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 SECOND EXTRAORDINARY GENERAL MEETING

The number of Shares to which this 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 2017 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 2017 second extraordinary general meeting (the "**EGM**") 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 2:00 p.m. 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.

	RESOLUTIONS	FOR (Note 4)	AGAINST (Note 4)	ABSTENTION (Note 4)
	SPECIAL RESOLUTIONS			
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).			
	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 special report on the status of the use of proceeds of the previous fund raising by the Company (Amended).			
3.	To consider and approve the authorization to the Board and its authorized representative(s) to handle all matters relating to the Non-public Issuance of A Shares.			

* Details of the resolutions are set out in the notice of EGM dated 16 May 2017.

Date: ____________________ 2017 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 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).
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 2017 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 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 reolution, 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 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 EGM or any adjournments thereof.
7. A proxy, on behalf of the shareholder of the Company, attending the EGM shall bring along the proof of identification of the proxy.
8. Completion and delivery of this proxy form will not prelude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.
9. 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.
10. The proxy needs not be a member of the Company but must attend the EGM in person to represent you.