
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Dynagreen Environmental Protection Group Co., Ltd.**, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



綠色動力
DYNAGREEN

綠色動力環保集團股份有限公司
Dynagreen Environmental Protection Group Co., Ltd.*

(a joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code:1330)

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
(2) PROPOSED AMENDMENTS TO NEW ARTICLES OF ASSOCIATION UPON COMPLETION OF PROPOSED A SHARE ISSUE;
(3) PROPOSED CHANGE OF AUDITORS;
(4) PROPOSED PROVISION OF GUARANTEES IN RESPECT OF FIXED ASSET LOANS TO THREE SUBSIDIARIES;
AND
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out in pages 3 to 8 of this circular. A notice convening the EGM to be held at 16th Floor, Block B, Fukai Building, No.19 Finance Street, Xicheng District, Beijing, the PRC on Friday, 22 December 2017 at 10:00 a.m. is set out on pages 13 to 15 of this circular.

If you intend to attend the EGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible and in any event on or before Friday, 1 December 2017 (Hong Kong time).

Whether or not you are able to attend the EGM, please complete and return the enclosed proxy form in accordance with the instructions as soon as possible and in any event not less than 24 hours before the time scheduled for holding the EGM (or any adjourned meeting 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.

* *For identification purposes only*

3 November 2017

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	9
APPENDIX II — PROPOSED AMENDMENTS TO NEW ARTICLES OF ASSOCIATION	10
APPENDIX III — RESOLUTIONS ON THE PROVISION OF GUARANTEES IN RESPECT OF THE APPLICATIONS FOR FIXED ASSET LOANS BY THREE SUBSIDIARIES	11
NOTICE OF EXTRAORDINARY GENERAL MEETING	13

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“A Share(s)”	ordinary shares of the Company with nominal value of RMB1.00 each proposed to be issued under the A Share issue and listed on the Shanghai Stock Exchange and traded in RMB
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“CASBE”	the China Accounting Standards for Business Enterprises (中國企業會計準則)
“Company”	Dynagreen Environmental Protection Group Co., Ltd.* (綠色動力環保集團股份有限公司), a joint stock limited liability company incorporated under the laws of the PRC on 23 April 2012, which is listed on the Main Board of Hong Kong Stock Exchange (Stock Code: 1330)
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and are unlisted Shares which are currently not listed or traded on any stock exchange
“EGM”	the 2017 second extraordinary general meeting to be convened by the Company to approve the Proposed Amendments to the Articles of Association, the Proposed Amendments to the New Articles of Association, the Proposed Change of Auditors and the Proposed Provision of Guarantees in Respect of the Loans Obtained by subsidiaries
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB1.00 each, listed on the Main Board of the Stock Exchange
“IFRS”	International Financial Reporting Standards

DEFINITIONS

“Jixian Dynagreen”	Tianjin Dynagreen Renewable Energy Co., Ltd.* (天津綠色動力再生能源有限公司), a limited liability company incorporated under the laws of the PRC on 6 June 2013 and a wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOF”	Ministry of Finance of the PRC (中國財政部)
“New Articles of Association”	the new Articles of Association to be adopted upon completion of Proposed A Share Issue
“PRC”	the People’s Republic of China; for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed A Share Issue”	the proposed issue of 116,200,000 A Shares in the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“Rushan Dynagreen”	Rushan Dynagreen Renewable Energy Co., Ltd.* (乳山綠色動力再生能源有限公司), a limited liability company incorporated under the laws of the PRC on 25 October 2010 and a direct wholly-owned subsidiary of the Company
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including both Domestic Share(s) and H Share(s)
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Wenzhou Dynagreen”	Wenzhou Dynagreen Renewable Energy Co., Ltd.* (溫州綠動環保能源有限公司), a limited liability company incorporated under the laws of the PRC on 8 September 2017 and a wholly-owned subsidiary of the Company

* *For identification purposes only*



綠色動力
DYNAGREEN

綠色動力環保集團股份有限公司
Dynagreen Environmental Protection Group Co., Ltd.*

(a joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 1330)

Non-executive Directors:

Mr. ZHI Jun (直軍先生) (*Chairman*)
Mr. GUO Yitao (郭燦濤先生)
Mr. LIU Shuguang (劉曙光先生)
Mr. FENG Changzheng (馮長征先生)

Executive Directors:

Mr. QIAO Dewei (喬德衛先生) (*General Manager*)
Mr. HU Shengyong (胡聲泳先生)

Independent non-executive Directors:

Ms. CHEN Xin (陳鑫女士)
Mr. KWAN Kai Cheong (關啟昌先生)
Mr. OU Yuezhou (區岳州先生)

