



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 OF THE INDEPENDENT NON-EXECUTIVE DIRECTOR
FOR USE AT THE 2020 SECOND EXTRAORDINARY GENERAL MEETING**

I/We^(note 2), _____
of _____

being the registered holder(s) 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, hereby confirm as the appointer that I/we have, prior to signing this proxy form of the independent non-executive Director (the "Proxy Form"), read carefully the announcement dated 27 November 2020 in relation to the proposed adoption of A Share Option Incentive Scheme, the announcement dated 2 December 2020 regarding the public solicitation of voting rights by the Independent Directors and the notice of the 2020 Second Extraordinary General Meeting of the Company (the "EGM") (the "Notice") and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of votes. I/we have the right to, at any time prior to on-site registration at the EGM, revoke my/our appointment of the soliciting party as proxy under the Proxy Form or to amend the contents of the Proxy Form in accordance with procedures specified in the Notice.

As the appointer, I/we hereby appoint Mr. Di Xiaofeng, an independent non-executive Director of the Company to act as my/our proxy to attend the EGM to be held at the conference room of the Company on 5/F, TCEP Building, 76 Weijin South Road, Nankai District, Tianjin, the PRC at 2:00 p.m. on 23 December 2020 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) think(s) fit.

	Special Resolutions	For ^(note 3)	Against ^(note 3)	Abstention ^(note 3)
1.	To consider and approve the 2020 Share Option Incentive Scheme (draft) of Tianjin Capital Environmental Protection Group Company Limited and its summary.			
2.	To consider and approve the Evaluation Methods in respect of the Implementation of the 2020 Share Option Incentive Scheme of Tianjin Capital Environmental Protection Group Company Limited.			
3.	To consider and approve the Administrative Measures in respect of the 2020 Share Option Incentive Scheme of Tianjin Capital Environmental Protection Group Company Limited.			
4.	To consider and approve the authorization to the Board for handling the matters related to the 2020 Share Option Incentive Scheme of Tianjin Capital Environmental Protection Group Company Limited.			

Date: _____ 2020

Signature(s)^(note 4): _____

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 shall 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)**.
- 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 shall entitle your proxy to cast your vote at his/her discretion.
- This Proxy Form shall be signed by you or your attorney duly authorized 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 authorized in writing. In any event, the execution shall be made in accordance with the articles of association of such corporation or institution.
- 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 are 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.
- In order to be valid, the 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, shall be deposited at the Company's H-share registrar address, on 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or 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 no less than 24 hours before the time scheduled for the holding of the EGM or any adjournment thereof.
- Completion and delivery of the Proxy Form shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.