



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 FORM FOR USE AT THE 2017 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 2017 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 2:00 p.m. on 14 May 2018 (or at any adjournment thereof) to consider
and, if thought fit, to approve the resolutions ("Resolutions") as set out in the Notice of the AGM (the "Notice") and the Supplemental Notice (the
"Supplemental Notice") 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				
Ordinary Resolutions		For ^(note 4)	Against ^(note 4)	Abstention ^(note 4)
1.	To consider and approve the 2017 annual report of the Company and the summary of the report announced within the PRC and overseas;			
2.	To consider and approve the working report of the board (the "Board") of directors (the "Directors") of the Company for the year 2017 and the operating strategy of the Company for the year 2018;			
3.	To consider and approve the final financial accounts of the Company for the year 2017 and the financial budget for the year 2018;			
4.	To consider and approve the proposal in respect of the profit appropriation plan of the Company for the year 2017;			
5.	To consider and approve the working report of the supervisory committee of the Company for the year 2017;			
6.	To consider and approve the working report of independent Directors of the Company for the year 2017.			
7.	To consider the resolution on the appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the Company's PRC and international auditor respectively and to authorize the Board to determine their remunerations.			
8.	To consider and approve the appointment of Mr. Yu Zhongpeng as non-executive director of the Company. ^(Note 14)			
9.	To consider and approve the appointment of Mr. Han Wei as non-executive director of the Company. ^(Note 14)			
10.	To consider and determine the remuneration of Mr. Yu Zhongpeng and Mr. Han Wei as non-executive directors of the Company.			
Special Resolutions		For ^(Note 4)	Against ^(Note 4)	Abstention ^(Note 4)
11.	To approve the resolution on the extension of the validity period for the resolutions of the general meeting in relation to the issuance of corporate bonds by the Company.			

Date: _____ 2018

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 AGM is preferred, strike out “the Chairman of the 2017 Annual 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 AGM. 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. **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”. 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 (including additional resolutions contained in the Supplemental Notice) formally put to the AGM other than those referred to in the Notice and the original proxy form(s).**
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 AGM or any adjournments thereof (“Closing Time”), or deposited at the Company’s H-share registrar Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before the Closing Time.
7. To attend and represent the shareholder(s) at the AGM, the proxy so appointed must produce beforehand his/her identification document and any power of attorney duly signed by his appointor(s) or the legal representative(s) of his appointor(s). The power of attorney must state the date of issuance.
8. Completion and delivery of this proxy form will not prelude you from attending and voting in person at the AGM 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 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.
10. The proxy needs not be a member of the Company but must attend the AGM in person to represent you.
11. The resolutions set out in this proxy form are only summary. The full text is set out in the “Notice of 2017 Annual General Meeting” and the “Supplemental Notice of 2017 Annual General Meeting”.
12. **IMPORTANT: If you have not yet lodged the original form of proxy (the “Original Proxy Form”) with the Company’s principal office or the Company’s H share registrar, you are requested to lodge this revised form of proxy if you wish to appoint proxies to attend the AGM on your behalf. In this case, the Original Proxy Form should not be lodged with the Company’s principal office or the Company’s H Share registrar.**
13. **IMPORTANT: If you have already lodged the Former Proxy Form with the Company’s principal office or the Company’s H Share registrar, you should note that:**
 - (i) If this revised form of proxy is not lodged with the Company’s principal office or the Company’s H share registrar before the Closing Time as mentioned in note 6 above or if it is incorrectly completed, the Former Proxy Form will be treated as a valid proxy form lodged by you if correctly completed. The proxy so appointed by you will be entitled to vote at his or her discretion or to abstain on any resolution properly put to the AGM other than those referred to in the Notice and the Former Proxy Form, including the newly added resolution as set out in the Supplemental Notice.
 - (ii) If you have lodged this revised form of proxy with the Company’s principal office or the Company’s H share registrar before the Closing Time as mentioned in note 6 above, this revised form of proxy will revoke and supersede the Former Proxy Form previously lodged by you provided that this revised form of proxy is correctly completed.
14. “Cumulative voting” will be used in respect of resolutions no. 8 and no.9 whereas other resolutions will be voted by normal voting.

In “cumulative voting”, for every share held by a shareholder who participates in the voting, the shareholder will have the same number of voting rights which equals the number of directors to be elected. Such shareholder may cast all his votes on one single candidate or different candidates separately. Cumulative voting will be used in carrying out the voting and the counting of voting results in respect of resolutions no. 8 and no. 9.

Set out below is an example illustrating the voting method using cumulative voting in respect of resolutions no. 8 and no. 9. Please fill in your intention of voting in accordance with the following instructions:

- (i) In relation to resolutions no. 8 and no. 9, for every share held by you, you will have the same number of voting rights which equals the number of directors to be elected. For example, if you are holding 1 million shares and two directors are to be elected at the AGM, the aggregate number of votes which you will have will be 2 million (i.e. 1 million shares x 2 = 2 million voting shares) for resolutions no. 8 and no. 9.
- (ii) You may cast on every candidate such votes which represent the same number of shares held by you; or cast all your votes which represent the total number of shares held by you multiplied by the total number of directors to be elected on one candidate. If you wish to cast equal number of votes to each candidate for director, please tick in the boxes marked “FOR” or “AGAINST” as appropriate. Otherwise, please specify the number of votes cast for each of the two candidates for director in the boxes marked “FOR” or “AGAINST”. For example, if you are holding 1 million shares, the number of your votes regarding resolutions no. 8 and no. 9 is 2 million. You may choose to cast the 2 million votes equally between the two candidates (FOR or AGAINST); or to cast all your 2 million votes on one candidate (FOR or AGAINST) ; or cast 1.5 million votes to candidate A for director (FOR or AGAINST) , 0.5 million votes to candidate B for director (FOR or AGAINST) , etc.
- (iii) When the total votes, represented by the shares held by you multiplied by the number of directors to be elected, are used up after voting for a candidate, you will have no votes remaining to be cast on the other candidate. i.e., the total number of both of your FOR or AGAINST votes cast for two candidates for directors shall not exceed the aggregate number of votes to which you are entitled.
- (iv) Please note that when the total votes cast by you on one candidate or two candidates exceeds the total votes to which you are entitled, all the votes cast will become invalid and be regarded as abstain votes; when the total votes cast by you on one candidate or two candidates for director are less than the total votes to which you are entitled, the votes are valid and the remaining votes will be regarded as abstain votes. For example, if you are holding 1 million shares, the number of your votes regarding resolutions no. 8 and no. 9 is 2 million: (a) if you fill in the “FOR” or “AGAINST” of “cumulative voting” under resolution no. 8 with “2 million shares”, you have used up all the votes to which you are entitled, which results in you having no votes for the other candidate for director. Should you fill in the blanks under resolution no. 9 with any number of shares (other than 0) , all your votes on resolutions no. 8 and no. 9 will be invalid; or (b) if you fill in the “FOR” (or “AGAINST”) of “cumulative voting” under resolution no. 8 with “1 million shares” and under resolution no. 9 with “0.5 million shares”, the 1.5 million of votes cast by you are valid and the remaining 0.5 million of votes will be regarded as abstain votes.