3 November 2017

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(2) PROPOSED AMENDMENTS TO NEW ARTICLES OF ASSOCIATION UPON
COMPLETION OF PROPOSED A SHARE ISSUE;
(3) PROPOSED CHANGE OF AUDITORS;
(4) PROPOSED PROVISION OF GUARANTEES IN RESPECT OF FIXED ASSET
LOANS TO THREE SUBSIDIARIES;
AND
(5) NOTICE OF EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 31 October 2017 in relation to, among other things, the proposed change of accounting standard, the proposed amendments to the Articles of Association, the proposed amendments to new Articles of Association upon completion of the Proposed A Share Issue and the proposed change of auditors.

* *For identification purposes only*

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, further information in relation to the following resolutions to be proposed at the EGM:

As Special Resolutions

- (1) to consider and approve the proposed amendments to the Articles of Association;
- (2) to consider and approve the proposed amendments to the new Articles of Association;

As Ordinary Resolutions

- (3) to consider and approve the change of the Company's international auditors from KPMG to KPMG Huazhen LLP, and to authorize the Board to determine and fix their remuneration; and
- (4) to consider and approve the provision of guarantees by the Company in respect of the applications for fixed asset loans by three subsidiaries of the Company.

II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Proposed Change of Accounting Standard

Since the date on which the H Shares of the Company became listed on the Stock Exchange, the Company has been preparing its financial statements under both the CASBE and the IFRS.

According to the “Consultation Conclusions on Acceptance of Mainland Accounting and Auditing Standards and Mainland Audit Firms for Mainland Incorporated Companies Listed in Hong Kong” (《有關接受在香港上市的內地註冊成立公司採用內地的會計及審計準則以及聘用內地會計師事務所的諮詢總結》) published by the Stock Exchange in December 2010, PRC incorporated issuers listed in Hong Kong are allowed to prepare their financial statements in accordance with the CASBE and PRC audit firms approved by the MOF and the CSRC are allowed to audit these financial statements prepared in accordance with the CASBE.

In view of such arrangement and the proposed listing of the A Shares of the Company, the Board passed a resolution on 31 October 2017 to prepare only one set of financial statements for the Company under the CASBE (the “**Proposed Change of Accounting Standard**”), subject to the Shareholders' approval of the proposed amendments to the Articles of Association as described below (the “**Proposed Amendments to the Articles of Association**”).

LETTER FROM THE BOARD

Subject to the approval of the Shareholders of the Proposed Amendments to the Articles of Association, it is expected that starting from the nine months ended 30 September 2017, the results of the Company will be prepared in accordance with the CASBE. The Board is of the view that the Proposed Change of Accounting Standard will improve the efficiency and reduce the cost of disclosure, and is in the best interest of the Company and the Shareholders as a whole.

The Group's Financial Information Prepared in Accordance with CASBE

Due to the change of accounting standard from IFRS to CASBE, it is expected that certain financial line items contained in the financial statements of the Company disclosed in accordance with CASBE will be different from such financial line items contained in the financial statements prepared under IFRS of the Company for the year ended 31 December 2016. For illustration purposes only, the below table shows the expected percentage difference in various financial line items of the Group between the financial statements prepared under CASBE and the financial statements prepared under IFRS by the Company for the year ended 31 December 2016. Figures set out in the table below are estimated figures only.

Certain financial line items	Decrease in percentage
Intangible assets	Approximately 31%
Total assets of the Group	Approximately 12%
Total equity attributable to equity shareholders of the Company	Approximately 23%
Revenue	Approximately 65%
Direct costs and operating expenses	Approximately 80%
Profit attributable to equity shareholders of the Company	Approximately 35%

The above differences are mainly due to that: in the financial statements prepared under CASBE, no BOT (“**Build-Operate-Transfer**”)/BT (“**Build-Transfer**”) construction revenue was recognised during the construction phase, intangible assets and financial assets were recognised based on the costs incurred and contract arrangement of each BOT/BT; in the financial statements prepared under IFRS, although no cash was received during the construction phase of BOT/BT projects, the Group recognised revenue from construction services when project construction commenced pursuant to the requirements of the prevailing accounting standards and the market practice in Hong Kong. The construction services provided by the Group were recognised at their fair value, with the corresponding amount recorded as intangible assets and financial assets.

LETTER FROM THE BOARD

Proposed Amendments to the Articles of Association

In light of the Proposed Change of Accounting Standard, the Board passed a resolution on 31 October 2017 in relation to the Proposed Amendments to the Articles of Association. Please refer to Appendix I to this circular for the full text of the Proposed Amendments to the Articles of Association.

