

浙江天潔環境科技股份有限公司
Zhejiang Tengy Environmental Technology Co., Ltd
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 1527)

PROXY FORM

**For the Extraordinary General Meeting to be held on Thursday, 15 June 2017
(or at any adjournment thereof)**

I/We (Note 1) _____
of (Note 2) _____
being the registered holder(s) of (Note 3) _____ H shares/domestic shares of
RMB1.00 each in the share capital of Zhejiang Tengy Environmental Technology Co., Ltd (the “Company”), hereby appoint the
Chairman of the meeting (Notes 4 and 5) or _____
of (address) _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM to be held at 10:30 a.m. on Thursday, 15 June 2017
at the Company’s conference room, TENG Y Industrial Park, Paitou Town, Zhuji City, Zhejiang Province, the PRC and at any adjournment
thereof and to exercise all rights conferred on proxies under laws, regulations and the articles of association of the Company in respect of
the resolutions set out in the notice of the EGM as hereunder, or if no such indication is given, as my/our proxy thinks fit.

In this proxy form, unless the context otherwise requires, capitalised terms used herein shall have the same meaning as defined in the
Company’s circular dated 28 April 2017 (the “Circular”).

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting.

No.	SPECIAL RESOLUTIONS	For (Note 6)	Against (Note 6)	Abstain (Note 6)
(1)	To consider and approve the Proposed A Share Offering; (a) Type of securities to be issued; (b) Nominal value per Share; (c) Proposed stock exchange for the listing of the A Shares; (d) Offering size; (e) Target subscribers; (f) Method of offering; (g) Pricing methodology; (h) Method of underwriting; (i) Conversion of the form of the Company; and (j) Validity period of the resolution for the Proposed A Share Offering; and (k) Rights attached to the A Shares to be issued pursuant to the Proposed A Share Offering.			
(2)	To consider and approve the grant of authorisation to the Board to deal with all matters relating to the Proposed A Share Offering;			
(3)	To consider and approve the plan for distribution of profits accumulated before the Proposed A Share Offering;			
(4)	To consider and approve the use of proceeds of the Proposed A Share Offering and the feasibility analysis; and			
(5)	To consider and approve the proposed amendments to the Articles of Association and the Meeting Procedural Rules pursuant to the Proposed A Share Offering.			

No.	ORDINARY RESOLUTIONS	For (Note 6)	Against (Note 6)	Abstain (Note 6)
(6)	To consider and approve the future dividend plan for the three years after the Proposed A Share Offering;			
(7)	To consider and approve the A Share price stabilisation plan for the three years after the Proposed A Share Offering;			
(8)	To consider and approve the dilution of immediate return as a result of the Proposed A Share Offering and remedial measures;			
(9)	To consider and approve the report on the use of proceeds of the H Share Offering;			
(10)	To consider and approve the undertakings on the disclosure of information in the A Share Offering Prospectus;			
(11)	To consider and approve the appointment of domestic auditor;			
(12)	To consider and approve the report on the related party transactions for the period from 1 January 2014 to 31 December 2016;			
(13)	To consider and approve the proposed formulation and implementation of the Corporate Governance Rules pursuant to the Proposed A Share Offering; and			
(14)	To consider and approve the Asset Acquisition Agreement and the transactions contemplated thereunder; and the authorisation of any one or more Directors to sign, execute and deliver all such documents and take all such actions and steps and do such acts, matters and things as any one or more of them may consider necessary, appropriate, desirable or expedient to give full effect to this resolution, and for the purposes thereof or in connection therewith.			

Signature (Note 7) _____

Dated _____ 2017

Notes:

- Please insert full name(s) in **BLOCK CAPITALS**.
- Please insert full address(es) in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all Shares registered in your name(s). Please delete the class of Shares inapplicable (H Shares or Domestic Shares).
- If you are a Shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to attend instead of you and to vote on your behalf. A proxy need not be a Shareholder, but must attend the meeting in person in order to represent you.
- If a proxy other than the Chairman of the meeting is preferred, cross out the words “**the Chairman of the meeting**” and insert the full name and address of the proxy (or proxies) desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. Any changes made to this proxy form must be initialed by the person who signs it.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING, TICK THE APPROPRIATE BOX MARKED “ABSTAIN”.** If you return this proxy form without indicating as to how your proxy is to vote on any particular matter, the person appointed as your proxy will exercise his/her discretion as to whether he/she votes and, if so, how and, unless instructed otherwise, he/she may also vote or abstain from voting as he/she thinks fit on any other business (including amendments to resolutions) which may properly come before the meeting. The Shares abstained will be counted in the calculation of the required majority.
- This proxy form must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a legal person, it should execute this proxy form under its common seal or by its directors or (a) person(s) duly authorised to sign on its behalf. In case of joint holders, only the person whose name stands first on the register of members may attend and vote at the EGM, either in person or by proxy.
- To be valid, this proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a notary certified copy of such power of attorney or authority, must be completed and deposited at the office of the H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders), or at the Company’s registered office in the PRC, at TENG Y Industrial Park, Paitou Town, Zhujiaji City, Zhejiang Province, the PRC (for Domestic Shareholders), at least 24 hours before the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting in person if you so wish.
- Shareholders or their proxies attending the meeting shall produce their identity documents.