeds			
1.8	Listing application			
1.9	Arrangement relating to the accumulated undistributed profits of the Company			
1.10	Validity period of the resolution			
2.	To consider and approve the plan of the Non-Public Issuance of A Shares by the Company.			
3.	To consider and approve the feasibility report on the use of proceeds raised from the Non-Public Issuance of A Shares by the Company.			
4.	To consider and approve the shareholders' return plan for the coming three years (2016 - 2018) of the Company.			
5.	To consider and approve the risk alert on the dilutive impact of the Non-public Issuance of A Shares on the immediate returns and the relevant precautionary measures.			
6.	To consider and approve the amendments to the Articles of Association.			
ORDINARY RESOLUTIONS				
1.	To consider and approve the compliance with the conditions of the Non-public Issuance of A Shares by the Company.			
2.	To consider and approve the report on the status of the use of proceeds of the previous fund raising by the Company.			
3.	To consider and approve the undertakings made by the controlling shareholder, the de facto controller, the Directors and the senior management of the Company in relation to realistic implementation of the recovery measures for the immediate returns.			
4.	To consider and approve the authorization to the Board and its authorized representative(s) at the shareholders' meeting to handle all matters relating to the Non-public Issuance of A Shares.			
5.	To consider and approve the management principles on the use of proceeds of the Company.			

* Details of the resolutions are set out in the revised notice of EGM dated 2 November 2016.

Date: _____ 2016 Signature(s) ^(Note 5): _____

Notes:

1. Please insert the number of shares (the “**Shares**”) in the Company registered in your name(s) and to which this revised proxy form relates. If no such number is inserted, this revised proxy form will be deemed to relate to all Shares registered in your name(s).
2. 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).
3. If any proxy other than the Chairman of the EGM is preferred, strike out “the Chairman of the 2016 Second Extraordinary General Meeting or” 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 EGM. The proxy needs not be a member of the Company. Any alteration made to this revised proxy form must be signed by the person who signs it.
4. 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”. If you wish to abstain from voting on a resolution, tick in the box marked “Abstention”. 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 EGM other than those referred to in the notice(s) convening the EGM.
5. This revised 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.
6. In order to be valid, this revised proxy form and, if such revised 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 EGM or any adjournments thereof.
7. A proxy, on behalf of the shareholder of the Company, attending the EGM shall bring along the revised proxy form duly completed and signed as well as the proof of identification of the proxy.
8. This revised 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 EGM by the proxy of the shareholder of the Company pursuant to Note 7.
9. Completion and delivery of this revised proxy form will not prelude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.
10. In the case of joint registered holders of any Shares, any one of such persons may vote at the EGM, 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 EGM, 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.
11. The proxy needs not be a member of the Company but must attend the EGM in person to represent you.
12. Shareholders who have lodged the proxy form despatched on 23 September 2016 (the “**Original Proxy Form**”) with the Company prior to the date of the revised notice of EGM of the Company (i.e. 2 November 2016) should note that:
 - (i) If no revised proxy form is lodged with the principal office of the Company in the PRC prior to the Closing Time, the Original Proxy Form will be treated as a valid form of proxy lodged by him or her if correctly completed and signed and returned in accordance with the instructions printed thereon. The proxy appointed by the Shareholder will be entitled to vote at his/her discretion or abstain on any resolution properly proposed to the EGM.
 - (ii) If the revised proxy form is lodged with the principal office of the Company in the PRC prior to the Closing Time, the revised proxy form will revoke and supersede the relevant Original Proxy Form previously lodged by him or her. The revised proxy form will be treated as a valid form of proxy lodged by such Shareholder if correctly completed and signed and returned in accordance with the instructions printed thereon.
 - (iii) If the duly completed and signed revised proxy form is lodged with the principal office of the Company in the PRC after the Closing Time, the revised proxy form will be invalid. However, it will revoke the Original Proxy Form previously lodged by such Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Original Proxy Form or the revised proxy form) will not be counted in any poll which will be taken on any proposed resolution.