The Proposed Amendments to the Articles of Association are subject to the approval of the Shareholders by passing a special resolution at the EGM. Save for the amendments as set out in the Proposed Amendments to the Articles of Association, the other provisions of the Articles of Association will remain unchanged. The Proposed Amendments to the Articles of Association will become effective upon the approval by the Shareholders at the EGM.

III. PROPOSED AMENDMENTS TO NEW ARTICLES OF ASSOCIATION UPON COMPLETION OF PROPOSED A SHARE ISSUE

In light of the Proposed Change of Accounting Standard, the Board passed a resolution on 31 October 2017 to amend the New Articles of Association (the “**Proposed Amendments to New Articles of Association**”). Please refer to Appendix II to this circular for the full text of the Proposed Amendments to the New Articles of Association.

The Proposed Amendments to the New Articles of Association are subject to the approval of the Shareholders by passing a special resolution at the EGM. Save for the amendments as set out in the Proposed Amendments to the New Articles of Association, the other provisions of the New Articles of Association will remain unchanged. The adoption of the New Articles of Association is subject to the approval of the Shareholders at the EGM, the CSRC and completion of the Proposed A Share Issue.

IV. PROPOSED CHANGE OF AUDITORS

KPMG has been engaged by the Company as the international auditors to audit the financial statements of the Company prepared in accordance with the IFRS. In light of the Proposed Change of Accounting Standard, the Board proposes to change the Company’s international auditors from KPMG to KPMG Huazhen LLP (the “**Proposed Change of Auditors**”), subject to the approval by the Shareholders at the EGM.

KPMG Huazhen LLP is an eligible PRC audit firm approved by the MOF and the CSRC to provide auditing services in accordance with the CASBE to PRC incorporated issuers. Upon approval of the Proposed Change of Auditors by the Shareholders at the EGM, KPMG Huazhen LLP will undertake all such activities as required to be performed by international auditors under the Listing Rules.

KPMG has confirmed that there were no matters regarding the Proposed Change of Auditors that need to be brought to the attention of the Shareholders. The Board and the audit committee of the Company confirmed that there were no disagreement between the Company and KPMG

LETTER FROM THE BOARD

regarding the Proposed Change of Auditors. The Board further confirmed that it is not aware of any matters regarding the Proposed Change of Auditors that needs to be brought to the attention of the Shareholders.

V. PROPOSED PROVISION OF GUARANTEES IN RESPECT OF FIXED ASSET LOANS TO THREE SUBSIDIARIES

Pursuant to article 64 of the Articles and Rule 15 of the “Rules Governing the Provision of Guarantees to External Parties” of the Company, any guarantee to external parties provided by the Company and the subsidiaries of the Company that in aggregate amounts to or exceeds 50% of the latest audited net asset value shall be subject to approval by the Shareholders at general meeting of the Company. Hence, an ordinary resolution will be proposed at the EGM to consider and approve the Company’s provision of financial guarantees to banks in respect of banking facilities granted to certain subsidiaries, details of which are set out in Appendix III to this circular.

VI. EGM AND PROXY ARRANGEMENT

The notice of EGM is set out on pages 13 to 15 of this circular.

Pursuant to the Hong Kong Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Hong Kong Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.dynagreen.com.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at place of business of the Company at 2nd Floor, Northeastern Wing, Jiuzhou Electronic Building, 007 Keji South 12th Street, Nanshan District, Shenzhen, 518057, the PRC or the Company’s H Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

VII. RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions to be proposed at the EGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favor of all of the resolutions to be proposed at the EGM as set out in the notice of EGM.

LETTER FROM THE BOARD

VIII.ADDITIONAL INFORMATION

Your attention is drawn to this letter from the Board and the additional information set out in the appendices of this circular.

By Order of the Board
Dynagreen Environmental Protection Group Co., Ltd.*
Zhi Jun
Chairman

As at the date of this circular, the non-executive directors of the Company are Mr. Zhi Jun, Mr. Guo Yitao, Mr. Liu Shuguang and Mr. Feng Changzheng, the executive directors of the Company are Mr. Qiao Dewei and Mr. Hu Shengyong and the independent non-executive directors of the Company are Ms. Chen Xin, Mr. Kwan Kai Cheong and Mr. Ou Yuezhou.

* *For identification purposes only*

Original Provisions*Article 203*

The financial statements of the Company shall be prepared not only in accordance with PRC accounting standards, laws and regulations but also in accordance with international accounting standards or the accounting standards of the place(s) outside the PRC where shares of the Company are listed. If there are major differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in notes appended to such financial statements. For the purposes of the Company's distribution of after-tax profits in a given fiscal year, the smaller amount of after-tax profits shown in the above-mentioned two kinds of financial statements shall prevail.

