



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 2024 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 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 2024 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 2024 FIRST H SHAREHOLDERS' CLASS MEETING (the
“H Shareholders' Class Meeting”) (or at any adjournment thereof) of the Company 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 3:00 p.m. on 5 June 2024 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 proposed granting of a general mandate to the Board of Directors by simplified procedure to issue A Shares (“General Mandate by Simplified Procedure”), the aggregate number of which shall not exceed 30% of the total share capital of the Company prior to the issuance, and the gross proceeds from which shall not exceed RMB 300 million and shall not exceed 20% of the net assets as at the end of the most recent year for a period commencing from the date on which this resolution is approved at the AGM to the date of the 2024 annual general meeting of the Company, and to authorize the Board and its authorized persons to approve, execute and carry out, or cause to be executed and carried out, all such documents, deeds and matters as they consider necessary for the purposes of the General Mandate by Simplified Procedure.			

Date: _____ 2024

Signature(s)^(Note 5): _____

Notes:

- Please insert the number of H shares (“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 shall be deemed to relate to all H 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)**.
- If any proxy other than the Chairman of the H Shareholders Class Meeting is preferred, strike out “the Chairman of the 2021 Second H Shareholders Class Meeting” 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 H Shareholders Class Meeting. The proxy needs not be a H share member of the Company. Any alteration made to this proxy form shall be signed by the person who signs it.
- Important Notice:** 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. Your proxy shall also be entitled to vote at his/her discretion on any resolution formally put to the H Shareholders Class Meeting other than those referred to in the Notice.
- 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 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, 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 H Shareholders Class Meeting or any adjournment thereof.
- A proxy, on behalf of the H shareholders of the Company, attending the H Shareholders Class Meeting shall bring along the completed and signed proxy form proof of identification of the H Shareholders proxy.
- Completion and delivery of this proxy form shall not preclude you from attending and voting in person at the H Shareholders Class Meeting or any adjournment thereof should you so wish.
- 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 are 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.
- The proxy needs not be a H share member of the Company but shall attend the H Shareholders Class Meeting in person to represent you.
- Content of the resolutions contained in this proxy form is a summary only, full text of which is set out in the “Notice of 2024 First H Shareholders' Class Meeting”. For details of the above resolutions, please refer to the relevant circular of the Company dated 6 May 2024.