



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
2017 FIRST H SHAREHOLDERS' CLASS MEETING**

The number of H Shares to which this proxy form relates ^(Note 1)	
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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 2017 FIRST H SHAREHOLDERS'

CLASS MEETING or ^(Note 3) _____

as my/our proxy(ies) to attend and act for me/us and on my/our behalf at the 2017 first H shareholders' class meeting (the "H Shareholders' Class Meeting") 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 3:00 p.m. (or immediately after the 2017 first A shareholders' class meeting of the Company to be held on the same date and at the same place) on 3 July 2017 (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.

SPECIAL RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)	ABSTENTION ^(Note 4)
1.	To consider and approve the adjustments to several terms of the proposal of the Non-public Issuance of A Shares by the Company.			
1.1	Number of shares to be issued			
1.2	Price Determination Date, Issue Price and pricing principle			
1.3	Validity period of the resolutions			
2.	To consider and approve the plan of the Non-Public Issuance of A Shares by the Company (Amended).			
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 (Amended).			
4.	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 (Amended).			

* Details of the resolutions are set out in the notice of H Shareholders' Class Meeting dated 16 May 2017.

Date: _____ 2017 Signature(s) ^(Note 5): _____

Notes:

1. Please insert the number of H share of the Company (the “**H 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 H 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 H Shareholders’ Class Meeting is preferred, strike out “the Chairman of the 2017 First H Shareholders’ Class Meeting or” and insert the name and the address of the proxy desired in the space provided. Each holder of H Shares of the Company is entitled to appoint one or more proxies to attend and vote at the H Shareholders’ Class Meeting. The proxy needs not be a holder of H Shares of the Company. Any alteration made to this 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 H Shareholders’ Class Meeting other than those referred to in the notice(s) convening the H Shareholders’ Class Meeting.
5. 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.
6. 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 H Shareholders’ Class Meeting or any adjournments thereof.
7. A proxy, on behalf of the holder of H Shares of the Company, attending the H Shareholders’ Class Meeting shall bring along the proof of identification of the proxy.
8. Completion and delivery of this proxy form will not preclude you from attending and voting in person at the H Shareholders’ Class Meeting or any adjournment thereof should you so wish.
9. In the case of joint registered holders of any H Shares, any one of such persons may vote at the H Shareholders’ Class Meeting, either personally or by proxy, in respect of such H Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the H Shareholders’ Class Meeting, 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 H Shares shall be accepted to the exclusion of the votes of the other joint registered holders.
10. The proxy needs not be a holder of H Shares of the Company but must attend the H Shareholders’ Class Meeting in person to represent you.