Article 204

Interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards, laws and regulations as well as international standards or the accounting standards of the place(s) outside the PRC where shares of the Company are listed.

Amended Provisions*Article 203*

The financial statements of the Company shall be prepared in accordance with the China Accounting Standards for Business Enterprises and regulations.

Article 204

The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the China Accounting Standards for Business Enterprises and regulations.

Original Provisions*Article 207*

The financial statements of the Company shall be prepared not only in accordance with PRC accounting standards, laws and regulations but also in accordance with international accounting standards or the accounting standards of the place(s) outside the PRC where shares of the Company are listed. If there are major differences in the financial statements prepared in accordance with these two sets of accounting standards, such differences shall be stated in notes appended to such financial statements. For the purposes of the Company's distribution of after-tax profits in a given fiscal year, the smaller amount of after-tax profits shown in the above-mentioned two kinds of financial statements shall prevail.

Article 208

Interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards, laws and regulations as well as international standards or the accounting standards of the place(s) outside the PRC where shares of the Company are listed.

Amended Provisions*Article 207*

The financial statements of the Company shall be prepared in accordance with the China Accounting Standards for Business Enterprises and regulations.

Article 208

The interim results or financial information announced or disclosed by the Company shall be prepared in accordance with the China Accounting Standards for Business Enterprises and regulations.

In order to meet financing needs, the Company shall provide guarantees in respect of the applications for fixed asset loans by certain subsidiaries.

I. MAJOR TERMS AND CONDITIONS OF THE LOANS

1. Major terms and conditions of the loan to be applied by Rushan Dynagreen are as follows:
 - Total loan amount shall not exceed RMB100 million, with an interest rate not higher than the benchmark rate set by the People's Bank of China for loans at the same grade and term plus 10%;
 - The loan shall be used to repay loans owed to the Group;
 - The term of the loan shall not exceed five years; and
 - Rushan Dynagreen shall pledge its charging rights of waste treatment and electricity tariff, while the Group shall provide joint and several liability guarantee.
2. Major terms and conditions of the loan to be applied by Jixian Dynagreen are as follows:
 - Total loan amount shall not exceed RMB200 million, with an interest rate not higher than the benchmark rate set by the People's Bank of China for loans at the same grade and term plus 10%;
 - The loan shall be used to repay loans owed to the Group;
 - The term of the loan shall not exceed 12 years; and
 - Jixian Dynagreen shall pledge its charging rights of waste treatment and electricity tariff, while the Group shall provide joint and several liability guarantee.
3. Major terms and conditions of the loan to be applied by Wenzhou Dynagreen are as follows:
 - Total loan amount shall not exceed RMB250 million, with an interest rate not higher than the benchmark rate set by the People's Bank of China for loans at the same grade and term plus 10%;
 - The loan shall be used for the construction of the upgrade project of Yongjia Waste-To-Energy Power Plant (永嘉生活垃圾焚燒發電廠);
 - The term of the loan shall not exceed 15 years with an extension period of no more than three years; and

- Wenzhou Dynagreen shall pledge its charging rights of waste treatment and electricity tariff, while the Group shall provide joint and several liability guarantee.

II. PARTICULARS OF THE GUARANTEE

1. Date of guarantees: the date on which the guarantee contracts will be signed
2. Name of guarantor: the Company
3. Name of guaranteed parties: (i) Rushan Dynagreen, (ii) Jixian Dynagreen, and (iii) Wenzhou Dynagreen
4. Estimated amount of the specific guarantees:

Guaranteed parties	Amount of guarantee (RMB)	Term	Form of guarantee	Remark
Rushan Dynagreen	No more than RMB100 million	5 years	Joint and several liability guarantee	Fixed asset loan
Jixian Dynagreen	No more than RMB200 million	12 years	Joint and several liability guarantee	Fixed asset loan
Wenzhou Dynagreen	No more than RMB250 million	15 years with an extension period of no more than three years	Joint and several liability guarantee	Fixed asset loan

III. ACCUMULATED NUMBER OF EXTERNAL GUARANTEES AND OVERDUE GUARANTEES UP TO THE DATE OF INFORMATION DISCLOSURE

As at the Latest Practicable Date, the total amounts of external guarantees provided by the Company and its wholly-owned project companies were RMB2.29 billion, accounting for approximately 83.4% of the latest audited net assets value of the Company as at 31 December 2016.

The Company has not provided external guarantee for entities or individuals or connected persons other than the wholly-owned project companies.

The actual total amount of the aforementioned guarantees will be disclosed in the 2017 annual report of the Company.

NOTICE OF EXTRAORDINARY GENERAL MEETING



綠色動力
DYNAGREEN

綠色動力環保集團股份有限公司 Dynagreen Environmental Protection Group Co., Ltd.*

(a joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 1330)

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2017

NOTICE IS HEREBY GIVEN THAT the second extraordinary general meeting for the year 2017 (the “EGM”) of Dynagreen Environmental Protection Group Co., Ltd. (the “Company”) will be held at 16th Floor, Block B, Fukai Building, No.19 Finance Street, Xicheng District, Beijing, the PRC, on Friday, 22 December 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modification) the following resolutions:

Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 3 November 2017 (the “Circular”) unless otherwise specified.

Please refer to the Circular for details of the proposed resolutions.

AS SPECIAL RESOLUTIONS

1. To consider and approve the proposed amendments to the Articles of Association;
2. To consider and approve the proposed amendments to the new Articles of Association upon completion of the Proposed A Share Issue;

AS ORDINARY RESOLUTIONS

3. To consider and approve the change of the Company’s international auditors from KPMG to KPMG Huazhen LLP, and to authorize the Board to determine and fix their remuneration; and

* For identification purposes only

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. To consider and approve the provision of guarantees by the Company in respect of the applications for fixed asset loans by three subsidiaries of the Company.

By Order of the Board
Dynagreen Environmental Protection Group Co., Ltd.*

Zhi Jun
Chairman

Shenzhen, the PRC
3 November 2017

* *For identification purposes only*

Notes:

ATTENDEES OF THE EGM

1. Eligibility for attending the EGM

For the purpose of ascertaining Shareholders who are entitled to attend and vote at the EGM, the register of members of H Shares of the Company will be closed from Wednesday, 22 November 2017 to Friday, 22 December 2017 (both days inclusive). Holders of H Shares who wish to attend the EGM shall lodge their share certificates accompanied with the transfer documents to the H Share Registrar of the Company, Tricor Investor Services Limited (address: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong) before 4:30 p.m. on Tuesday, 21 November 2017 for registration.

2. Proxy

- (a) A member eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote on his behalf. A proxy need not be a Shareholder of the Company.
- (b) A proxy shall be appointed by a written instrument signed by the appointer or its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorizing that attorney to sign or the authorization document(s) must be notarized.
- (c) To be valid, the power of attorney or other authorization document(s) which have been notarized, together with the completed form of proxy, must be delivered to the place of business of the Company or the H Share Registrar of the Company not less than 24 hours before the time designated for holding the EGM. In the case of holders of Domestic Shares, the related documents shall be delivered to the place of business of the Company (address: 2nd Floor, Northeastern Wing, Jiuzhou Electronic Building, 007 Keji South 12th Street, Nanshan District, Shenzhen, the PRC or via fax no.: (+86) 755 3363 1220), and in the case of holders of H Shares, the related documents shall be delivered to Tricor Investor Services Limited (address: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong).
- (d) A Shareholder or his proxy may exercise the right to vote by poll.

3. Registration procedures for attending the EGM

- (a) A Shareholder or his proxy shall produce proof of identity when attending the meeting. If a Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) Holders of H Shares and Domestic Shares intending to attend the EGM shall lodge the reply slip and the related documents indicating their intention to attend the EGM with the Company on or before Friday, 1 December 2017.
- (c) Shareholders may lodge the above reply slip with the Company in person, by post or by fax. In the case of holders of Domestic Shares, the reply slip and the related documents shall be delivered to the Company (address: 2nd Floor, Northeastern Wing, Jiuzhou Electronic Building, 007 Keji South 12th Street, Nanshan District, Shenzhen, the PRC or via fax no.: (+86) 755 3363 1220), and in the case of holders of H Shares, the related documents shall be delivered to Tricor Investor Services Limited (address: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong).

4. Miscellaneous

- (a) The EGM will not last for more than half a day. Shareholders who attend the EGM in person or by proxy shall bear their own travelling and accommodation expenses.
- (b) The H Share Registrar of the Company is Tricor Investor Services Limited (address: Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong).
- (c) The registered office of the Company is:

2nd Floor, Northeastern Wing, Jiuzhou Electronic Building,
007 Keji South 12th Street, Nanshan District, Shenzhen, the PRC
Postal Code: 518057
Telephone No.: (+86) 755 3363 1256
Fax No.: (+86) 755 3363 1220